

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51100PN2010PLC136340

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECB1042N

(ii) (a) Name of the company

BRAINBEES SOLUTIONS LIMITE

(b) Registered office address

Rajashree Business Park, Survey No. 338, Next to Sohrabh H
all, Tadiwala Road NA
Pune
Pune
Maharashtra
411001

(c) *e-mail ID of the company

LE*****RY.COM

(d) *Telephone number with STD code

91*****57

(e) Website

(iii) Date of Incorporation

17/05/2010

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| 1 | BSE Limited | 1 |
| 2 | The National Stock Exchange of India limited | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, 400083

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

22/07/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1 | G | Trade | G1 | Wholesale Trading | 94.58 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

35

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | INTELLIBEES SOLUTIONS PRIVA | U31100PN2015PTC155482 | Subsidiary | 99.99 |
| 2 | FIRMROOTS PRIVATE LIMITED | U15400KA2016PTC086485 | Subsidiary | 67.9 |

| | | | | |
|----|---|-----------------------|------------|-------|
| 3 | SOLIS HYGIENE PRIVATE LIMITED | U17100MP2020PTC053997 | Subsidiary | 79.34 |
| 4 | JOYBEES PRIVATE LIMITED | U52520PN2022PTC208125 | Subsidiary | 99.99 |
| 5 | GLOBALBEES BRANDS PRIVATE LIMITED | U24299DL2021PTC380760 | Subsidiary | 52.15 |
| 6 | DIGITAL AGE RETAIL PRIVATE LIMITED | U52100PN2011PTC139221 | Subsidiary | 99.99 |
| 7 | SWARA BABY PRODUCTS PRIVATE LIMITED | U36999MP2016PTC068986 | Subsidiary | 86.01 |
| 8 | Firstcry Management DWC-LLC | | Subsidiary | 100 |
| 9 | Shenzhen Starbees Services Limited | | Subsidiary | 100 |
| 10 | Firstcry Retail DWC-LLC | | Subsidiary | 100 |
| 11 | Firstcry General Trading LLC | | Subsidiary | 100 |
| 12 | Firstcry Trading Company | | Subsidiary | 100 |
| 13 | Better & Brighter Homecare Private Limited | U24139WB2009PTC135807 | Subsidiary | 30.25 |
| 14 | Butternut Ventures Private Limited | U15500MH2020PTC344952 | Subsidiary | 39.63 |
| 15 | Cloud Lifestyle Private Limited | U24100GJ2017PTC097708 | Subsidiary | 46.94 |
| 16 | Dynamic IT Solution Private Limited | U52399DL2002PTC117546 | Subsidiary | 26.6 |
| 17 | Eyezen Technologies Private Limited | U74999MH2016PTC282804 | Subsidiary | 26.6 |
| 18 | Maxinique Solution Private Limited | U52339HR2020PTC090918 | Subsidiary | 26.73 |
| 19 | Merhaki Foods and Nutrition Private Limited | U24100RJ2017PTC059188 | Subsidiary | 52.15 |
| 20 | Mush Textile Private Limited | U17303GJ2018PTC101321 | Subsidiary | 26.88 |
| 21 | Kuber Mart Industries Private Limited | U51909RJ2020PTC067933 | Subsidiary | 38.59 |
| 22 | HS Fitness Private Limited | U71200HR2013PTC050241 | Subsidiary | 41.72 |
| 23 | DF Pharmacy Limited | U52311GJ2008PLC052704 | Subsidiary | 31.29 |
| 24 | Candes Technology Private Limited | U31909DL2021PTC376160 | Subsidiary | 32.26 |
| 25 | Encasa Homes Private Limited | U52100MH1983PTC406756 | Subsidiary | 26.6 |
| 26 | Frootle India Private Limited | U74999MH2019PTC332657 | Subsidiary | 26.6 |
| 27 | JW Brands Private Limited | U18109KA2020PTC132453 | Subsidiary | 29.09 |

| | | | | |
|----|---------------------------------|-----------------------|------------|-------|
| 28 | Kitchenopedia Appliances Priv | U31909HR2022PTC103777 | Subsidiary | 26.6 |
| 29 | Plantex E-Commerce Private Li | U28129GJ2020PTC115183 | Subsidiary | 31.29 |
| 30 | Prayosha Expo Private Limited | U52100GJ2011PTC065612 | Subsidiary | 36.51 |
| 31 | Solarista Renewables Private L | U15121HR2018PTC075842 | Subsidiary | 27.38 |
| 32 | Wellspire India Private Limited | U52390MH2021PTC370225 | Subsidiary | 26.6 |
| 33 | Globalbees Brands DWC | | Subsidiary | 52.15 |
| 34 | Healthyhey Foods LLP | | Subsidiary | 31.29 |
| 35 | Swara Hygiene Private Limited | U24246MP2022PTC061559 | Subsidiary | 86.01 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 552,455,000 | 448,165,900 | 448,165,900 | 448,165,900 |
| Total amount of equity shares (in Rupees) | 1,104,910,000 | 896,331,800 | 896,331,800 | 896,331,800 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 552,455,000 | 448,165,900 | 448,165,900 | 448,165,900 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of equity shares (in rupees) | 1,104,910,000 | 896,331,800 | 896,331,800 | 896,331,800 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 49,910,015 | 35,183,570 | 35,183,570 | 35,183,570 |
| Total amount of preference shares (in rupees) | 99,820,030 | 70,367,140 | 70,367,140 | 70,367,140 |

Number of classes

9

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Series A CCPS | | | | |
| Number of preference shares | 155,000 | 72,315 | 72,315 | 72,315 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 310,000 | 144,630 | 144,630 | 144,630 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Series B CCPS | | | | |
| Number of preference shares | 866,165 | 36,755 | 36,755 | 36,755 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 1,732,330 | 73,510 | 73,510 | 73,510 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Series C CCPS | | | | |
| Number of preference shares | 21,856,650 | 17,500,900 | 17,500,900 | 17,500,900 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 43,713,300 | 35,001,800 | 35,001,800 | 35,001,800 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Series C1 CCPS | | | | |
| Number of preference shares | 438,100 | 438,100 | 438,100 | 438,100 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 876,200 | 876,200 | 876,200 | 876,200 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Series C2 CCPS | | | | |
| Number of preference shares | 77,900 | 77,900 | 77,900 | 77,900 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 155,800 | 155,800 | 155,800 | 155,800 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Series D1 CCPS | | | | |
| Number of preference shares | 12,217,950 | 12,217,950 | 12,217,950 | 12,217,950 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 24,435,900 | 24,435,900 | 24,435,900 | 24,435,900 |

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Series D2 CCPS | | | | |
| Number of preference shares | 14,197,750 | 4,839,650 | 4,839,650 | 4,839,650 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 28,395,500 | 9,679,300 | 9,679,300 | 9,679,300 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Option 1 CCPS | | | | |
| Number of preference shares | 30,500 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 61,000 | 0 | 0 | 0 |
| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| Option 2 CCPS | | | | |
| Number of preference shares | 70,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of preference shares (in rupees) | 140,000 | 0 | 0 | 0 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-------------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 39,743,595 | 393,521,600 | 433,265,195 | 866,530,390 | 866,530,390 | |
| Increase during the year | 0 | 14,900,705 | 14,900,705 | 109,288,600 | 109,288,600 | 3,601,798,400 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | |
| v. ESOPs | 0 | 14,900,705 | 14,900,705 | 29,801,410 | 29,801,410 | 3,601,798,400 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|-------------------------------------|------------|-------------|-----------|-------------|-------------|---|
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | 79,487,190 | 79,487,190 | 0 |
| Dematerialisation of shares | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 79,487,190 | 79,487,190 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 79,487,190 | 79,487,190 | 0 |
| Dematerialisation of shares | | | | | | |
| At the end of the year | 39,743,595 | 408,422,305 | 448165900 | 896,331,800 | 896,331,800 | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 1,213,200 | 33,970,370 | 35183570 | 70,367,140 | 70,367,140 | |
| Increase during the year | 0 | 0 | 0 | 2,426,400 | 2,426,400 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | 2,426,400 | 2,426,400 | |
| Dematerialisation of shares | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 2,426,400 | 2,426,400 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 2,426,400 | 2,426,400 | |
| Dematerialisation of shares | | | | | | |
| At the end of the year | 1,213,200 | 33,970,370 | 35183570 | 70,367,140 | 70,367,140 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|--|----------------------|
| Date of the previous annual general meeting | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|---|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock |
|------------------|----------------------|---|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

21,632,098,593

(ii) Net worth of the Company

42,147,358,643

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|---|---|---|---|
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | 0 |
| 10. | Others | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 141,213,217 | 31.51 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 377,375 | 0.08 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 13,808,813 | 3.08 | 31,422,167 | 89.31 |
| 9. | Body corporate (not mentioned above) | 236,288,830 | 52.72 | 416,100 | 1.18 |
| 10. | Others Alternate Investment Fund | 56,477,665 | 12.6 | 3,345,303 | 9.51 |

| | | | | | |
|--|--------------|-------------|-------|------------|-----|
| | Total | 448,165,900 | 99.99 | 35,183,570 | 100 |
|--|--------------|-------------|-------|------------|-----|

Total number of shareholders (other than promoters)

136

**Total number of shareholders (Promoters+Public/
Other than promoters)**

136

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 0 | 0 |
| Members (other than promoters) | 90 | 136 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 2 | 11 | 2 | 5 | 6.56 | 0 |
| (i) Non-Independent | 2 | 7 | 2 | 1 | 6.56 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 2 | 11 | 2 | 5 | 6.56 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------|------------|-------------------|--------------------------------|--|
| SUPAM SATYANARA\ | 01730685 | Managing Director | 28,893,347 | |
| SANKET RAGHAVENI | 09593712 | Director | 2,798,131 | |
| PAUL ALEXANDER D/ | 08457025 | Director | 0 | |
| BALA C DESHPANDE | 00020130 | Director | 0 | |
| GOPALAKRISHNAN J. | 02354467 | Director | 0 | |
| SUJATA VILAS BOGA | 07901334 | Director | 0 | |
| NEERAJ SAGAR | 09475452 | Director | 0 | |
| GAUTAM SHARMA | APRPS8980D | CFO | 545,465 | |
| NEELAM SITALDAS JI | AJTPJ8524G | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

13

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-------------------|----------|--|---|--|
| Zhooben Dossabhoy | 00110373 | Director | 12/04/2023 | Cessation |
| Akshay Tanna | 02967021 | Director | 24/05/2023 | Cessation |
| Supam Maheshwari | 01730685 | Managing Director | 01/12/2023 | Appointment as CEO |
| Puneet Renjhen | 09498488 | Additional director | 24/04/2023 | Appointment |
| Puneet Renjhen | 09498488 | Director | 29/09/2023 | Change in Designation |
| Puneet Renjhen | 09498488 | Director | 26/12/2023 | Cessation |
| Simit Batra | 09739615 | Additional director | 25/05/2023 | Appointment |
| Simit Batra | 09739615 | Director | 29/09/2023 | Change in designation |
| Simit Batra | 09739615 | Director | 26/12/2023 | Cessation |
| Amitava Saha | 02655827 | Director | 26/12/2023 | Cessation |
| Vikas Agnihotri | 08174465 | Director | 26/12/2023 | Cessation |
| Amit Gupta | 02282600 | Director | 26/12/2023 | Cessation |
| Atul Gupta | 06940578 | Director | 26/12/2023 | Cessation |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Extra-ordinary General Mee | 05/09/2023 | 79 | 11 | 67.36 |
| Annual General Meeting | 29/09/2023 | 80 | 12 | 70.95 |
| Extra-ordinary General Mee | 21/12/2023 | 119 | 17 | 69.7 |

B. BOARD MEETINGS

*Number of meetings held

10

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 30/05/2023 | 13 | 7 | 53.85 |
| 2 | 23/06/2023 | 13 | 8 | 61.54 |
| 3 | 31/08/2023 | 13 | 7 | 53.85 |
| 4 | 25/09/2023 | 13 | 9 | 69.23 |
| 5 | 01/12/2023 | 13 | 9 | 69.23 |
| 6 | 16/12/2023 | 13 | 11 | 84.62 |
| 7 | 21/12/2023 | 13 | 8 | 61.54 |
| 8 | 24/12/2023 | 13 | 8 | 61.54 |
| 9 | 27/12/2023 | 7 | 5 | 71.43 |
| 10 | 17/01/2024 | 7 | 7 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

7

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|---------------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 25/09/2023 | 4 | 4 | 100 |
| 2 | Audit Committee | 30/11/2023 | 4 | 3 | 75 |
| 3 | Audit Committee | 21/12/2023 | 4 | 2 | 50 |
| 4 | Corporate Social Responsibility | 30/11/2023 | 3 | 2 | 66.67 |
| 5 | Nomination and Remuneration | 30/11/2023 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration | 16/12/2023 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration | 26/12/2023 | 3 | 2 | 66.67 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 22/07/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | SUPAM SATY | 10 | 10 | 100 | 3 | 3 | 100 | Yes |
| 2 | SANKET RAG | 10 | 9 | 90 | 0 | 0 | 0 | No |
| 3 | PAUL ALEXAI | 10 | 8 | 80 | 0 | 0 | 0 | No |
| 4 | BALA C DESH | 10 | 6 | 60 | 6 | 6 | 100 | No |
| 5 | GOPALAKRIS | 10 | 4 | 40 | 3 | 2 | 66.67 | No |
| 6 | SUJATA VILA | 10 | 4 | 40 | 4 | 1 | 25 | No |
| 7 | NEERAJ SAG | 10 | 6 | 60 | 7 | 7 | 100 | No |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|--------------------|--------------|------------|-------------------------------|--------|---------------|
| 1 | Supam Maheshwari | Managing Director | 36,875,758 | 0 | 1,001,666,759 | 0 | 1,038,542,517 |
| 2 | Sanket Hattimattur | Executive Director | 17,526,990 | 0 | 95,693,618 | 0 | 113,220,608 |
| | Total | | 54,402,748 | 0 | 1,097,360,377 | 0 | 1,151,763,125 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------------------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | Gautam Sharma | Group Chief Financial Officer | 16,413,888 | 0 | 5,184,851 | 0 | 21,598,739 |
| 2 | Neelam Jethani | Company Secretary | 2,504,000 | 0 | 1,267,960 | 0 | 3,771,960 |
| | Total | | 18,917,888 | 0 | 6,452,811 | 0 | 25,370,699 |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|----------------------|--------------|------------|-------------------------------|---------|--------------|
| 1 | Sujata Bogawat | Independent Director | 0 | 0 | 0 | 400,000 | 400,000 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 2 | Gopalakrishnan Jag | Independent Dir | 0 | 0 | 0 | 670,000 | 670,000 |
| 3 | Bala C Deshpande | Independent Dir | 0 | 0 | 0 | 510,000 | 510,000 |
| 4 | Neeraj Sagar | Independent Dir | 0 | 0 | 0 | 620,000 | 620,000 |
| | Total | | 0 | 0 | 0 | 2,200,000 | 2,200,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

5

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| Brainbees Solution | Regional Director, ' | 24/07/2023 | Section 68 of the Co | Private placement ' | 125,000 |
| Supam Maheshwa | Regional Director, ' | 24/07/2023 | Section 68 of the Co | Private placement ' | 110,000 |
| Sanket Hattimattur | Regional Director, ' | 24/07/2023 | Section 68 of the Co | Private placement ' | 110,000 |
| Gautam Sharma | Regional Director, ' | 24/07/2023 | Section 68 of the Co | Private placement ' | 110,000 |
| Samantha Rego | Regional Director, ' | 24/07/2023 | Section 68 of the Co | Private placement ' | 105,000 |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rahul Gupta

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

14598

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

10

dated

23/06/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
SUPAM
SATYANARAYAN
MAHESHWARI
Date: 2024.09.20
10:44:03 +05'30'

DIN of the director

0*7*0*8*

To be digitally signed by

Digitally signed by
RAHUL
GUPTA
Date: 2024.09.20
13:25:51 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

1*6*4

Certificate of practice number

1*5*8

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders 31032024.pdf
Share Transfer Details 23 24.pdf
MGT-8 BSL 23-24.pdf
Explanatory note.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company