

General information about company		
Scrip code	544226	
NSE Symbol	FIRSTCRY	
MSEI Symbol	NOTLISTED	
ISIN	INE02RE01045	
Name of the entity	Brainbees Solutions Limited	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Applicable	

Market Capitalisation as per immediate previous Financial Year	Any other
Is SCORE ID Available ?	Yes
SCORE Registration ID	comb00713
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	Market Capitalisation as per immediate previous Financial Year is selected as any other pursuant to amendment in SEBI Listing Regulations, wherein average market capitalisation as per December 31, 2024 has to be considered. Please note, as per the average market capitalisation list released by BSE, the Company falls in top 250 companies.

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							No	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Supam Maheshwari	AJAPM0903H	01730685	Executive Director	Chairperson	CEO-MD	06-10-1973
2	Mr	Sanket Hattimattur	ABSPH9546B	09593712	Executive Director	Not Applicable		13-11-1981
3	Mr	Puneet Renjhen	AFGPR1509A	09498488	Non-Executive - Nominee Director	Not Applicable		27-03-1978
4	Ms	Bala C Deshpande	ABXPD4099A	00020130	Non-Executive - Independent Director	Not Applicable		15-04-1966
5	Mr	Neeraj Sagar	BDSPP1358F	09475452	Non-Executive - Independent Director	Not Applicable		07-06-1971
6	Mr	Gopalakrishnan Jagadeeswaran	ADLPG4342B	02354467	Non-Executive - Independent Director	Not Applicable		20-04-1968
7	Ms	Sujata Bogawat	ABCPB6815F	07901334	Non-Executive - Independent Director	Not Applicable		10-09-1978
8	Mr	Paul Davison	ZZZZZ9999Z	08457025	Non-Executive - Nominee Director	Not Applicable		01-04-1988

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		17-05-2010	01-04-2024			1	0	1	0			
2	NA		05-05-2022	05-05-2022			1	0	0	0			
3	NA		10-07-2024	10-07-2024			3	0	4	0			
4	NA		02-05-2022	02-05-2022		31.29	2	2	5	0			
5	NA		22-04-2022	22-04-2022		32.09	2	2	1	0			
6	NA		02-05-2022	02-05-2022		31.29	1	1	1	1			
7	NA		02-05-2022	02-05-2022		31.29	1	1	2	1			
8	NA		15-07-2019	15-07-2019	21-10-2024		0	0	0	0	Others	Textual Information(2)	

Text Block	
Textual Information(1)	The Company has not appointed any Director as the regular Chairperson of the Company. Mr. Supam Maheshwari was the Chairperson for the last Board Meeting.
Textual Information(2)	Mr. Paul Davison (DIN: 08457025) is a foreign national and has no PAN in India

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02354467	Gopalakrishnan Jagadeeswaran	Non-Executive - Independent Director	Chairperson	02-05-2022		
2	00020130	Bala C Deshpande	Non-Executive - Independent Director	Member	02-05-2022		
3	09475452	Neeraj Sagar	Non-Executive - Independent Director	Member	02-05-2022		
4	07901334	Sujata Bogawat	Non-Executive - Independent Director	Member	02-05-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09475452	Neeraj Sagar	Non-Executive - Independent Director	Chairperson	02-05-2022		
2	00020130	Bala C Deshpande	Non-Executive - Independent Director	Member	02-05-2022		
3	07901334	Sujata Bogawat	Non-Executive - Independent Director	Member	16-12-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07901334	Sujata Bogawat	Non-Executive - Independent Director	Chairperson	16-12-2023		
2	00020130	Bala C Deshpande	Non-Executive - Independent Director	Member	02-05-2022		
3	01730685	Supam Maheshwari	Executive Director	Member	02-05-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01730685	Supam Maheshwari	Executive Director	Chairperson	02-05-2022		
2	02354467	Gopalakrishnan Jagadeeswaran	Non-Executive - Independent Director	Member	02-05-2022		
3	09593712	Sanket Hattimattur	Executive Director	Member	16-12-2023		
4	99999999	Gautam Sharma	Group Chief Financial Officer	Member	02-05-2022		Textual Information(1)

Sr Text Block	
Textual Information(1)	Dummy DIN is entered since he is not a director of Brainbees Solutions Limited

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01730685	Supam Maheshwari	Executive Director	Chairperson	02-05-2022		
2	09475452	Neeraj Sagar	Non-Executive - Independent Director	Member	02-05-2022		
3	09593712	Sanket Hattimattur	Executive Director	Member	16-12-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	03-07-2024				Yes	7	7	4
2	05-07-2024		1		Yes	7	6	3
3	13-07-2024		7		Yes	8	7	3
4	20-07-2024		6		Yes	8	6	2
5	30-07-2024		9		Yes	8	7	3
6	08-08-2024		8		Yes	8	8	4
7	30-08-2024		21		Yes	8	7	3
8		14-11-2024	75		Yes	7	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	03-07-2024				Yes	4	4	4	0
2	Audit Committee	05-07-2024	1			Yes	4	4	4	0
3	Audit Committee	13-07-2024	7			Yes	4	2	2	0
4	Audit Committee	20-07-2024	6			Yes	4	3	3	0
5	Audit Committee	29-07-2024	8			Yes	4	2	2	0
6	Audit Committee	30-08-2024	31			Yes	4	3	3	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Audit Committee	14-11-2024	75			Yes	4	4	4	0
8	Nomination and remuneration committee	20-07-2024				Yes	3	3	3	0

Annexure 1

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Neelam Jethani
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Neelam Jethani
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	13-02-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	18
No. of investor complaints disposed off during the Quarter	18
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Globalbees Brands Private Limited	18-10-2024	50.23	0.5	50.73
2	Dynamic IT Solution Private Limited	21-10-2024	51	24	75
3	Kitchenopedia Appliances Private Limited	29-10-2024	51	25	76

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block	
Textual Information(1)	<p>During the Quarter ended December 2024, Brainbees Solutions Limited (the Company) acquired 0.50% stake in Globalbees Brands Private Limited (Globalbees) by subscribing to the CCPS. Further, Globalbees, a material subsidiary of the Company acquired an additional stake of 24% in Dynamic IT Solution Private Limited (Dynamic IT) and 25% in Kitchenopedia Appliances Private Limited (Kitchenopedia). Accordingly the aggregate holding percentage as on end of previous quarter, acquisition percentage during the quarter and as at the end of the current quarter are with respect to the holding of Globalbees in Dynamic IT and Kitchenopedia.</p>

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Senior Inspector, Legal Metrology Department, Lahurabir, Varanasi.	The Authority determined the compounding fee of Rs. 50,000/- to be paid by the Company.	16-11-2024	Violation of provisions of Section 18 (1), 36 (1) of Legal Metrology Act, 2009 read with Rule 6 of Legal Metrology (Packaged Commodities) Rules, 2011	No financial impact except to the extent of compounding fees paid by the Company.
2	Senior Inspector, Legal Metrology Department, Ballia.	The Authority determined the compounding fee of Rs. 50,000/- to be paid by the Company.	03-12-2024	Violation of provisions of Section 18 (1) of Legal Metrology Act, 2009 read with Rule 6 of Legal Metrology (Packaged Commodities) Rules, 2011	No financial impact except to the extent of compounding fees paid by the Company.
3	Inspector, Legal Metrology Department, Office of the Deputy Controller Legal Metrology Flying Squad Pathanamthitta, Kerala.	The Authority determined the compounding fee of Rs. 60,000/- to be paid by the Company.	26-12-2024	Violation of provisions of Section 18 (1), of Legal Metrology Act, 2009 read with Rule 4 (1), 6(1)(d) and 18(1) of Legal Metrology (Packaged Commodities) Rules, 2011	No financial impact except to the extent of compounding fees paid by the Company.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Department, Pune	23-08-2024	Notices dated 23.08.2024 requires that ESOP expenses of Rs. 2,76,71,599 /- for A.Y. 2018- 19, Rs. 8,98,57,000/- for A.Y. 2019-20, Rs. 23,13,38,156/- for A.Y. 2020-21 and Rs. 44,38,60,546/- for A.Y. 2021-22 are liable to be disallowed and added back to the total income. Therefore, the company is requested to show cause as to why a notice under section 148 of the Income tax Act, 1961 should not be issued to tax the income escaped from taxation for aforementioned amounts.	The Assitant Commissioner of Income Tax had passed an order under section 148A(d) of the Income-tax Act, 1961 ('the Act') treating the case of the Company fit for reopening of assessment proceedings and for issuance of notice under section 148 of the Act, for AY 2018-19, AY 2019-20, AY 2020-21, and AY 2021-22. Consequently, a notice was issued under section 148 of the Act for the aforesaid years in case of the Company, and the assessment proceedings were reopened. The Company has filed a writ petition before the Bombay High Court, wherein the validity of reopening of the assessment proceedings has been challenged.
2	Assistant Commissioner of Commercial Taxes, Local GST Office-038, Bangalore. Department of Commercial Taxes, Karnataka	20-10-2024	The Department of Commercial Taxes, Karnataka has issued a notice [Form GST DRC 01 (Part A)] for FY 2020-21 to the Company on account of below points: 1. Allegations of excess ITC claimed (3B vs 2A) – INR 95,31,606 2. Allegations of short taxes paid as per Form 09 – INR 3,74,704 3. Interest Liability – INR 81,22,006	The Company had received Form GST DRC-05 pursuant to which the proceedings initiated under section 73 of CGST/SGST Act 2017 has been concluded. In response to excess ITC claimed (3B vs 2A), the Company has reversed IGST of Rs. 29,74,621/- out of input credit ledger and paid IGST of Rs. 56,303/- along with interest of Rs. 44,287/- for short payment of reverse charge mechanism. Except for the above liability, other discrepancies with respect to short taxes paid and interest liability have been resolved and the proceeding initiated under section 73 of CGST/SGST Act 2017 has been

				dropped basis the explanation and documents furnished by the Company.
3	Assistant Commissioner of Commercial Taxes, Local GST Office-038, Bangalore, Department of Commercial Taxes, Karnataka	23-10-2024	The Department of Commercial Taxes, Karnataka has issued a notice [Form GST DRC 01 (Part A)] for FY 2021-22 to the Company on account of below points: 1. Allegations of excess ITC claimed (3B vs 2B) – INR 6079921 2. Allegations of short taxes paid as per Form 09 – INR 1,195 3. Interest Liability – INR 27,66,071	The Company had received Form GST DRC-05 pursuant to which the proceedings initiated under section 73 of CGST/SGST Act 2017 has been concluded. The explanations and submissions provided by the Company in response were accepted and found in order by the GST authorities. As a result, the discrepancies have been resolved and proceeding initiated under section 73 of CGST/SGST Act 2017 has been dropped.
4	Income Tax Department Office of the Assistant Commissioner of Income Tax, Central Circle 1(1), Pune	25-10-2024	On October 25, 2024, the Department has issued notices under section 148 of the Act for the A.Y. 2018-19, A.Y. 2019-20, A.Y. 2020-21 and A.Y. 2021- 22 to make re-assessment/re-computation under Section 147 of Income Tax Act.	The ACIT had passed an order under section 148A(d) of the Income-tax Act, 1961 ('the Act') treating the case of the Company fit for reopening of assessment proceedings and for issuance of notice under section 148 of the Act, for AY 2018-19, AY 2019-20, AY 2020-21, and AY 2021-22. Consequently, a notice was issued under section 148 of the Act for the aforesaid years in case of the Company, and the assessment proceedings were reopened. The Company has filed a writ petition before the Bombay High Court, wherein the validity of reopening of the assessment proceedings has been challenged.

