

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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
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	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Not Applicable
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
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)		

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	Non-Executive - Non Independent 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	BDSPS1358F	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

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

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				1	0	1	0			
2	NA		05-05-2022				1	0	0	0			
3	NA		10-07-2024				3	0	4	0			
4	NA		02-05-2022	02-05-2025		40.29	2	2	5	0			
5	NA		22-04-2022	22-04-2025		41.09	2	2	1	0			
6	NA		02-05-2022	02-05-2025		40.29	1	1	1	1			
7	NA		02-05-2022	02-05-2025		40.29	1	1	2	1			

Text Block	
Textual Information(1)	The Company has no regular chairperson appointed. Mr. Supam Maheshwari chaired the last Board Meeting.

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	09475452	Neeraj Sagar	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					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	02354467	Gopalakrishnan Jagadeeswaran	Non-Executive - Independent Director	Member	02-05-2022		
3	09593712	Sanket Hattimattur	Non-Executive - Non Independent 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 in 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	Non-Executive - Non Independent 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	26-05-2025				Yes	7	6	3
2		13-08-2025	78		Yes	7	6	3

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	26-05-2025				Yes	4	3	3	0
2	Audit Committee	13-08-2025	78			Yes	4	3	3	0
3	Nomination and remuneration committee	26-05-2025				Yes	3	2	2	0
4	Nomination and remuneration committee	13-08-2025	78			Yes	3	2	2	0
5	Risk Management Committee	12-08-2025				Yes	3	3	1	1

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	Neha Surana
2	Designation	Company Secretary and Compliance Officer

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	The Chairperson of the Nomination and Remuneration Committee did not attend the Annual General Meeting of the Company. In accordance with Regulation 19(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairperson may be present at the Annual General Meeting; however, such presence is not mandatory. Accordingly, the Company is compliant with the provisions of Regulation 19(3)
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	Ms. Neha Surana
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	Neha Surana
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	28-10-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
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	Cloud Lifestyle Private Limited	14-08-2025	90	10	100
2	Globalbees Brands Private Limited	11-09-2025	51.12	0.39	51.51
3	Healthyhey Foods LLP	12-09-2025	60	19.6	79.6
4	Globalbees Brands Private Limited	19-09-2025	51.51	0.17	51.68
5	Plantex E-Commerce Private Limited	19-09-2025	60	10	70

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)	Entries no. 2 and 4 pertain to acquisitions in the same entity. Due to differing acquisition dates, each transaction is recorded as a separate line item and cannot be consolidated. Accordingly, in entry no. 4, the field aggregate holding as at the end of previous quarter should be interpreted as the aggregate holding as at the date of the last acquisition (i.e., entry no. 2). This adjustment ensures that the computed aggregate holding as at the end of quarter remains accurate, as the utility automatically sums the acquisition during the quarter with the stated prior holding.

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, Moradabad	Compounding order issued by the Authority	17-09-2025	Violation of Section 18 of the Legal Metrology Act, 2009 read with Rule 4 and Rule 7(2) Table-I of the Legal Metrology (Packaged Commodities) Rules, 2011, punishable under Section 36 of the said Act.	Compounding fee of Rs. 50,000 levied on the Company
2	Senior Inspector, Legal Metrology, Varanasi, Lahurabir	Compounding order issued by the Authority	12-08-2025	Discrepancy in declaration of quantity and missing Unit Sales Price.	Compounding fee of Rs. 50,000 levied on the Company
3	Senior Inspector, Legal Metrology Department, Hoshiarpur, Punjab	Compounding order issued by the Authority	06-08-2025	Violation of Rule 7(2) of Packaged Commodity Rules 2011 R/w Section 18(1)/36(1) of Legal Metrology Act 2009	Compounding fee of Rs. 50,000 levied on the Company
4	Senior Inspector, Legal Metrology Department, Andhra Pradesh	Compounding fee prescribed by the Authority	15-07-2025	Violation under section 18 and 36(1) of Legal Metrology Act, 2009 read with Rule 4 and 6(1)(d) of Legal Metrology (Packaged Commodities) Rules, 2011	Compounding fee of Rs. 10,000 levied on the Company
5	Senior Inspector, Legal Metrology Department, Mughalsarai, Chandauli, Uttar Pradesh	Compounding order issued by the Authority	08-07-2025	Violation of Rule 6(2) & 8(1)a of Packaged Commodity Rules 2011	Compounding fee of Rs. 50,000 levied on the Company
6	Senior Inspector, Legal Metrology, Mohan Nagar, Ghaziabad	Compounding order issued by the Authority	07-07-2025	Violation of Rule 6(1)(d) and Rule 6(2) of the Legal Metrology (Packaged Commodities) Rules, 2011, read with Section 18(1) of the Legal Metrology Act, 2009, punishable under Section 36 of the said Act	Compounding fee of Rs. 50,000 levied on 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. The case was listed for hearing before the Hon'ble Bombay High Court on June 16, 2025. The matter was heard, and the Hon'ble High Court has given an interim relief by granting a stay on the reassessment proceedings till the time of disposal of the petition.	The case was listed for hearing before the Hon'ble Bombay High Court on July 16, 2025 and the matter has been heard and disposed by the High Court, and the reassessment proceedings have been quashed.
2	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. The case was listed for hearing before the Hon'ble Bombay High Court on June 16, 2025 The matter was heard, and the Hon'ble High Court has given an interim relief by granting a stay on the reassessment proceedings till the time of disposal of the petition.	The case was listed for hearing before the Hon'ble Bombay High Court on July 16, 2025 and the matter has been heard and disposed by the High Court, and the reassessment proceedings have been quashed.

