

FC/SE/2025-26/38

August 25, 2025

National Stock Exchange of India Limited

Exchange Plaza, C – 1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

Symbol: FIRSTCRY

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 544226

Sub: Notice of 15th Annual General Meeting to be held through Video Conferencing / Other Audio-Visual Means

Dear Sir/Ma'am,

This is to inform that the 15th Annual General Meeting ("**AGM**") of the Company is scheduled to be held on Friday, September 19, 2025 at 04:00 P.M. (IST) through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules made thereunder read with General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, and other applicable circulars issued in this regard by MCA and SEBI (collectively referred to as "**Circulars**").

Pursuant to Regulation 30 of SEBI Listing Regulations, we are enclosing herewith the Notice convening 15th AGM of the Company ("**Notice**").

In accordance with the aforesaid Circulars, the Notice and the Annual Report for financial year 2024-25, are being sent through electronic mode to the members of the Company whose names appear in the register of members/ register of beneficial owners maintained by the depositories on Friday, August 22, 2025 and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("**the RTA**") i.e., MUFG Intime India Private Limited ("**MUFG Intime**") or the Depository Participant(s) ("**DPs**").

The Company has appointed National Securities Depository Limited ("**NSDL**") as the e-voting agency. Members of the Company, holding shares in demat or physical form on Friday, September 12, 2025, being the cut-off date, ("**Cut-off date**"), will be eligible to cast their vote, on all resolutions as set out in the AGM Notice by electronic means, through remote e-voting facility which shall commence on Monday, September 15, 2025, from 9:00 A.M. (IST) and ends on Thursday, September 18, 2025, at 5:00 P.M. (IST) or through e-voting at the AGM.



The Notice convening the AGM along with the Annual Report for financial year 2024-25 is also uploaded on the Company's website at <https://www.firstcry.com/investor-relations/annual-reports-other-documents> and also on the website of NSDL at www.evoting.nsdl.com.

We request you to kindly take the same on record.

Thanking you,

Yours sincerely,

For Brainbees Solutions Limited

Neha Surana

Company Secretary & Compliance Officer

ICSI Membership No.: A35205

Encl: a/a



Notice of Annual General Meeting

BRAINBEES SOLUTIONS LIMITED

CIN: L51100PN2010PLC136340

Registered Office: Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road,
Next to Sohrab Hall, Pune – 411001

Tel: +91-8482989157

Website: www.firstcry.com **Email ID:** companysecretary@firstcry.com

NOTICE is hereby given that the **Fifteenth (15th) Annual General Meeting ("AGM/Meeting")** of the Members of Brainbees Solutions Limited ("**the Company**") will be held on Friday, September 19, 2025, at 04:00 P.M., Indian Standard Time ("**IST**"), through Video Conferencing ("**VC**")/ Other Audio - Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:

A. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon;

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

B. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon;

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Sanket Hattimattur (DIN: 09593712), as a director, who retires by rotation and being eligible, offers himself for re-appointment;

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanket Hattimattur (DIN: 09593712), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESSES:

3. Approval for change in designation of Mr. Sanket Hattimattur (DIN: 09593712) from Executive Director to Non-Executive Director of the Company;

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, regulations, and guidelines as may be prescribed (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resignation of Mr. Sanket Hattimattur from the position of Chief of Staff of the Company with effect from the close of business hours of March 31, 2025, consent of members be and is hereby accorded for change in designation of Mr. Sanket Hattimattur (DIN: 09593712) from Executive Director to Non-Executive Director of the Company with effect from April 01, 2025, liable to retire by rotation."

4. Appointment of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, as Secretarial Auditors of the Company;

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, (including any statutory modification(s) /

Notice of Annual General Meeting (Contd.)

amendment(s) / re-enactment(s) thereto) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Samdani Shah and Kabra, Practicing Company Secretaries (Firm Registration No. P2008GJ016300), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

5. **Approval for the payment of remuneration to Mr. Supam Maheshwari, Managing Director and Chief Executive Officer of the Company, for the period from April 01, 2026 to March 31, 2029;**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded for the payment of remuneration including salary, perquisites, other allowances, benefits, performance incentive and statutory contributions (excluding ESOP cost) to Mr. Supam Maheshwari (DIN: 01730685), Managing Director and Chief Executive Officer of the Company, for the period from April 01, 2026 to March 31, 2029, which shall not exceed year-on-year increment of 10% on previous remuneration in any financial year.

RESOLVED FURTHER THAT the remuneration per annum each year for the period from April 01, 2026 to March 31, 2029 will be determined as per the recommendation of Nomination and Remuneration

Committee and approval of the Board of Directors of the Company, which shall not exceed the limit given above.

RESOLVED FURTHER THAT the estimated ESOP cost in the financial statements as well as its related perquisite under Income Tax of the options granted to Mr. Supam Maheshwari will be determined in the manner as approved by the Shareholders vide resolution passed through postal ballot on February 05, 2025.

RESOLVED FURTHER THAT in the event that the Company has no profit or its profits are inadequate in any financial year, the Company may pay the remuneration to Mr. Supam Maheshwari, within the limit as specified above, during the period from April 01, 2026 to March 31, 2029.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Supam Maheshwari shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Committee of the Board of Directors duly authorised/ may be authorised hereafter by the Board, to exercise its powers including powers conferred by this resolution), be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the above matter to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
Brainbees Solutions Limited

Sd/-

Neha Surana

Company Secretary & Compliance Officer
ICSI Membership No.: A35205

Date: August 13, 2025

Place: Pune



Notice of Annual General Meeting (Contd.)

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI (hereinafter collectively referred to as ("**the Circulars**"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the aforesaid Circulars, the AGM of the Company is being held through VC and the deemed venue of the meeting shall be the registered office of the Company situated at Rajashree Business Park, S. No. 338, Next to Sohrabh Hall, Tadiwala Road, Pune- 411001.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members has been dispensed with.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to samdanic@gmail.com with a copy marked to evoting@nsdl.com and companysecretary@firstcry.com.
5. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act and the Register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to companysecretary@firstcry.com.
6. In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-25, he/she may send a request to the Company by writing at companysecretary@firstcry.com or to the RTA at rnt.helpdesk@in.mpms.mufg.com.
7. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed M/s. Samdani Shah and Kabra, Practicing Company Secretaries (Firm Registration No.: P2008GJ016300), represented by Mr. S. Samdani (Membership No. FCS 3677) or failing him Mr. Suresh Kumar Kabra (Membership No. ACS 9711) as the scrutinizer ("**Scrutinizer**") for conducting the e-voting process in a fair and transparent manner.
8. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. September 12, 2025, may cast their votes electronically. The e-voting period commences on Monday, September 15, 2025, from 9:00 A.M. (IST) and ends on Thursday, September 18, 2025 at 5:00 P.M. (IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 12, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. September 12, 2025, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

Notice of Annual General Meeting (Contd.)

11. In compliance with the Circulars, the Annual Report for the financial year 2024-25, the Notice of the 15th AGM, and instructions for e-voting are being sent through electronic mode to those members whose e-mail addresses are registered with the Company / depository participant(s) (DP) / the Company's RTA. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their e-mail address with the Company/ DP/ the Company's RTA.
12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) at rnt.helpdesk@in.mpms.mufg.com, to receive copies of the Annual Report for the financial year 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report:

Members holding share(s) in physical mode:

By registering e-mail address with MUFG Intime India Private Limited. Click the link on their web site <https://in.mpms.mufg.com/> at the 'Investor Services' tab, choose the 'Email Registration' heading and follow the registration process as guided therein. Members are requested to provide details such as name, folio no., PAN, mobile number, e-mail id, etc. In case of any query, a Member may send an e-mail to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com.

Members holding share(s) in electronic mode:

By registering / updating their e-mail ID in respect of demat holdings with the respective DPs by following

- b. For shares held in physical form: to the Company / RTA through the following prescribed Forms:

Form	Description
ISR-1	Request for registering PAN, KYC details or changes / updation thereof
ISR-2	Confirmation of signature of securities holder by the Banker
ISR-3	Declaration Form for Opting-out of Nomination
ISR-4	Request for issue of Duplicate Certificate
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Registration of Nomination
SH-14	Cancellation or Variation of Nomination

The said forms are available on the Company's website at <https://www.firstcry.com/investor-relations/contacts>.

the procedure prescribed by the DPs for receiving all communications from the Company electronically.

13. Members may also note that the Notice of the 15th AGM and the Annual Report for the financial year 2024-25 will also be available on the Company's website at, <https://www.firstcry.com/investor-relations/annual-reports-other-documents>, websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
14. An Explanatory Statement pursuant to Section 102 of the Act in respect of the businesses under item nos. 3 to 5 set out above and additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors and secretarial auditor seeking appointment / re-appointment at the AGM, forms part of this Notice.
15. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the Members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be.
16. In view of the above, Members are requested to register and intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their respective DPs.



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Members will have to submit duly filled Form ISR-4 or Form ISR-5, as applicable, for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder / claimant within 30 days of receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the DP for dematerialising the said securities.

17. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's RTA for assistance in this regard.
18. Members may please also note that SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialised form only while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants.

Members holding shares in physical form are requested to submit their PAN details to the Company's RTA. Further, it is also mandatory to link PAN details with Aadhar number. Members who are yet to link the PAN details with Aadhar number are requested to complete the same.

21. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 3 days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.firstcry.com and on the Notice Board of the Company at the Registered Office.
22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
23. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 15, 2025 from 9:00 A.M. (IST) and ends on Thursday, September 18, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 12, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12, 2025.

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How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.



Notice of Annual General Meeting (Contd.)

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@firstcry.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to samdanics@gmail.com with a copy marked to evoting@nsdl.com and companysecretary@firstcry.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@firstcry.com.
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Notice of Annual General Meeting (Contd.)

name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@firstcry.com. The same will be replied by the Company suitably.
6. Members who wish to raise query at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: companysecretary@firstcry.com quoting their name, DP Id. and Client Id/Folio number, on or before Friday, September 12, 2025.
7. Members who wish to obtain any information on the Annual Report for financial year 2024-25 or have questions on the financial statements and/or matters to

be placed at the 15th AGM, may send a communication from their registered e-mail address to the e-mail Id companysecretary@firstcry.com quoting their name, DP Id and Client Id/Folio number, on or before Friday, September 12, 2025.

8. The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Approval for change in designation of Mr. Sanket Hattimattur (DIN: 09593712) from Executive Director to Non-Executive Director of the Company

The members are informed that Mr. Sanket Hattimattur (DIN: 09593712), Former Executive Director and Chief of Staff of the Company, had tendered his resignation from the position of Chief of Staff of the Company due to personal reasons and he was relieved from the position of Chief of Staff of the Company with effect from the close of business hours of March 31, 2025.

The members are further informed that since Mr. Sanket Hattimattur was relieved from his executive roles from the close of business hours of March 31, 2025, therefore he discontinued as Executive Director of the Company, but he continued as the Director of the Company in Non-Executive capacity with effect from April 01, 2025.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company considered and approved this matter in its meeting held on March 25, 2025.

Additional Information under Item No. 2 & 3

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings)

1.	Director Identification Number (DIN)	09593712
2.	Name (in full)	Sanket Raghavendra Hattimattur
3.	Date of Birth	November 13, 1981
4.	Age	43 years
5.	Qualification	Bachelor's degree in Commerce (financial accounting and auditing)
6.	Experience	Approximately 15 years of experience in e-commerce industry
7.	Nature of expertise in specific functional areas	His expertise is in Indian market dynamics and business strategy, proven experience in M&A and skilled in overseeing international business expansion.



Notice of Annual General Meeting (Contd.)

8.	A brief resume of the director	Mr. Sanket Hattimattur is a former Executive Director and Chief of Staff of the Company. He joined the Company on September 9, 2010. He was responsible for key initiatives in India business, strategy, M&A and overseeing international business expansion in the Company. He holds a bachelor's degree in commerce (financial accounting and auditing) from University of Mumbai, Maharashtra, India. Prior to joining the Company, he has worked with Brainvisa Technologies Private Limited, Deutsche Bank Group - Global Markets Centre Private Limited and Tata AIG Life Insurance Company Limited. He has approximately 15 years of experience in e-commerce industry.						
9.	Terms and conditions of appointment or re-appointment	Mr. Sanket Hattimattur was relieved from his executive roles from the close of business hours of March 31, 2025, therefore, he discontinued as Executive Director of the Company, but he continued as the Director of the Company in Non-Executive capacity with effect from April 01, 2025.						
10.	Details of remuneration sought to be paid and last drawn remuneration	<p>Last drawn remuneration for the financial year 2024-25:</p> <p style="text-align: right;">(Amount in Rs.)</p> <table border="1"> <thead> <tr> <th>ESOP Cost</th><th>Salary paid</th><th>Total Remuneration</th></tr> </thead> <tbody> <tr> <td>4,97,65,964</td><td>2,28,67,178</td><td>7,26,33,142</td></tr> </tbody> </table> <p>Remuneration proposed:</p> <p>He will not be receiving any salary or sitting fees from the Company with effect from April 01, 2025. However, the ESOP Cost of options already granted to him will be Rs. 2,01,15,927/- during the financial year 2025-26. The estimated ESOP cost in the financial statements as well as its related perquisite under Income Tax of the options granted to Mr. Sanket Hattimattur is determined as per the approval granted by the Shareholders vide resolution passed on July 22, 2024.</p>	ESOP Cost	Salary paid	Total Remuneration	4,97,65,964	2,28,67,178	7,26,33,142
ESOP Cost	Salary paid	Total Remuneration						
4,97,65,964	2,28,67,178	7,26,33,142						
11.	Date of first appointment on the Board	May 05, 2022						
12.	Shareholding in the Company	13,53,869 Equity Shares of Rs. 2/- each as on August 22, 2025						
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None						
14.	The number of Meetings of the Board attended during the year	16 out of 16 Board Meetings held during the financial year 2024-25						
15.	Other Directorships including in listed entities	Digital Age Retail Private Limited, India Shenzhen Starbees Services Limited, China						
16.	Names of listed entities from which the person has resigned in the past three years	Nil						
17.	Membership/ Chairmanship of Committees of other Boards	Nil						

Rationale for recommendation:

Based on the experience and expertise of Mr. Sanket Hattimattur, as mentioned above, the Board of Directors recommends the resolution set out in Item No. 3 of the AGM Notice to the Members, for their consideration and approval, by way of an **Ordinary Resolution**.

Except Mr. Sanket Hattimattur and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors and/or Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Notice of Annual General Meeting (Contd.)

Item No. 4

Appointment of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, as Secretarial Auditors of the Company;

The Board at its meeting held on May 26, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Samdani Shah and Kabra, Practicing Company Secretaries (Firm Registration No.: P2008GJ016300), a peer reviewed firm, as Secretarial Auditors of the Company, for a term of five consecutive years, commencing from financial year 2025-26 till the financial year 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013. M/s. Samdani Shah and Kabra has given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Furthermore, M/s. Samdani Shah and Kabra has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

M/s. Samdani Shah and Kabra is a well-known firm of Practising Company Secretaries, established in the year 2008. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI). M/s. Samdani Shah and Kabra is mainly engaged in providing comprehensive professional services like merger and acquisition, compliance management, Secretarial Audit, Corporate Governance, Diligence Reports and Assurance services, FEMA compliances and allied services, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm has good exposure of handling secretarial audits of several listed and large unlisted companies. M/s. Samdani Shah and Kabra has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The services to be rendered by M/s. Samdani Shah and Kabra, as Secretarial Auditors, is within the purview of the said regulation, read with SEBI circular no. SEBI/ HO/

CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees, in connection with the secretarial audit, shall be Rs. 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand Only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-2026, and for subsequent year(s) of their term, such fees as may be determined by the Board, on recommendation of the Audit committee. In addition to the secretarial audit, M/s. Samdani Shah and Kabra shall provide such other services in the nature of certifications and other eligible professional work, on such fees, as may be determined, on mutually agreed terms. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries.

Rationale for recommendation:

After taking into account the eligibility of the firm, experience, independent assessment & expertise of the partners in providing secretarial audit related services and competency of the staff, the Board recommends an **Ordinary Resolution**, as set out in Item No. 4 of this Notice, for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No. 5

Approval for the payment of remuneration to Mr. Supam Maheshwari, Managing Director and Chief Executive Officer of the Company, for the period from April 01, 2026 to March 31, 2029;

The members are informed that Mr. Supam Maheshwari (DIN: 01730685) is currently serving as the Managing Director and Chief Executive Officer of the Company and his term as Managing Director is for a period of 5 years starting from April 01, 2024 to March 31, 2029.

Further, pursuant to the resolutions passed by the Nomination and Remuneration Committee ("NRC") and Board, on December 16, 2023, in their respective meetings and subsequently approved by members by way of special resolution in their meeting held on December 21, 2023, the remuneration of Mr. Supam Maheshwari, Managing Director and Chief Executive Officer of the Company, for the period from April 01, 2024 to March 31, 2026, is determined as per the recommendation of NRC and approval of Board of Directors of the Company.

The members are further informed that, as the period up to which the authority granted to NRC and Board for determining remuneration of Mr. Supam Maheshwari ends



Notice of Annual General Meeting (Contd.)

on March 31, 2026, the payment of remuneration to Mr. Supam Maheshwari from April 01, 2026 to March 31, 2029 shall be governed under the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013, read with rules made thereunder and the payment of remuneration might be in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

The remuneration, including salary, perquisites, other allowances, benefits, performance incentive, and statutory contributions (excluding ESOP Cost), of Mr. Supam Maheshwari for the financial year 2025-26, as recommended by NRC and approved by the Board of Directors, at their respective meetings held on May 26, 2025, is Rs. 4,45,09,788/-.

Further, the estimated ESOP cost in the financial statements as well as its related perquisite under Income Tax of the options granted to Mr. Supam Maheshwari is already approved by the Shareholders vide resolution passed through postal ballot on February 05, 2025.

The NRC and Board in their respective meetings held on August 13, 2025, have approved and recommended to the members that the remuneration of Mr. Supam Maheshwari, including salary, perquisites, other allowances, benefits, performance incentives, and statutory contributions (excluding the ESOP Cost), shall not exceed year-on-year increment of 10% on previous remuneration, in any financial year, from April 01, 2026 to March 31, 2029.

Information required pursuant to Secretarial Standard on General Meetings (SS-2), in respect of determination of remuneration of Director

Name of Director	Mr. Supam Maheshwari
DIN	01730685
Date of Birth	October 06, 1973
Age	51 years
Date of first appointment on the Board	May 17, 2010
Qualifications	Bachelor's degree in Engineering (Mechanical) from Delhi College of Engineering, University of Delhi and post graduate diploma in management from the Indian Institute of Management, Ahmedabad, Gujarat.
Experience and Expertise in Specific Functional Area	He is currently heading the Company as Managing Director and Chief Executive Officer and is responsible for the overall management of the Company. He was previously associated with Brainvisa Technologies Private Limited, as a president. He has approximately 15 years of experience in e-commerce industry.
Terms and conditions of appointment/re-appointment	Not applicable as the resolution pertains to approval of remuneration.
Number of Board meetings attended during the year	16 out of 16 Board Meetings held during the financial year 2024-25.
Details of remuneration sought to be paid and last drawn remuneration	Existing remuneration (excluding ESOP Cost) for financial year 2025-2026 is Rs. 4,45,09,788/-. The estimated ESOP cost in the financial statements as well as its related perquisite under Income Tax of the options granted to Mr. Supam Maheshwari is determined as per the approvals granted by the Shareholders vide resolutions passed on July 22, 2024 and February 05, 2025. Proposed remuneration for the approval of the members including salary, perquisites, other allowances, benefits, performance incentives, and statutory contributions (excluding the ESOP Cost), shall not exceed year-on-year increment of 10% on previous remuneration, in any financial year, from April 01, 2026 to March 31, 2029. Further, the estimated ESOP cost in the financial statements as well as its related perquisite under Income Tax of the options granted to Mr. Supam Maheshwari will be determined as per the approval granted by the Shareholders vide resolution passed through postal ballot on February 05, 2025.

Notice of Annual General Meeting (Contd.)

Directorships/ Chairmanship / Membership of Committees of other Boards	Intellibeas Solutions Private Limited	Director
	Busybees Logistics Solutions Private Limited	<ul style="list-style-type: none"> • Director • Chairman – Board IPO Committee • Member – CSR Committee • Member – Compensation Committee
	Swara Baby Products Private Limited	Director
	Firmroots Private Limited	Director
	Globalbees Brands Private Limited	Director
	Merhaki Foods And Nutrition Private Limited	Director
	Joybees Private Limited	Director
	Firstcry Retail DWC LLC, UAE	Director
	Firstcry Management DWC LLC, UAE	Director
Shareholding of Director in the Company	2,70,69,016 number of Equity Shares of face value of Rs. 2/- each as on August 22, 2025.	
Relationship with other Directors/ Key Managerial Personnel	None	

Statement containing additional information as required under Schedule V of the Companies Act, 2013

I.	General information:																																													
1.	Nature of industry	The Company is engaged in the business of manufacture, wholesale and retail trade of baby, kids and maternity Products, through offline and online channels. The Company also operates several pre-schools and stores through franchisees.																																												
2.	Date or expected date of commencement of commercial production	The Company started business with wholesale / retail trade of baby and kids products. Hence, commencement of commercial production is not relevant in this case.																																												
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the Company is in existence since the year 2010.																																												
4.	Financial performance based on given indicators	<table><tr><th>Particulars</th><th>Standalone</th><th>Consolidated</th></tr><tr><td></td><th>For the year ended March 31, 2025</th><th>For the year ended March 31, 2025</th></tr><tr><td colspan="3">(Amount in Rs. million, unless otherwise stated)</td></tr><tr><td>Revenue from operations</td><td>24,708.56</td><td>76,596.14</td></tr><tr><td>Earnings before interest, depreciation, amortisation and taxes</td><td>1,025.22</td><td>2,299.74</td></tr><tr><td>Finance Cost</td><td>509.33</td><td>1,583.26</td></tr><tr><td>Depreciation and amortisation</td><td>1,375.97</td><td>4,045.67</td></tr><tr><td>Other incomes</td><td>1,662.98</td><td>1,504.77</td></tr><tr><td>Tax expenses</td><td>200.25</td><td>328.12</td></tr><tr><td>Net profit/ loss</td><td>598.76</td><td>(2,648.07)</td></tr><tr><td>Transfer to general reserve</td><td>598.76</td><td>(1,914.67)</td></tr><tr><td>Net worth</td><td>60,466.17</td><td>47,414.24</td></tr><tr><td>Earnings per share (Basic)- INR</td><td>1.18</td><td>(4.11)</td></tr><tr><td>Earnings per share (Diluted)-INR</td><td>1.18</td><td>(4.11)</td></tr></table>			Particulars	Standalone	Consolidated		For the year ended March 31, 2025	For the year ended March 31, 2025	(Amount in Rs. million, unless otherwise stated)			Revenue from operations	24,708.56	76,596.14	Earnings before interest, depreciation, amortisation and taxes	1,025.22	2,299.74	Finance Cost	509.33	1,583.26	Depreciation and amortisation	1,375.97	4,045.67	Other incomes	1,662.98	1,504.77	Tax expenses	200.25	328.12	Net profit/ loss	598.76	(2,648.07)	Transfer to general reserve	598.76	(1,914.67)	Net worth	60,466.17	47,414.24	Earnings per share (Basic)- INR	1.18	(4.11)	Earnings per share (Diluted)-INR	1.18	(4.11)
Particulars	Standalone	Consolidated																																												
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Earnings per share (Diluted)-INR	1.18	(4.11)																																												



Notice of Annual General Meeting (Contd.)

5.	Foreign investments or collaborations, if any.	As on date, the Company has invested AED 391,000,000/- in Firstcry Management DWC-LLC, UAE and RMB 1,414,363.18 in Shenzhen Starbees Services Limited, Republic of China, wholly owned subsidiaries of the Company.
II.	Information about Appointee	Not Applicable as the resolution pertains to approval of remuneration.
III.	Other information:	
6.	Reasons of loss or inadequate profits	The payment of remuneration is related to financial year April 01, 2026 to March 31, 2029, and the said payment of remuneration may or may not be in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013. Therefore, this point is not applicable at this point of time.
7.	Steps taken or proposed to be taken for improvement	<p>The Company is committed to drive continuous improvement across all business segments and areas of operations. To ensure sustainable growth and enhanced performance, the following steps are being taken:</p> <ul style="list-style-type: none"> • Replicating India multi-channel playbook in International segment, which includes our operations in the UAE and the KSA; • Continuously expanding the gross margins in India multi-channel and International segments; • Optimization of procurement cost and supply chain; and • Driving economies of scale and operating leverage.
8.	Expected increase in productivity and profits in measurable terms	With the steps taken, the Company is expected to improve further productivity and profitability. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the Company to improve the overall performance.
IV.	Disclosures	The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section, under the heading "Remuneration to Directors" .

The approval of the Members of the Company is being sought by way of Special Resolution for payment of remuneration to Mr. Supam Maheshwari (DIN: 01730685), for a period from April 01, 2026 to March 31, 2029, as the remuneration may be in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder.

Rationale for recommendation:

In view of Mr. Supam Maheshwari's knowledge, expertise and experience as mentioned above, the Board recommends the resolution as set out under Item No. 5 of this notice, for approval of the Members, as a **Special Resolution**.

Except Mr. Supam Maheshwari, whose remuneration is being considered, no other Directors, Key Managerial Personnel or their relatives are interested or concerned in the above matter.

By order of the Board of Directors
Brainbees Solutions Limited

Sd/-

Neha Surana

Company Secretary & Compliance Officer
 ICSI Membership No.: A35205

Date: August 13, 2025

Place: Pune