



FC/SE/2024-25/72

Date: February 06, 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: Disclosure under Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Voting Results of Postal Ballot along with Scrutinizer's Report further to our letter bearing no. FC/SE/2024-25/66 dated January 06, 2025

Dear Sir/Ma'am,

Pursuant to Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to our letter dated January 06, 2025, submitting the Notice of Postal Ballot dated January 04, 2025, please find enclosed details of Voting Results and Scrutinizer's Report on the Postal Ballot conducted by the Company for approval of shareholders of the Company by way of Special Resolution for following businesses:

Sr. No.	Businesses
1.	To consider and approve remuneration towards 51,80,000 Employee Stock Options granted to Mr. Supam Maheshwari, Managing Director & Chief Executive Officer of the Company, under Brainbees Employees Stock Option Plan 2023 out of 99,33,803 Options already reserved for Management Employees including Mr. Supam Maheshwari
2.	To consider and approve amendments in Brainbees Employees Stock Option Plan 2023

The Resolutions have been passed by the Members with requisite majority and are deemed to have been passed on Wednesday, February 05, 2025, being the last date specified by the Company for the Remote e-voting process.

The voting results along with the scrutinizer's report dated February 06, 2025 is being made available on the Company's website at www.firstcry.com and the website of NSDL at www.evoting.nsdl.com.

Brainbees Solutions Limited

Corporate/Registered Office:- Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road, Nr. Sohrah Hall, Pune – 411001 **Contact:** +91-8482989157 **Email Id:** legal@firstcry.com **Website:** www.firstcry.com

CIN: L51100PN2010PLC136340



Kindly take the above information on your records.

Thanking you,

For Brainbees Solutions Limited

Neelam Jethani
Company Secretary & Compliance Officer
ICSI Membership No.: A35831

Encl: a/a

Brainbees Solutions Limited

CIN: L51100PN2010PLC136340

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In accordance with Regulation 44(3) of the SEBI Listing Regulations, the voting results of the Postal Ballot conducted by the Company are furnished below:

Sr. No.	Description	Particulars
1.	Date of Postal Ballot (date of passing of Ordinary/ Special Resolution)	February 05, 2025 (Being the last date of e-voting)
2.	Voting Start Date	January 07, 2025
3.	Voting End Date	February 05, 2025
4.	Total number of shareholders on record date (i.e. January 03, 2025)	116919
5.	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	 Not Applicable Not Applicable
6.	No. of shareholders attended the meeting through Video Conference	Not Applicable

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve remuneration towards 51,80,000 Employee Stock Options granted to Mr. Supam Maheshwari, Managing Director & Chief Executive Officer of the Company, under Brainbees Employees Stock Option Plan 2023 out of 99,33,803 Options already reserved for Management Employees including Mr. Supam Maheshwari.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	136656520	89488369	65.4842	50775614	38712755	56.7399	43.2601
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	136656520	89488369	65.4842	50775614	38712755	56.7399	43.2601
Public-Non Institutions	E-Voting	382527649	236602348	61.8524	236510163	92185	99.9610	0.0390
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	382527649	236602348	61.8524	236510163	92185	99.9610	0.0390
Total		519184169	326090717	62.8083	287285777	38804940	88.1000	11.9000
Whether resolution is Pass or Not.							Yes	
Invalid votes (Public Non Institutions)							23119834	

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Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve amendments in Brainbees Employees Stock Option Plan 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	136656520	89488369	65.4842	67777767	21710602	75.7392	24.2608
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	136656520	89488369	65.4842	67777767	21710602	75.7392	24.2608
Public-Non Institutions	E-Voting	382527649	263671194	68.9287	263579629	91565	99.9653	0.0347
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	382527649	263671194	68.9287	263579629	91565	99.9653	0.0347
Total		519184169	353159563	68.0220	331357396	21802167	93.8265	6.1735
Whether resolution is Pass or Not.							Yes	
Invalid votes (Public Non Institutions)							23119834	

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Scrutinizer's Report

[Pursuant to Sections 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA General Circular (GC) No. 14/2020 dated 08.04.2020, GC No. 17/2020 dated 13.04.2020, resting with GC No. 09/2024 dated 19.09.2024. ("MCA Circulars")]

The Executive Director,
Brainbees Solutions Limited,
Rajashree Business Park,
Plot No. 114,
Survey No. 338,
Next to Sohrab Hall,
Tadiwala Road,
Pune - 411001,
Maharashtra, India.

Postal Ballot conducted through voting by Electronic Means (Remote E-voting) in respect of the resolutions contained in the Postal Ballot Notice dated January 04, 2025.

Dear Sir,

I, Suresh Kumar Kabra, Partner, Samdani Kabra & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Brainbees Solutions Limited ("Company")**, for scrutinizing the Remote E-Voting Process conducted in respect of passing of the resolutions contained in the Postal Ballot Notice dated January 04, 2025 ('Postal Ballot Notice').

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to passing of the resolutions by Postal Ballot.

My responsibility as a Scrutinizer is restricted to give a Report on the votes cast by the members for the resolutions contained in the Postal Ballot Notice.

I submit my report as under:

1. The Company had availed the E-voting facility offered by the National Securities Depository Limited ("NSDL") for providing Remote E-voting facility to the Members of the Company.
2. Remote E-voting facility remained opened for 30 (Thirty) days from Tuesday, January 07, 2025 (9:00 A.M.) (IST) and ended on Wednesday, February 05, 2025 at (5:00 P.M.) (IST), both days inclusive and was disabled for voting thereafter.



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3. After the completion of the Remote E-voting process, the votes cast through Remote E-voting were unblocked and downloaded from the E-voting website of NSDL (www.evoting.nsdl.com) on February 05, 2025, at around 5:12 P.M. (IST), in presence of two witnesses – Mr. Rahul Nagpal and Ms. Janki Patel, who are not in employment of the Company.
4. I have scrutinized and reviewed the votes cast by the Members through Remote E-voting, based on the data downloaded from the website of NSDL.

The results of the scrutiny of the above referred Remote E-voting in respect of passing of the following resolutions, contained in the Postal Ballot Notice, is as under:

Resolution / Business No. 1:

Consider and approve remuneration towards 51,80,000 Employee Stock Options granted to Mr. Supam Maheshwari, Managing Director & Chief Executive Officer of the Company, under Brainbees Employee Stock Option Plan 2023 out of 99,33,803 Options already reserved for Management Employees including Mr. Supam Maheshwari:

(Special Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	% of total number of valid votes cast
Voted in Favour	432	28,72,85,777	88.09
Voted Against	140	3,88,04,940	11.91
Total	572	32,60,90,717	100
Invalid Votes	4	2,31,19,834	-

Resolution / Business No. 2:

Consider and approve amendments in Brainbees Employees Stock Option Plan 2023:

(Special Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	% of total number of valid votes cast
Voted in Favour	463	33,13,57,396	93.83
Voted Against	107	2,18,02,167	6.17
Total	570	35,31,59,563	100
Invalid Votes	4	2,31,19,834	-



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Notes:

1. All the figures shown in percentage have been rounded off nearest to 2 (two) decimal points.
2. All relevant records of the Postal Ballot conducted through Remote E-voting are under my safe custody and will be handed over to Executive Director of the Company, duly authorized by the Board for preserving safely, after the Chairman signs the minutes.
3. We report that the aforesaid resolutions have been passed with requisite majority.

Thanking you,
Yours Faithfully,



Suresh Kabra

Partner

Samdani Kabra & Associates

Company Secretaries

CP No. 9927



Counter Signed By
Company Secretary
Brainbees Solutions Limited

ICSI Peer Review # 884/2020

ICSI Unique Code # P2002GJ013100

ICSI UDIN: A009711F003881227

Place: Vadodara | Date: February 06, 2025