FC/SE/2026-27/40

August 29, 2026

National Stock Exchange of India Limited	**BSE Limited**
Exchange Plaza, C – 1, Block G,	Phiroze Jeejeebhoy Towers,
Bandra-Kurla Complex, Bandra (E),	Dalal Street,
Mumbai-400051	Mumbai-400001
Symbol: FIRSTCRY	**Scrip Code: 544226**

Sub: Notice of 16th Annual General Meeting and Annual Report for the financial year 2025-26 of Brainbees Solutions Limited ("the Company")

Dear Sir/Ma'am,

This is to inform that the 16th Annual General Meeting **("AGM")** of the Members of the Brainbees Solutions Limited (**"the Company"**) is scheduled to be held on Tuesday, September 22, 2026 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. 03/2025 dated September 22, 2025 issued by the 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 Circulars issued in this regard by MCA and SEBI, from time to time (collectively referred to as **"Circulars"**).

Pursuant to Regulation 30 and 34(1) of the SEBI Listing Regulations, we are enclosing herewith the Annual Report of the Company, including the Business Responsibility and Sustainability Report, for the financial year 2025-26 and the Notice convening the 16th AGM.

In accordance with the aforesaid Circulars, the Notice convening the 16th AGM and the Annual Report for financial year 2025-26, 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 21, 2026 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 same is also uploaded on the Company's website at https://www.firstcry.com/investor-relations/annual-reports-other-documents and is also being uploaded on the website of NSDL at www.evoting.nsdl.com.

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing the web-links for accessing the Annual Report for financial year 2025-26 and the Notice convening the 16th AGM.

We request you to kindly take the same on record.

Thanking you,

Yours sincerely,

For Brainbees Solutions Limited

Mandar Chintaman Joshi

Digitally signed by Mandar Chintaman Joshi
Date: 2026.08.29 23:16:58 +05'30'

Mandar Joshi
Company Secretary & Compliance Officer

Encl: As above

firstcry.com

Bringing Joy to Parenting

Brainbees Solutions Limited

Annual Report 2025-26

Across the Pages

Corporate Overview

Statutory Reports

Financial Statements

Scan this QR Code to access the Investor Relations page

Or, please visit

https://www.firstcry.com/investor-relations

Investor Information

Market Capitalisation as of March 31, 2026, as per NSE records	Rs. 10,876 Cr.
CIN	L51100PN2010PLC136340
BSE Code	544226
NSE Symbol	FIRSTCRY
AGM Date	Tuesday, September 22, 2026
AGM Mode	Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

Disclaimer: This document contains statements about expected future events and financials of Brainbees Solutions Limited ('the Company'), which are 'forward-looking'. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Bringing *Joy* to *Parenting*

The joy of parenting is found in the little moments: a first smile, a first step, a first day at school.

Yet every milestone is shaped by countless decisions, evolving needs and the reassurance that comes from knowing the right support is always within reach.

At FirstCry, we believe that making parenting joyful means making every stage simpler, every choice more confident and every experience more meaningful. It is this belief that shapes our ecosystem – bringing together trusted products, expert guidance, seamless services and a vibrant community to support families through every milestone.

Because joyful parenting is built on the experiences that matter most.

Joy begins with...

Connection
Belonging to a community that grows with every family

Care
Experiences designed around every child, every milestone and every need

Convenience
Having every essential within reach, when it matters most

Confidence
Knowing every choice is backed by trust

A Category Built for Long-Term Growth

India's mother, baby and kids (MBK) category held its ground through FY 2025-26. While broader consumer demand initially witnessed periods of moderation, favourable demographics, rising household incomes, increasing digital adoption and evolving parenting preferences continued to strengthen the long-term outlook, reinforcing the shift towards organised, technology-enabled childcare retail.

India's Demographic Dividend Continues to Expand the Opportunity

India's demographic profile remains one of the strongest structural advantages for the childcare industry. Children aged 0-12 years account for nearly 21% of the country's population, while India continues to record one of the world's largest annual birth cohorts. Coupled with the country's emergence as the world's fourth-largest economy, these fundamentals provide a long runway for sustained category growth.

Urbanisation continues to expand the organised retail opportunity, while improving household incomes draw more families into childcare categories. As awareness of child health, safety and development grows, parents are turning to trusted products and specialist retailers.

21%
Children aged 0-12 in India's population

36%
Urbanisation, with considerable headroom for growth

12-14% CAGR
Projected growth of India's childcare market

FirstCry's Position

We stay with families from pregnancy to a child's twelfth year, through an integrated platform spanning digital commerce, physical stores, parenting communities and early learning. That span lets us build long relationships and meet each family's needs as they change.

Parents are Investing More in Every Child

India's changing income profile is reshaping the childcare market. As household incomes improve, families treat spending on children as an investment rather than a routine expense. Parents are also more discerning, looking for products with better quality, safety and developmental value, and favouring brands they recognise and trust.

Millennial and Gen Z parents are accelerating this shift. Digital-first and research-led, they lean on expert content, peer recommendations and product reviews before they buy.

74%
Indian households in the emerging and mature income segments by FY 2028-29

10.5%
Growth in private consumption

Premiumisation
Growth across childcare categories

FirstCry's Position

Our portfolio combines Millions of products from leading domestic and international brands with home brands of our own, BabyHug, Babyoye, Pine Kids and CuteWalk. Personalised recommendations and curated assortments help us meet changing parenting preferences at both value and premium price points.

Corporate Overview
Statutory Reports
Financial Statements

Digital Commerce is Redefining Parenting Retail

India's digital commerce market keeps deepening. Tier II and Tier III cities now account for over 60% of e-commerce transactions, a mark of rising internet penetration and consumer confidence beyond the metros. Parents increasingly start online, researching products, comparing brands and gathering recommendations before they decide.

For organised childcare retailers, this is a chance to pair digital convenience with trusted physical experiences.

60%+
E-commerce transactions from Tier II and Tier III cities

USD 163 Billion
Projected Indian e-commerce market by CY 2026

193 Million
FirstCry app downloads

FirstCry's Position

Our omnichannel platform brings together digital discovery and physical reach, so customers can move between channels without friction, guided by personalised recommendations and a wide assortment.

Convenience is Becoming a Competitive Advantage

The rapid rise of quick commerce is resetting consumer expectations across retail, and the MBK category is no exception. Parents increasingly expect childcare essentials on demand, and now weigh convenience and delivery speed alongside product quality and assortment. As the shift gathers pace, physical store networks are turning into local fulfilment hubs, speeding up deliveries while strengthening omnichannel service.

62 Cities
RocketBees network expansion

20% Faster
Fulfilment turnaround compared with third-party logistics partners

45-50%
Shipment coverage target through RocketBees by mid-FY 2026-27

FirstCry Qwik
Full catalogue delivered through local store fulfilment

FirstCry's Position

We continued to strengthen our fulfilment capabilities through FirstCry Qwik and RocketBees, using our store network to offer faster deliveries and greater last-mile efficiency.

Making Every Shopping Journey More Relevant

The parenting journey is inherently personal. As families become more informed and their needs become more diverse, the value of retail is increasingly moving beyond breadth of choice towards relevance of discovery. Technology is enabling more contextual experiences, helping parents navigate products and information based on the specific needs of their child and family.

FirstCry's Position

We are using customer insights and technology to personalise the shopping experience across our mobile application. Our customised homepages and multiple customer journeys respond to factors including age and gender, while regional and occasion-based personalisation helps us adapt experiences to different customer contexts. This allows us to bring greater relevance to an assortment spanning Millions of products and thousands of brands.

Organised Retail Continues to Gain Momentum

The childcare market continues to shift towards organised retail, driven by increasing consumer preference for trusted brands and supportive policy measures. GST rationalisation, which moved approximately one-third of the portfolio to the 5% tax slab, is expected to improve affordability and accelerate formalisation over the long term. At the same time, international markets such as the UAE and the Kingdom of Saudi Arabia, along with growing investments in early childhood education, are creating new avenues for category expansion.

~1/3
Portfolio shifted to the 5% GST slab

7-18x
Higher per-child spending in UAE and Saudi Arabia compared with India

FirstCry's Position

Our strategy extends beyond retail. Alongside strengthening our omnichannel presence, we continue to expand our international operations, grow our portfolio of exclusive home brands and scale FirstCry Intellitots, allowing us to participate across multiple stages of the parenting journey.

India's childcare market remains supported by strong structural fundamentals. Favourable demographics, rising household incomes, digital adoption and increasing consumer preference for organised retail continue to strengthen the long-term outlook for the category. While consumption trends may fluctuate over individual periods, these structural drivers are steadily expanding the market and creating opportunities for trusted, integrated platforms that can serve families across every stage of parenting.

A Trusted Partner through the Parenting Journey

Brainbees Solutions Limited ('FirstCry', 'the Company', or 'We') is India's large and highly engaged multi-channel, multi-brand retailing platform for MBK products. Around it sits the country's large and highly engaged parenting community, which keeps families close to us well before a first purchase and long after it.

We launched FirstCry in 2010 to build a single destination that carries families through every stage of parenthood. That ambition now runs across digital commerce, company-owned and franchise stores, general trade distribution, our own trusted home brands, parenting content, community and early learning, each connected so a customer meets the same FirstCry wherever they arrive. The breadth holds our lead in India and gives our International Business something proven to build on.

FirstCry at a Glance

2 Million+*
SKUs across our platform

1,189
Modern stores (FOFO and COCO)

7,800+*
Brands

536
Company-owned stores

11.03 Million
Annual unique transacting customers

78%
India GMV from online retail

193 Million
FirstCry app downloads

22%
India GMV from offline retail

*As of March 31, 2026; numbers represent consolidated metrics for India multi-channel and International segments

Supporting Every Milestone

Our relationship with families begins during pregnancy and runs through a child's first 12 years. The category is essential and high-frequency, so we are in the household often, meeting needs across newborn care, feeding, hygiene, fashion, toys, health, learning and school essentials. That regularity is what earns trust and keeps us relevant as a child grows.

Comprehensive Product Portfolio

We offer a comprehensive assortment of 2 Million+ SKUs across 7,800+ brands, spanning leading Indian and global brands alongside a growing portfolio of curated home brands. Our home-brand portfolio is designed to offer high-quality products across categories, particularly in a fragmented supply environment, while enabling greater control over assortment and margins. In FY 2025-26, home brands contributed more than 58% of India multi-channel GMV, underscoring their growing relevance to our proposition and strengthening our ability to serve the evolving needs of modern families.

Reach across Every Channel

Our business model combines digital commerce with an extensive network of company-owned and franchise stores, backed by general trade distribution, technology-led supply chain capabilities and deep sourcing expertise. Customers discover, buy and receive products through whichever channel suits them, and the experience holds steady across all of them.

Expanding Opportunities

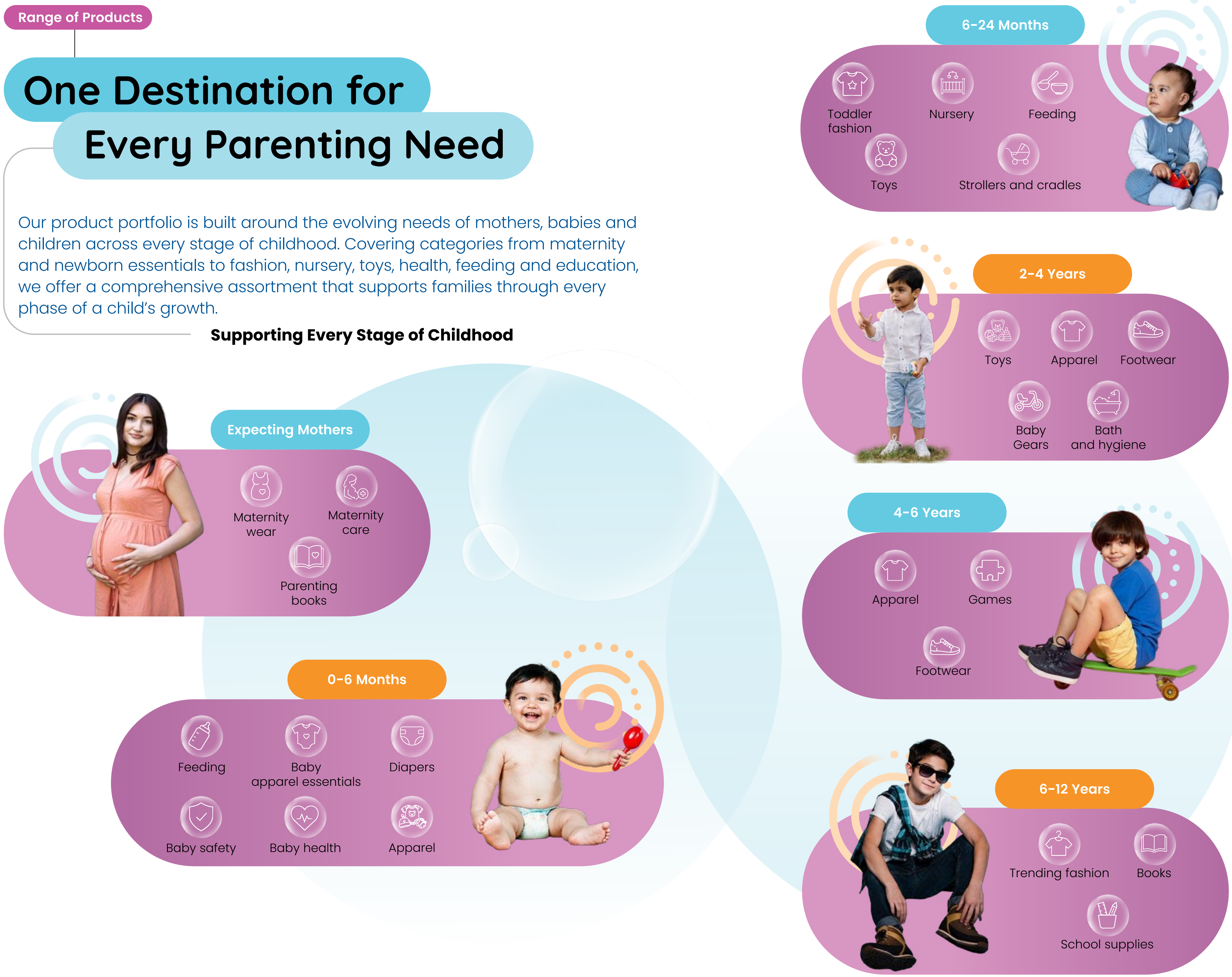
Building on our lead in India, we continue to strengthen our presence in the United Arab Emirates (UAE) and the Kingdom of Saudi Arabia (KSA), taking our proven omnichannel model into markets with room to grow. The same technology platform, sourcing, supply chain and multi-channel distribution also help emerging Indian and global direct-to-consumer (D2C) brands scale, which widens the choice we offer customers and the value we offer brand partners.

Range of Products

One Destination for Every Parenting Need

Our product portfolio is built around the evolving needs of mothers, babies and children across every stage of childhood. Covering categories from maternity and newborn essentials to fashion, nursery, toys, health, feeding and education, we offer a comprehensive assortment that supports families through every phase of a child's growth.

Supporting Every Stage of Childhood



Category-Wise share of India GMV

Baby and Kids Fashion (Apparel and Footwear)

53%
India GMV mix (FY 2025-26)

1.4 Million
SKUs

Other Categories (Consumables, Baby Gear and Nursery, Toys and Others)

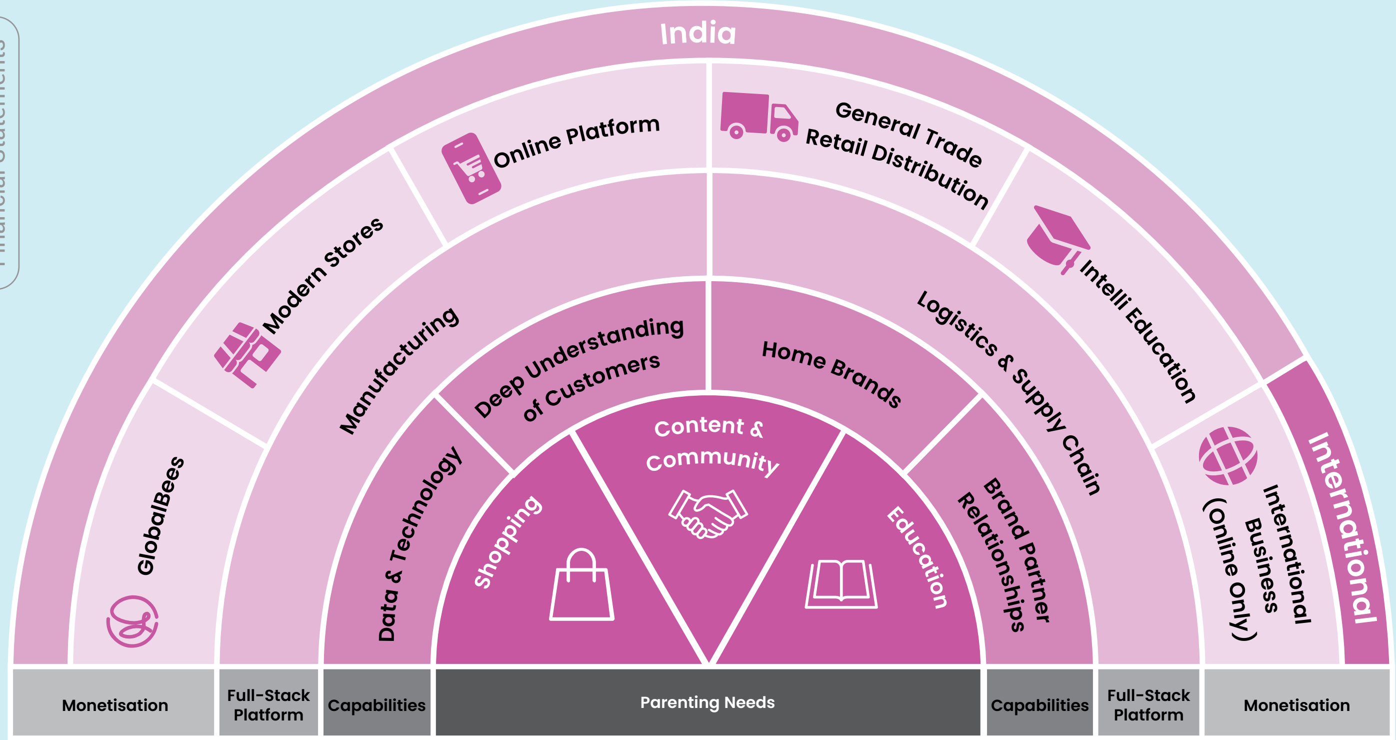
47%
India GMV mix (FY 2025-26)

0.3 Million
SKUs

As of March 31, 2026; numbers represent metrics for India's multi-channel segment

The FirstCry Ecosystem

Four businesses sit under FirstCry, each drawing on the same platform, sourcing and supply chain. India Multi-Channel is the largest, joining digital commerce, modern retail and general trade. International carries that model into the United Arab Emirates and Saudi Arabia. GlobalBees builds consumer brands beyond parenting, and Education reaches families through preschools.



Business Segments

India Multi-Channel

The Foundation of Our Parenting Business

Our India Multi-Channel Business, brings together digital commerce, modern retail and general trade into a single offer for families. Across our online platforms and an extensive network of Company-Owned Company-Operated (COCO) and Franchisee-Owned Franchisee-Operated (FOFO) stores, we carry apparel, baby gear, nursery, toys, books, school supplies, diapers, personal care and other childcare essentials, enough to see a parent through from the first cot to the last school year. Our expanding ecosystem is reflected in the scale of our businesses, with India Multi-Channel GMV crossing USD 1 Billion and International Business net revenue surpassing USD 100 Million in FY 2025-26.

Read more on page 14

International

Taking the FirstCry Experience beyond Borders

Our International Business takes FirstCry to families across UAE and KSA. Built on the proven strengths of our India model, it offers a curated assortment of apparel, baby gear, nursery products, toys, diapers and personal care through a technology-led digital platform. It also helps in steadily expanding our omnichannel presence across the Gulf Cooperation Council (GCC) region.

Read more on page 24

GlobalBees

Building the Next Generation of Consumer Brands

GlobalBees sits alongside our parenting business, building and scaling D2C brands across fast-growing lifestyle categories. Through brand partnerships, operating expertise and marketplace know-how, it helps emerging brands grow faster on online marketplaces and in modern retail, and gives us a source of value beyond the MBK segment.

Read more on page 26

Education (Others)

Extending Our Relationship beyond Commerce

Our Education Business, FirstCry Intellitots, reaches families beyond retail by supporting early childhood learning and development. Through preschools, learning aids, books, toys, home learning kits and cognitive development programmes, it puts us in the neighbourhood and keeps us with a child through the years that shape them most.

Read more on page 30

India Multi-Channel Business

India's Integrated Parenting Platform

FirstCry opened India's first organised multi-channel MBK retailer in 2010 and has changed shape with parents ever since. What began as India's first organised multi-channel retailer for the MBK category has today grown into the country's most comprehensive parenting ecosystem, accompanying families from pregnancy until nearly twelve years of a child's life.

Our India Multi-Channel Business remains the commercial and strategic cornerstone of the business. By bringing together digital commerce with an extensive modern retail network, proprietary brands, parenting content, community, technology-led personalisation and an increasingly integrated fulfilment network, we have built a platform that serves families at every stage of raising a child. Every interaction feeds the next, whether that is discovering products online, visiting a nearby store, joining our large and highly engaged parenting community or buying trusted home brands and each one deepens the relationship and what it is worth over time.

Segmental Performance (FY 2025-26)

FY 2025-26 was another year of resilient execution for the India Multi-Channel Business. Consumption patterns shifted, demand was disrupted for a spell in the first half and competition sharpened in some categories. The business grew healthily through all of it and stayed profitable.

During the year, the business crossed USD 1 Billion in Gross Merchandise Value (GMV), a measure of how far the multi-channel model has come. Alongside positive Profit After Tax (PAT) and Free Cash Flow, it shows that disciplined execution and a customer offer others cannot easily match are now paying their way.

11.03 Million
Annual unique transacting customers

Rs. **57,533** Million
Revenue from operations

42.8 Million
Orders

Rs. **5,051** Million
Adjusted EBITDA

Rs. **2,284**
Average order value

8.8%
Adjusted EBITDA margin

Rs. **97,833** Million
Gross merchandise value

Built around the Parenting Journey

Every stage of raising a child brings its own needs and its own way of buying. Recognising early that no single retail channel could meet them all, FirstCry built an integrated multi-channel platform that combines digital convenience with the confidence of physical retail. Today, that platform joins commerce, technology, content and fulfilment to support families at every stage.

Digital Experiences that Simplify Parenting

Our digital platform goes beyond e-commerce to help parents discover, evaluate and choose the right products with greater ease and confidence.

Key capabilities include:

- One of India's largest assortments of MBK products
- Personalised child profiles for contextual recommendations
- AI-powered product discovery and personalised shopping journeys
- Parenting GPT and digital tools including vaccination reminders, due-date calculators, growth trackers and milestone trackers
- Curated parenting content that sits alongside product discovery

Physical Experiences that Build Confidence

While convenience begins online, many parenting purchases are made only after a parent has seen and handled the product. Our modern retail network gives them that, and the digital platform picks up where it leaves off.

The retail network enables:

- Product demonstrations and expert consultations
- 'Touch-and-feel' evaluation for products such as strollers, cribs, nursery furniture and baby gear
- Assisted shopping for higher-value and more complex purchases
- Improved product availability through the Depth-over-Width strategy
- An unbroken link back to the digital experience

One Connected Omnichannel Platform

The strength of FirstCry lies in bringing every touchpoint together into a single platform.

An integrated operating model enables:

- Free movement between online and offline channels
- Stores serving as fulfilment nodes alongside retail destinations
- Faster deliveries through FirstCry Qwik and RocketBees
- Better inventory utilisation through connected fulfilment
- A consistent customer experience across every interaction

A Retail Network Built for Scale and Proximity

Our extensive retail footprint remains a key strength for the India Multi-Channel Business, working with our digital platform to deliver one experience across channels. Spread across markets of very different kinds, our stores let parents find products, ask an expert and handle categories that are hard to buy sight unseen, while also strengthening fulfilment and brand visibility.

To balance scale, speed of response and customer experience, our retail network operates through two models that work together.

Franchisee-Owned Franchisee-Operated

- Asset-light and capital-efficient expansion model
- Opens new geographies quickly
- Pairs local entrepreneurs with FirstCry's brand, merchandising and operating strength
- Delivers consistent customer experience through standardised operating practices

Company-Owned Company-Operated

- Company-operated stores focused on experience and brand building
- Strengthens omnichannel integration and customer engagement
- Includes FirstCry and BabyHug branded stores
- Increasingly serves as fulfilment points supporting FirstCry Qwik and omnichannel operations

A Network Designed for Local Relevance

Every store location is chosen only after we test local demand, customer demographics and real estate economics. This discipline lets us hold depth in product availability across apparel, footwear, nursery, toys, baby gear and personal care while keeping a consistent shopping experience across markets.

Footprint (As of March 31, 2026)

1,189
Modern stores

out of which

536
COCO stores

653
FOFO stores

The FirstCry Store Footprint

Franchise-Owned and Franchise-Operated Modern Stores

Company-Owned and Company-Operated Modern Stores

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its Directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.

Our Moats

At the heart of our leadership sit a set of deep, defensible capabilities that keep strengthening our position in India's MBK market. Built over more than a decade through investments in customer experience, proprietary brands, technology, supply chain and omnichannel reach, each one makes the others harder to copy.

Our multi-channel model brings together the convenience of our digital platform and the trust of physical stores, with discovery, fulfilment and service running across both. With over 2 Million SKUs from 7,855 active brands, we can serve families from pregnancy through a child's twelfth year, across price points and seasons, so there is something right for the moment a parent is in.

1

Multi-Channel Shopping Experience: Integrating Online and Offline Seamlessly

FirstCry continues to operate India's largest multi-channel retail platform for mothers', babies' and kids' products. Our presence spans both digital and physical touchpoints, enabling families to interact with us through websites, mobile applications and an extensive network of modern stores.

Our multi-channel strategy was built around the shopping behaviour of parents. Families often combine digital discovery with physical inspection, researching products online before visiting stores for demonstrations and expert advice, or finding products in-store before buying digitally. Either route works, and neither costs them convenience.

FirstCry Qwik and our own logistics network, RocketBees, tie discovery, fulfilment and delivery into one chain, which is what keeps the two routes feeling like a single shop.

FirstCry Qwik: Convenience Delivered at Speed

Parenting needs rarely wait. Whether it is a forgotten pack of diapers, baby formula or something needed that same evening, families increasingly expect products almost instantly. We built FirstCry Qwik in answer to that, a rapid-delivery service that brings our omnichannel platform to time-sensitive purchases, putting essential MBK products in a parent's hands within hours.

Built on our extensive retail and supply chain network, Qwik uses our physical store network, technology-led logistics and integrated fulfilment model to deliver speed without building a separate infrastructure. The approach is asset-light, so it improves convenience for the customer and inventory efficiency for us, and it scales without heavy new cost. As Qwik grows, it strengthens the wider platform and holds us to a simple promise, that we are there when a parent needs us most.

Qwik at a Glance*

<3 Hours
Delivery promise

5
Cities reached

84
Warehouses and stockists

*As at March 31, 2026

2

Curated Assortment: Serving Every Parenting Need

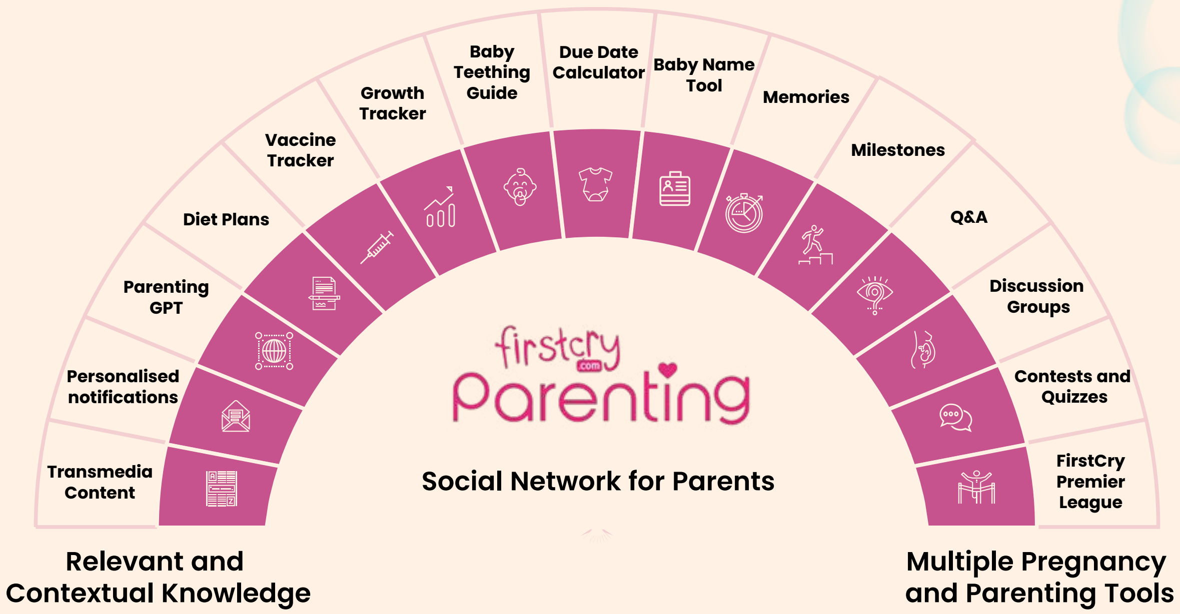
We believe few people are busier than a parent, and that belief shapes how we design every step of the shopping experience.

Our platform uses technology to anticipate a need before a parent has to search for it. Parents build a detailed child profile, and we shape recommendations around age, developmental stage, gender, geography and seasonality, so what they see fits the child they have and the season they are in.

Across our online platform and modern stores, we now offer over 2 Million SKUs from 7,855 active brands, spanning trusted Indian and international brands alongside our expanding portfolio of proprietary brands. From maternity products and feeding essentials to apparel, nursery, toys, books, footwear, baby gear and products for older children, our assortment supports every stage of raising a child.

India's Large and Highly Engaged Parenting Community

We operate India's large and highly engaged parenting community



As Indian families increasingly move to nuclear households, parents are seeking trusted guidance and real support in place of the advice a joint family once supplied. Recognising this evolving need, FirstCry has built India's large and highly engaged parenting community, an emotional and practical companion, from pre-pregnancy through every stage of pregnancy and parenthood.

Built into our commerce platform, the community lets parents talk with other parents and a trusted panel of paediatricians, gynaecologists, nutritionists and other specialists. Alongside those conversations sit AI-powered tools such as Parenting GPT, and a full set of due-date calculators, vaccination and growth trackers, milestone trackers, baby name tools, Q and A forums, discussion groups and personalised parenting content. Between them they hold a parent's attention, build trust and carry the relationship well past the point of sale.

3

Home Brands: Products Only We Carry

Our home brands remain one of the strongest factors that set FirstCry apart.

Developed through extensive consumer research and continuous product innovation, they fill product and pricing gaps while delivering high quality, thoughtful design and real value across parenting categories.

Beyond widening choice, home brands deepen loyalty, improve structural margins and give us products available nowhere else.

During FY 2025-26, home brands contributed over 58% of the India Multi-Channel Business GMV, which makes them a driver of both growth and profit.

Our Key Home Brands

Our home brands have become growth engines in their own right, letting FirstCry offer differentiated products across categories, age groups and price points while strengthening customer loyalty and profitability.

babyhug

The Everyday Parenting Brand

India's largest MBK products brand by GMV, with trusted, high-quality essentials across every stage of early childhood

Apparel, Footwear, Baby Gear, Nursery, Diapers, Toys, and Personal Care

cutewalk

Footwear Specialist

A footwear brand built on ergonomic, durable and stylish designs for growing children, made for everyday and occasion wear

Casual, School and Occasion Footwear

babyoye

Premium Lifestyle Brand

Premium-quality products made with materials including organic fabrics and Supima cotton, pairing comfort with contemporary design

Apparel, and Footwear

Pine kids

Growing Years Brand

A lifestyle brand for children aged 4-12 years, designed around changing needs and active lifestyles

Apparel, Toys, Skincare, and Pine Active Sportswear

What Makes It Unique — Key Categories

4

BabyHug: India's Largest Mothers', Babies' and Kids' Products Brand*

BabyHug has grown into one of FirstCry's strongest competitive advantages. Built around the changing needs of modern families, it has become India's largest multi-category MBK products brand by GMV, and carries one of the largest product assortments in the Asia-Pacific region (excluding China).

Its portfolio spans apparel, footwear, diapers, wipes, nursery products, baby gear, toys and personal care, serving families through every stage - from newborns to young children through thoughtfully designed, high-quality and value-driven products.

**As per RedSeer report titled 'Childcare Market in India' dated July 11, 2024*

Beyond widening choice, BabyHug enables FirstCry to:

- Differentiate its product portfolio through exclusive offerings
- Address product and pricing gaps across parenting categories
- Build deeper customer trust and loyalty
- Strengthen margins through a growing portfolio of proprietary products
- Extend the brand through BabyHug stores and omnichannel retail presence

As one of FirstCry's earliest and most successful home brands, BabyHug continues to hold FirstCry's lead and drive customer acquisition, retention and profitable growth.

5

Customer Acquisition: Relationships that Begin before the First Purchase

Our customer acquisition strategy begins well before a family's first purchase and continues for years after it. We are not chasing single transactions. We build long relationships through engagement, trusted advice and personalised experiences at every point of contact. Our acquisition model brings together purpose-led marketing, technology-driven personalisation and engagement across the wider platform, which lifts both acquisition and lifetime value.

Personalised Engagement at Scale

Our digital platform delivers highly personalised shopping journeys based on children's age, gender, developmental milestones, geography and seasonal preferences. Parents also experience customised homepages, regional campaigns and occasion-based recommendations, so what reaches them fits where they are.

A Unique Hospital-Led Acquisition Engine

Our long-standing partnerships with 13,500+ hospitals and maternity clinics across India give us a route to new parents that no competitor has. Through these partnerships, FirstCry reaches families outside conventional marketing, at the moment they most need us.

During FY 2025-26, over 2.4 Million FirstCry-branded baby boxes were distributed through this programme, bringing families to FirstCry from a child's first days.

Driving Higher Lifetime Value

Our business benefits from the long customer lifecycle in the parenting category. As children's needs evolve from infancy to adolescence, families continue to buy from FirstCry across product categories, which holds retention high and lifts transaction value year after year.

Building Relationships beyond Commerce

Our engagement extends beyond products through:

- One of India's largest in-house influencer programmes in the MBK category
- India's large and highly engaged parenting community
- AI-enabled tools including Parenting GPT
- Parenting content, milestone trackers, vaccination reminders and expert guidance
- The Hospital Programme, which reaches parents in the first days of a child's life

6

Full-Stack Platform: Control over Manufacturing and Supply Chain

Our full-stack operating model gives us end-to-end control across sourcing, manufacturing and fulfilment, so we hold consistent product quality, supply reliability and operational efficiency at scale.

The platform rests on:

- 800+ contract manufacturing partners across India and overseas supporting home-brand production
- Manufacturing through Swara Baby, Swara Hygiene and Solis Hygiene, strengthening our diapering portfolio
- A network of dedicated warehouses supporting same-day delivery across 25+ cities and next-day delivery across 980+ cities
- Continued investment in integrated logistics capabilities through RocketBees, FirstCry Qwik and omnichannel fulfilment, enhancing delivery speed, inventory efficiency and customer convenience
- Greater visibility and control across sourcing, manufacturing and distribution, so we move faster when demand shifts

By integrating manufacturing, sourcing and fulfilment into one connected platform, we continue to strengthen product availability, improve service levels and create a scalable operating model that supports sustained long-term growth.

International Business

Extending the Parenting Ecosystem Globally

FirstCry's International Business carries the FirstCry model into the UAE and the KSA, two markets where families spend heavily on childcare. Built on the Company's proven digital-first approach, the business combines category expertise, local execution and disciplined capital allocation against favourable demographics and rising e-commerce adoption.

Today, FirstCry is the largest specialist online retailer for MBK products in the UAE by GMV and the leading online-first specialist platform in KSA.

A Structurally Attractive Growth Opportunity

The GCC offers strong long-term fundamentals for organised parenting retail. Compared to India, spending per child is significantly higher, supported by higher disposable incomes and rising premiumisation. Young populations, favourable birth rates, expanding female workforce participation and continued growth in digital commerce further strengthen the opportunity, particularly in Saudi Arabia under Vision 2030. These structural advantages are translating into growing scale for our International Business, which surpassed USD 100 Million in net revenue in FY 2025-26.

Strategic Priorities

The Company continues to strengthen the business through a focused set of growth levers:

- **Quality-first customer acquisition,** prioritising retention and lifetime value over discount-led growth
- **Higher home-brand penetration,** particularly in fashion and private labels, to widen gross margins
- **Omnichannel expansion,** marked by the opening of the first FirstCry-branded store in Riyadh during FY 2025-26
- **Local customer experience,** supported by bilingual English and Arabic platforms and region-specific merchandising

Together, these priorities are improving unit economics and shortening the path to profit.

Growth with Improving Economics

FY 2025-26 was marked by disciplined execution in a competitive operating environment. The business chose sustainable growth over market share bought with discounts, and operating performance improved as a result.

0.53 Million
Annual unique transacting customers

2.1 Million
Orders

Rs. **9,067**
Average order value

Rs. **18,602** Million
Gross merchandise value

Rs. **9,474** Million
Revenue from operations

Rs. **(907)** Million
Adjusted EBITDA

(9.6)%
Adjusted EBITDA margin

GlobalBees Business

Scaling India's Next Generation of Digital-First Brands

GlobalBees extends FirstCry's consumer platform beyond parenting, building and scaling digital-first brands that lead their categories. Operating as a 'House of Brands', it gives entrepreneurial founders shared strength in sourcing, manufacturing, technology, distribution and brand building, so each brand grows on a base it could not have built alone.

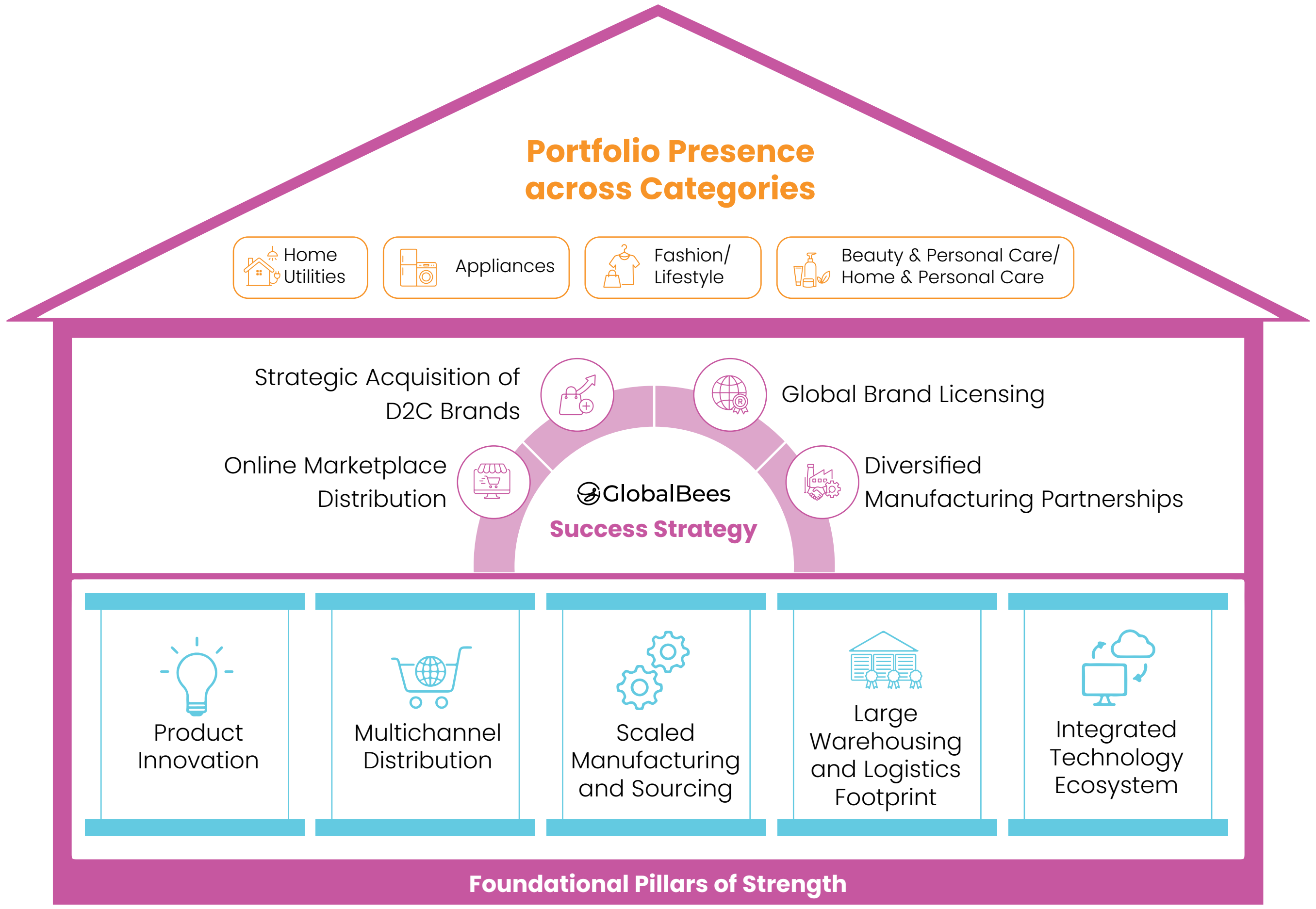
With an independent management team, governance structure and marquee investors, GlobalBees operates as a distinct growth platform within Brainbees group. As of March 31, 2026, Brainbees Solutions Limited held 51.68% stake (on fully diluted basis) in GlobalBees.

A Platform Built to Scale Brands

India's D2C market is changing fast, driven by wider digital adoption, growing consumer preference for specialised brands and the expansion of online marketplaces. GlobalBees works with high-potential brands and scales them through operational excellence, data-driven decision-making and shared infrastructure they can draw on from day one. Unlike a conventional brand aggregator, GlobalBees runs a platform where every portfolio brand draws on common infrastructure, strategic expertise and execution strength.

GlobalBees Growth Engine

At the core of GlobalBees is an integrated operating platform that combines strategic acquisitions, global brand licensing and marketplace expertise with a proven execution backbone. Shared strength in product innovation, manufacturing, sourcing, technology, warehousing, logistics and omnichannel distribution enables portfolio brands to scale efficiently while building advantages that hold. This platform supports a diversified portfolio spanning Home Improvement and Utilities, Home Appliances, Health & Personal Care, and Active, Lifestyle & Accessories.



Home Improvement & Utilities

KUBER INDUSTRIES — Everything A Happy Home Needs!
ABSORBIA — MOISTURE ABSORBER
plantex
Encasa HOMES

Home Appliances

Kuvings
ECOVACS ROBOTICS
coway
Sigri Wala

Active, Lifestyle & Accessories

JOKER & WITCH

Health & Personal Care

urban gabru
Rēy Naturals
KOZICARE
HEALTHY HEY NUTRITION

Driving Sustainable Value Creation

GlobalBees continues to prioritise quality of growth over portfolio expansion. Having completed its acquisition phase, the business is now focused on getting more out of its existing portfolio through disciplined execution and operational improvement.

Its strategic priorities include:

- **Accelerating organic growth** across existing brands through deeper market penetration and stronger marketplace execution
- **Optimising the portfolio** by exiting underperforming and non-core brands, enhancing capital efficiency and improving profitability
- **Strengthening category leadership** across high-potential consumer segments through focused brand investments
- **Expanding operating leverage** through shared strength in sourcing, manufacturing, logistics and technology

While the ongoing portfolio rationalisation has held back reported revenues, it is expected to strengthen the long-term earnings profile of the business as the portfolio increasingly reflects the performance of its core brands.

Delivering Profitable Growth

FY 2025-26 marked another year of healthy organic growth and improving profitability, reflecting the disciplined approach to portfolio management and operational discipline.

Rs. 18,943 Million
Revenue from operations

Rs. 18,768 Million
Core category revenue

Rs. 559 Million
Adjusted EBITDA

Rs. 919 Million
Core category adjusted EBITDA

3.0%
Adjusted EBITDA margin

4.9%
Core category EBITDA margin

Other Business

Deepening Parent Engagement through Early Learning

Our Other Businesses segment, anchored by the FirstCry Intellitots preschool network, extends FirstCry into early childhood education. It sits naturally beside the retail platform, keeping us with a family through the years that shape a child most, and building trust in the neighbourhood rather than on a screen.

Beyond Education, Building Lifelong Connections.

FirstCry Intellitots is founded on the belief that early education is part of raising a child, not something separate from it. Through a network of preschools, learning resources and child development programmes, it supports children's early cognitive and social development while creating trusted, everyday contact with parents.

The platform comprises:

- **FirstCry Intellitots Preschools,** offering structured early childhood education
- **Learning materials, including books,** educational toys and home-learning kits
- **Development programmes** designed to support early cognitive growth and all-round child development

A High-Return, Asset-Light Growth Model

The Preschool Business has been built around an asset-light approach that delivers attractive capital efficiency and works closely with the core parenting platform. The network builds the brand in the neighbourhood, holds families closer and lowers what we need to spend on marketing over time.

436
Preschools

Rs. 125 Million
Adjusted EBITDA

23,049
Students enrolled

27%
Adjusted EBITDA margin

Rs. 472 Million
Revenue from operations

Scaling the Early Learning Platform

Early education remains a strategic long-term opportunity for FirstCry. As the Intellitots network expands, it creates deeper and more frequent engagement with families while supporting children's learning and development during their formative years.

With a long-term ambition of establishing 1,000 preschools across India, FirstCry is steadily building a trusted early learning platform that sits alongside its retail business, deepens attachment to the brand and holds its place as a lifelong parenting partner.

A Journey Shaped by Trust

The progress we made during the year showed in several important milestones, including Revenue from Operations crossing Rs. 85,479 Million and our India Multi-Channel Business surpassing USD 1 Billion in GMV.

Supam Maheshwari,
Managing Director & Chief Executive Officer

Dear Shareholders,

One of the privileges of building FirstCry over the past fifteen years has been growing alongside Millions of families. Every stage has taught us something new about parents, what they expect and the trust they place in us. That has shaped the products we offer, the businesses we have built and the kind of organisation we have become.

When we started FirstCry, our aim was to put trusted products within easy reach of young parents. Over time it became clear that convenience and choice are only part of what families want. What they want most is confidence, at every stage of raising a child. That understanding has guided every decision we have made since.

As parents' expectations have changed, so has FirstCry. What began as a destination for trusted products has steadily grown into an integrated parenting platform. Every investment we have made, whether in our omnichannel presence, home brands, technology, fulfilment, education platform or international expansion, has been guided by one belief: when we make parenting easier and more reassuring, we build lasting relationships with families while creating a stronger business for the long term.

FY 2025-26 reaffirmed the strength of this approach. Rather than being defined by any single initiative or milestone, it was a year in which patient investments made over time began reinforcing one another, strengthening both the customer experience and the quality of our growth.

As parents' expectations have evolved, so has FirstCry. What began as a destination for trusted products has steadily grown into an integrated parenting ecosystem.

A World in Transition, an India Full of Opportunity.

The year unfolded against a backdrop of significant global change. Geopolitical shifts, changing trade dynamics and continued economic uncertainty weighed on businesses and consumers across much of the world. In that environment, an organisation has to be both durable and quick to adapt.

India held up remarkably well. Resilient domestic demand, sustained investment in infrastructure, rapid digital adoption and favourable demographics kept the country one of the fastest-growing major economies in the world. Consumption also keeps formalising, which widens the opening for trusted, organised brands that deliver consistent customer experiences.

> We will keep strengthening our omnichannel platform, widening our portfolio of trusted brands, investing in technology and innovation, empowering our Bee-zers and building an organisation that stays quick, responsible and close to its customers.

The external environment will always shift, and our approach does not. We have never built FirstCry by chasing short-term trends. We have built it by understanding how families' needs are changing and making sure the business changes with them. That long view has been one of our greatest strengths.

Delivering on Our Vision

During the year, we continued to strengthen the building blocks of the FirstCry platform. Our omnichannel presence widened, our home brands grew and we stepped up investment in technology to make every interaction simpler, faster and more personalised. As a new generation of Millennial and Gen Z parents shapes the parenting landscape, we are evolving with them – sharpening our merchandise assortment around emerging needs and preferences, while making our demand-generation and engagement efforts more relevant to how today's young families discover, evaluate and choose products.

We also strengthened the connections between our businesses. Our physical stores and digital platform now work together more closely. Our Education Business reaches families earlier in a child's life, and our fulfilment network serves them more conveniently. These may look like separate initiatives, though they answer to a single strategy, building one platform that supports families through every stage of parenting.

The progress we made during the year showed in several important milestones, including Revenue from Operations crossing Rs. 85,479 Million and our India Multi-Channel business surpassing USD 1 Billion in GMV. The figures are encouraging, and what stands behind them matters more. They carry the trust of Millions of families who continue to choose FirstCry, and that trust is what pushes us to raise our own bar.

Building for Tomorrow

What excites me most about FirstCry today is the way the whole platform keeps developing, rather than any single business or initiative within it.

Technology is making our experiences more intuitive. Our widening network is making us easier to reach. Our brands strengthen confidence, and our education business brings families to us earlier. Each of these adds value to the others, so every new connection makes the whole worth more.

At the heart of all of this are our Bee-zers, whose passion, creativity and commitment drive our progress. Alongside them stand our franchise partners, brand partners and many others who have built FirstCry into what it is. Between them they let us keep innovating while staying true to the values we started with.

Looking Ahead with Confidence

Looking ahead, I believe the opportunities before us are greater than ever. Parenting is evolving, technology is reshaping how families engage with brands and expectations keep rising. All of it asks us to keep learning, keep innovating and keep improving every aspect of the experience we deliver.

Our priorities remain clear. We will keep strengthening our omnichannel platform, widening our portfolio of trusted brands, investing in technology and innovation, empowering our Bee-zers and building an organisation that stays quick, responsible and close to its customers. The business will keep changing, and our purpose will not, which is to make raising a child a little easier and a lot more joyful.

Looking back over these years, I see more than a company that has grown in scale. I see an organisation that has continually evolved by listening to parents, adapting to their changing needs and staying true to the trust they have placed in us. That trust is our greatest responsibility and our strongest motivation.

On behalf of the Board and the leadership team, I extend my heartfelt gratitude to our customers, employees, franchise partners, brand partners, investors and everyone who has been part of building FirstCry. Your belief in us inspires us to keep building an organisation that creates lasting value for families, communities and shareholders.

Warm regards,

Supam Maheshwari
Managing Director and CEO

Corporate Overview
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Creating Value through Disciplined Growth

The year marked two important financial milestones: the Company achieved positive Adjusted Profit After Tax* and positive consolidated Free Cash Flow# for the first time.

Gautam Sharma,
Group Chief Financial Officer

Dear Shareholders,

FY 2025-26 was a year of meaningful financial progress for FirstCry, with improvement not only in scale and profitability, but also in the quality of earnings and cash generation. For me, the most important outcome of the year was the continued strengthening of the Company's financial fundamentals and our ability to create greater value to support future growth.

The year marked two important financial milestones: the Company achieved positive Adjusted Profit After Tax* and positive consolidated Free Cash Flow# for the first time. Our India Multi-Channel business remained PAT and Free Cash Flow positive, while crossing the landmark USD 1 Billion GMV milestone.

These achievements say more than a strong financial year. They demonstrate that the investments we have consistently made across technology, our omnichannel network, home brands, fulfilment and customer experience are beginning to deliver operating leverage. As these capabilities have matured, they have strengthened the underlying economics of the business, enabling profitability to improve while we keep investing for future growth.

The progress is reflected in our financial performance. Revenue from Operations grew by 12% to Rs. 85,479 Million, while Adjusted EBITDA increased by 24% to Rs. 4,860 Million, expanding margins to 5.7%. Cash PAT grew by 49% to Rs. 3,119 Million. What those figures show is a financial model maturing, where each new phase of growth adds more to earnings and cash generation than the one before it.

**Adjusted Profit after Tax: Adjusted Profit After Tax is calculated as Profit After Tax for the relevant period/year, adjusted for exceptional items (net of the related tax impact) and employee share-based payment expenses (net of the related tax impact).*

#Free Cash Flow: Free Cash Flow means Net cash generated in operating activities less acquisition of property, plant and equipment, intangible assets and leasehold land.

We also expanded RocketBees, our proprietary logistics network, to 62 cities, improving turnaround times by over 20%.

Investing for Long-Term Sustainable Growth

Our confidence in continuing to invest is built on the structural attractiveness of the MBK category. With over 24 Million births annually and children below the age of 12 accounting for nearly 21% of India's population, the category carries enduring demographic demand that is less affected by short-term consumption cycles. Rising household incomes, wider participation of women in the workforce, greater awareness of child health and development, and higher spending on education and wellness continue to expand the long-term opportunity.

At the same time, consumer expectations are evolving rapidly. Parents today seek trusted brands, product authenticity, wider choice and personalised experiences, while expecting the convenience of shopping that runs cleanly across channels and faster fulfilment. Premiumisation across baby care, nutrition, apparel and learning products, together with the increasing shift towards organised retail, is reshaping the competitive landscape and creating openings for businesses with distinct capabilities and scale.

These trends shaped both our growth strategy and the way we allocate capital. Rather than investing solely to expand scale, we have stayed focused on building capabilities that strengthen our competitive advantage while improving the financial quality of the business over time. Every major investment, whether in technology, home brands, fulfilment infrastructure or customer engagement, has been judged on its ability to create stronger unit economics, improve capital efficiency and deliver sustainable shareholder value.

Building a Stronger Financial Model

The benefits of this disciplined investment approach became increasingly visible during FY 2025-26.

Over the past several years, we have steadily strengthened the foundations of our business rather than chasing short-term gains. Investments in technology have improved demand forecasting, replenishment planning and merchandising decisions, leading to better inventory productivity and lower working capital intensity. Continued expansion of our home brands has improved product mix, strengthened gross margins and increased customer loyalty. Our omnichannel network has grown into an integrated operating model that improves inventory use, sharpens fulfilment efficiency and creates operating leverage across channels.

As these initiatives have scaled, they have reinforced one another. Better inventory productivity strengthened cash conversion, a higher contribution from home brands has widened margins, and better fulfilment has cut operating costs while improving the customer experience. Together, these structural gains let profitability grow faster than revenue, which is the mark of a business becoming more efficient as it scales.

This is the most encouraging part of the year's performance. The financial milestones of FY 2025-26 rest on structural improvements in the way the business operates rather than on one-off efficiencies or a favourable cycle, which gives us confidence that future growth can keep coming with stronger profitability and healthier cash flows.

Disciplined Capital Allocation across Our Portfolio

> Our continued investments in the FirstCry app, omnichannel network and proprietary fulfilment capabilities have strengthened direct customer engagement while reducing dependence on external platforms.

The same philosophy guides the way we invest across our portfolio. Each business serves a distinct strategic purpose within FirstCry and is therefore managed with financial priorities suited to its stage of maturity.

Our India Multi-Channel Business remains the principal driver of value creation. During the year, the business served 11.03 Million Annual Unique Transacting Customers, processed 42.8 million orders and generated Rs. 97,833 Million in GMV. Revenue increased to Rs. 57,533 Million, while Adjusted EBITDA reached Rs. 5,051 Million, a healthy 8.8% margin.

The business continued to benefit from improving home-brand penetration, stronger store productivity and disciplined inventory management. These initiatives supported profitability and reinforced the long-term scalability of our omnichannel model.

Our International Business remained focused on improving unit economics while expanding its presence across the GCC. Revenue increased to Rs. 9,474 Million, while GMV reached Rs. 18,602 Million. Despite an increasingly competitive operating environment, Adjusted EBITDA losses narrowed significantly to Rs. (907) Million, helped by localisation initiatives, improved merchandising and tighter cost management. The opening of our first store in Riyadh further strengthened our long-term position in the region.

At GlobalBees, our focus shifted towards improving the quality of growth through portfolio optimisation and operational discipline. Revenue increased to Rs. 18,943 Million, while core categories continued to strengthen profitability, generating Rs. 919 Million in Adjusted EBITDA with a 4.9% margin. Our emphasis remains on building a portfolio of scalable brands that can generate sustainable long-term returns.

Our Education Business also continued to perform well. The network expanded to 436 preschools, serving more than 23,000 students, while maintaining an Adjusted EBITDA margin of 27%. Besides generating healthy returns, this business strengthens our engagement with families at the earliest stage of a child's life, which is where our wider strategy begins.

Building a More Efficient Operating Model

FY 2025-26 also marked a shift in our operational priorities. As the business scales, our focus has moved from widening the footprint to getting more from what we already have. Within our India Multi-Channel Business, we strengthened inventory depth across high-demand categories, improving product availability, sharpening procurement efficiencies and supporting better store productivity.

We also expanded RocketBees, our proprietary logistics network, to 62 cities, improving turnaround times by over 20%. While these investments created some near-term cost pressures, they provide greater control over last-mile fulfilment, reduce reliance on third-party logistics partners and strengthen our ability to deliver a consistent customer experience. Together with FirstCry Qwik, they are improving asset use, creating operating leverage and strengthening the long-term efficiency of our business model.

Strengthening Financial Resilience

Alongside improving profitability, we continued to strengthen the resilience of our business model. During the year, evolving marketplace policies reinforced the importance of holding diversified customer acquisition channels. Our continued investments in the FirstCry app, omnichannel network and proprietary fulfilment have strengthened direct customer engagement while reducing dependence on external platforms.

Our resilience is further supported by the nature of the categories we serve, with approximately 85% of GMV coming from non-diapering products. Combined with disciplined capital allocation, prudent working capital management and robust governance practices, this provides a strong foundation to navigate changing market conditions while continuing to invest for long-term growth.

Looking Ahead

Looking ahead, we believe FirstCry is entering its next phase. The investments made over the past several years have established a strong platform for long-term growth. Our focus now is to build on that foundation by further improving profitability, strengthening cash generation and increasing returns on capital while continuing to capture the significant opportunity in the MBK category.

Our objective is to build a business that becomes stronger and more efficient with every stage of growth. We believe this approach will enable us to keep creating sustainable value for our customers, our partners and our shareholders over the long term.

I would like to express my sincere gratitude to our Board of Directors for their guidance, our shareholders for their continued trust, our banking partners for their support, our employees for their dedication and our customers for choosing FirstCry as their trusted parenting partner. Their confidence motivates us to continue building a stronger and more enduring organisation.

Warm regards,

Gautam Sharma
Group Chief Financial Officer

Powering Every Parenting Journey with Technology

Technology is what holds FirstCry together, carrying personalised engagement, intelligent commerce and fulfilment at the scale we now operate. Built on AI, machine learning and our own digital platforms, it stays with parents from pregnancy through childhood, and gives us a sharper customer experience, quicker operational response and decisions grounded in data.

Personalisation Built around the Child

Our platform is built around lifecycle intelligence, delivering personalised experiences based on a child's age, gender, developmental stage, shopping behaviour, and family preferences.

Every interaction generates insights that shape customised storefronts, product recommendations, parenting content, and the way we stay in touch. Beyond commerce, digital tools such as Parenting GPT, vaccination reminders, growth trackers, and milestone monitoring make us a trusted parenting companion throughout a child's formative years.

Highlights

- **193** Million FirstCry app downloads
- **AI-powered** lifecycle-based recommendations
- **Personalised parenting tools** and **expert-led content**

Connecting Customers through Omnichannel Intelligence

Technology joins our online and offline channels, creating a single shopping experience with real-time inventory visibility and fulfilment flexibility. During FY 2025-26, 36% of India GMV across the top 50 cities came from customers shopping across both online and offline channels, which shows how far the two sides have grown together.

Our continued focus on inventory management has further improved product availability and customer experience across channels.

Highlights

- **36**% Omnichannel GMV in top 50 cities
- **Unified customer** and **inventory management**
- **Technology-enabled** inventory management

Accelerating Fulfilment with Proprietary Technology

Our in-house logistics platform, RocketBees, expanded from 4 to 62 cities during FY 2025-26. Supported by a proprietary technology stack, it delivered approximately 20% faster turnaround times than third-party logistics providers while handling over 40% of online shipment volumes. Alongside it, FirstCry Qwik delivers our specialist assortment in under three hours by turning stores into local fulfilment hubs.

Highlights

- Expanded from **4** to **62** cities
- **40**%+ Online shipment coverage
- **20**% Faster turnaround time
- Deliveries in under **3** hours

Driving Smarter Decisions through Data

Technology sits under every stage of merchandising and product development. Our proprietary Product Lifecycle Management (PLM) platform supports faster innovation, stronger quality assurance, and efficient management of our home brands. Insights from Millions of customer interactions sharpen demand forecasting, assortment planning, inventory management, pricing decisions, and targeted marketing, improving both customer experience and operational efficiency.

Building a Secure Digital Platform

Our integrated enterprise systems connect merchandising, supply chain, warehouses, and customer-facing platforms, giving us visibility and automation across operations. To safeguard customer trust, we maintain a multi-layered cybersecurity framework with advanced encryption, real-time threat monitoring, and automated incident response. We are also widening our use of AI and Generative AI across customer engagement, merchandising, and internal operations to build a smarter platform that scales.

Our People

The Bee-zers behind It All

At FirstCry, our people are known as Bee-zers, and they sit behind every experience we create for parents across India and the GCC. The workplace we build for them ought to carry the same trust, care and empathy that our relationships with families rest on, and that belief shapes how we hire, train and lead.

Our human capital philosophy is guided by three principles. We build a purpose-led culture where every Bee-zer understands how their work brings more joy to parenting. We invest continuously in building skills and capabilities that evolve alongside our business. And we foster an inclusive workplace where collaboration, empathy and diverse perspectives strengthen decision-making and innovation.

Culture and Values

Our culture is built around five principles that shape the way we work. **Our People, Our Priority** places people at the centre of our decisions. **Never Give Up** encourages perseverance and ownership. **Together, We Rise** promotes collaboration across teams and functions. **Step Up and Deliver** reinforces accountability and execution, while **People Excellence** reflects our commitment to continuous learning and professional development. Together, these principles create an environment where employees are encouraged to contribute, collaborate and grow while supporting the Company's long-term objectives.

Building Strategic Capabilities

As FirstCry expands from a specialist retailer into a technology-enabled parenting platform, our talent priorities continue to evolve alongside our business. During FY 2025-26, we strengthened hiring and capability development across functions that support our long-term strategy.

Technology and AI

We expanded our engineering, product and data science teams to support AI-enabled personalisation, intelligent recommendations and digital initiatives, including the work behind Parenting GPT

Supply Chain and Operations

We expanded RocketBees and rolled out FirstCry Qwik, and built the logistics technology, fulfilment operations and supply chain skills that these initiatives require to move orders faster

Retail Operations

We built frontline skills across store operations, customer engagement and retail management as our modern retail network grew to 1,189 stores, so families meet a consistent omnichannel experience

Customer Experience

We strengthened customer care across digital and offline channels to improve service quality and support parents throughout their relationship with FirstCry

Attracting, Developing and Growing Talent

Our recruitment philosophy combines experienced professionals with emerging talent to bring together diverse perspectives, functional expertise and new ideas. Alongside recruitment, we continue to invest in structured career development through learning programmes, leadership development and internal mobility. Bee-zers can move into opportunities across our businesses, including GCC e-commerce operations, which widens their experience and opens routes to grow within the Brainbees Group.

Learning and Capability Development

Learning and development is integrated into our people strategy and supports capability building across leadership, retail, customer care and warehouse operations.

Leadership Excellence Programme

The programme prepares managers for broader responsibilities by strengthening communication, emotional intelligence, decision-making and people management skills.

FirstCry Warehouse Operations Training

The programme opens with a 2-day induction covering organisational values, workplace safety, POSH guidelines and the Code of Conduct, followed by 10 days of blended training pairing classroom learning with practical experience across operational functions.

FirstCry Stores Training Academy

The academy equips retail teams with skills in customer engagement, solution selling, product knowledge and store operations to support consistent customer experiences.

FirstCry Customer Care Training Academy

The academy runs an 18-day programme combining classroom sessions, case studies, simulations and role-play to prepare customer care executives for a wide range of customer interactions.

Talent Retention and Workforce Sustainability

As our business continues to expand, attracting and retaining talent across technology, AI, data science, digital products and logistics remains an important focus. Our approach combines a strong employer brand, competitive reward frameworks, career development opportunities and a workplace culture that supports collaboration, learning and employee well-being. Together these hold engagement high and keep the skills coming that a growing business needs.

Workforce for the Future

By investing in the development of our Bee-zers, we are strengthening the talent behind our technology platforms, omnichannel operations, retail network and customer engagement.

Our people remain central to the continued evolution of Brainbees Solutions. Their expertise, collaboration and commitment are what turn an integrated platform into experiences that carry parents through every stage of raising a child.

Creating Meaningful Social Impact

At FirstCry, social responsibility grows out of the same purpose that drives the business, supporting families through every stage of raising a child. We create value beyond commerce through trusted guidance, early childhood education, community support and employee development, and FY 2025-26 deepened that work with parents, children, employees and the communities we serve.

Our key focus areas during the year were:

Supporting Families from the Start

Through our hospital partnership programme, we continued to reach families at one of life's most important moments, giving new parents essential products, information and access to the wider FirstCry platform.

2.4 Million+
Newborn gift boxes distributed

13,500+
Hospitals and maternity clinic partnerships across India

Strengthening the Parenting Ecosystem

We continued to give parents reliable information and practical tools that support informed childcare decisions. During the year, we also introduced Parenting GPT, an AI-enabled assistant that offers contextual guidance across various parenting needs.

Key initiatives were:

- Expert-led parenting content featuring healthcare and child development specialists
- Vaccination, growth and milestone trackers, nutrition guidance and other parenting tools
- AI-powered parenting assistance through Parenting GPT

Supporting Early Childhood Development

Through FirstCry Intellitots, we continued to expand access to structured early learning programmes for young children.

190+ cities
436 preschools across

23,049 students
Enrolled during FY 2025-26

Management Team

Driving Growth with Purpose and Precision

At FirstCry, our leadership team pairs entrepreneurial instinct with deep category knowledge and a hard focus on execution. Between them they run retail, digital commerce, international markets, early education, brand incubation and technology, and they hold the business to the same test in each, that it should serve parents better and be worth more for it.

Board of Directors

Mr. Supam Maheshwari
Managing Director and Chief Executive Officer

Mr. Sanket Hattimattur
Non-Executive and Non-Independent Director

Ms. Saloni Jain Rana*
Non-Executive and Non-Independent Director

Mr. Gopalakrishnan Jagadeeswaran
Non-Executive and Independent Director

Mr. Neeraj Sagar
Non-Executive and Independent Director

Ms. Sujata Bogawat
Non-Executive and Independent Director

Ms. Bala C. Deshpande
Non-Executive and Independent Director

*Nominated by Mahindra & Mahindra Limited (a shareholder of the Company)

Our Leadership Team

Mr. Supam Maheshwari
Managing Director and Chief Executive Officer

Mr. Gautam Sharma
Group Chief Financial Officer

Mr. Prashant Jadhav
Chief Technology Officer

Ms. Manjula Rao
Chief Human Resources Officer

Mr. Vivek Goel
Chief Business Officer

Mr. Saurabh Garg
Chief Operating Officer, Offline Business

Mr. Anirudh Chaturvedi
Chief Product Officer

Mr. Prashant Chauhan
Chief Commercial Officer

Mr. Abhinav Sharma
Country Head, International Business

Mr. Anuj Jain
Chief Executive Officer, GlobalBees

Governance Rooted in Trust and Responsibility

As a customer-centric, technology-led retail platform, we believe responsible governance is fundamental to maintaining stakeholder trust, enabling informed decision-making and supporting long-term business success. Supported by experienced leadership, specialised Board Committees and robust governance processes, we continue to strengthen our institutional capabilities as we scale our business across India and international markets.

Board of Directors and Committee Composition

(As of March 31, 2026)

Mr. Supam Maheshwari
Managing Director and Chief Executive Officer
M C C

Mr. Sanket Hattimattur
Non-Executive and Non-Independent Director
M M

Ms. Saloni Jain Rana
Non-Executive & Non-Independent Director
(Nominated by Mahindra & Mahindra Limited - a Shareholder of the Company)

Mr. Gopalakrishnan Jagadeeswaran
Independent Director
C M

Mr. Neeraj Sagar
Independent Director
M C M

Ms. Sujata Bogawat
Independent Director
C M M

Ms. Bala C. Deshpande
Independent Director
M M M

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee*
- Corporate Social Responsibility (CSR) Committee

C Chairperson

M Member

*Mr. Gautam Sharma, Group Chief Financial Officer is also a Member of the Risk Management Committee

Governance in Action

Our governance framework extends beyond regulatory compliance. It brings together strategic oversight, disciplined execution and responsible business practices, enabling the Company to navigate a dynamic business environment while creating long-term stakeholder value.

- **Strategic Direction**

  The Board reviews long-term strategy, business expansion, capital allocation, investments and key growth initiatives, holding growth on a sustainable path
- **Financial Stewardship**

  The Board oversees financial reporting, internal financial controls, capital management and statutory compliance, reinforcing financial discipline and transparency
- **Enterprise Risk Management**

  The Board, supported by the Risk Management Committee, periodically reviews strategic, operational, financial, technological and regulatory risks, setting mitigation measures and building resilience
- **Leadership and Succession**

  The Nomination and Remuneration Committee oversees Board effectiveness, leadership succession and remuneration practices, building a strong leadership pipeline
- **Stakeholder Engagement**

  The Stakeholders' Relationship Committee oversees shareholder communication and grievance redressal, strengthening trust and long-term relationships
- **Responsible Business Practices**

  The Board oversees the Company's CSR initiatives, promoting responsible business practices that contribute to inclusive and sustainable growth

Ethics and Compliance

Integrity remains central to the way we conduct business. Our governance framework is supported by comprehensive policies, well-defined internal processes and a strong compliance culture that guide employees, Directors and business partners in conducting business ethically and responsibly.

Key Governance Policies

- Code of Conduct
- Whistle Blower Policy
- Code for Prevention of Insider Trading
- Related Party Transactions Policy
- Risk Management Policy
- Corporate Social Responsibility Policy

Celebrating Our Excellence Journey

Brand Excellence

2023
Images Most Admired Fashion Brand of the Year - Kidswear
Images Fashion Awards

2018
Kids Retailer of the Year
Star Retailer Awards

2013
Most Popular Online Retail Store
Child Most Popular Awards

Business and Corporate Excellence

2025
Gold Award - Best IPO and Its Launch
Kaleido Awards

2021
Best Employer Brand
World HRD Congress

2018
Best E-Commerce Warehouse
Global Logistics Excellence Awards

Education & Growth Excellence

2026
Excellence in Early Literacy & Numeracy (FLN) – NEP
Aligned, Economic Times

2026
#1 India's Most Respected Early Childhood Education Brand, Education World

2025
Outstanding Preschool Chain,
Times Now

2025
Outstanding Curriculum Innovation,
World Education Summit

2025
Outstanding Preschool Franchisor,
Economic Times

2025
Outstanding Preschool Chain,
Economic Times

2024 & 2022
Most Respected Early Childhood Education Brand – FirstCry Intellitots
(EducationWorld)

2019, 2015 & 2013
Top 100 Franchise Opportunities
(Franchise India)

2019
Achieved Unicorn Status

Corporate Information

Board of Directors
Mr. Supam Maheshwari
Mr. Sanket Hattimattur
Ms. Saloni Jain Rana
Mr. Gopalakrishnan Jagadeeswaran
Mr. Neeraj Sagar
Ms. Sujata Bogawat
Ms. Bala C. Deshpande

Managing Director and Chief Executive Officer
Mr. Supam Maheshwari

Group Chief Financial Officer
Mr. Gautam Sharma

Company Secretary and Compliance Officer
Mr. Mandar Joshi

Statutory Auditors
Walker Chandiok & Co. LLP,
Chartered Accountants

Secretarial Auditor
M/s. Samdani Shah and Kabra, Company Secretaries

Registrar and Share Transfer Agent
MUFG Intime India Private Limited

Bankers
Kotak Mahindra Bank Limited
HDFC Bank Limited
Axis Bank Limited
IDBI Bank Limited
ICICI Bank Limited

Registered and Corporate Office
Rajashree Business Park,
Plot No. 114, Survey No. 338,
Tadiwala Road, Nr. Sohrab Hall,
Pune - 411 001

Corporate Overview
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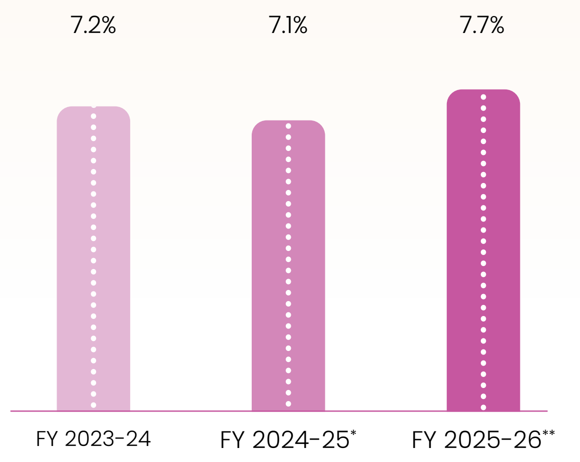
Management Discussion and Analysis

Indian Economic Overview

India continued to rank among the world's fastest-growing major economies in FY 2025-26, with real GDP growth estimated at 7.7%, according to the Provisional Estimates released by the National Statistical Office (NSO), Ministry of Statistics and Programme Implementation (MoSPI). The latest estimates, based on the revised national accounts series with 2022-23 as the base year, reflect continued momentum in economic activity, supported by broad-based growth across key sectors. The economy maintained its growth trajectory despite global trade headwinds, geopolitical uncertainties and other external challenges.



** First Revised Estimate (FRE), ** Provisional Estimates, New Series (Base Year 2022-23)*

Growth during the year was broad-based. Private Final Consumption Expenditure (PFCE), the primary engine of India's economy, grew at approximately 7.7%, accounting for 61.5% of GDP, its highest share since FY 2011-12. This reflects a meaningful and structural revival in household consumption, supported by two powerful cyclical tailwinds: a normal monsoon season that underpinned rural incomes and agricultural output, and the personal income tax relief announced in the Union Budget 2025-26 that put significant additional disposable income in the hands of middle-class households. Gross Fixed Capital Formation (GFCF) expanded at 8.2% at Constant Prices over FY 2024-25, with continued public infrastructure outlay providing the backbone and improving private sector capex sentiment adding momentum.

On the price stability front, retail inflation as measured by the Consumer Price Index (CPI) averaged approximately 3.7% for FY 2025-26, well within the Reserve Bank of India's (RBI) mandated tolerance band of 2-6%, and the lowest sustained level in several years. Stable food prices, moderating global commodity costs, and the effectiveness of the RBI's monetary policy framework all contributed to this benign inflation environment. Recognising the positive trajectory, the RBI initiated a rate-easing cycle during the year, reducing the repo rate to 5.25%, signalling confidence in the inflation outlook while seeking to support growth momentum. India's fiscal consolidation path also remained on track, with the fiscal deficit contained below 4.5% of GDP, consistent with the government's medium-term consolidation framework.

A landmark structural development of FY 2025-26 was a sweeping rationalisation of the Goods and Services Tax (GST) framework, which transitioned approximately one-third of the consumer product portfolio, including a broad range of childcare and lifestyle products, into the lower 5% tax bracket. This reform improved product affordability for consumers, and is expected to support demand across categories, and strengthen the competitive position of organised retailers relative to the unorganised sector. The year also saw India overtake Japan to become the world's fourth-largest economy by nominal GDP, crossing the USD 4 trillion threshold, a milestone that underscores the scale and momentum of India's economic ascent.

The year was not without its headwinds. Renewed tariff tensions from the United States created export-side uncertainty, though India's diversified trade structure and the eventual interim trade arrangement, which brought effective tariff rates down, helped moderate the impact. Geopolitical tensions in the early part of the year caused transient disruptions to consumer activity in northern states. The early onset of the monsoon season also compressed summer consumption in certain discretionary categories. Despite these pressures, the underlying trajectory of the economy remained firmly positive, with the manufacturing sector recording double-digit growth and the services sector expanding at over 9%.

Outlook for FY 2026-27

India's growth momentum is well-supported heading into FY 2026-27. The International Monetary Fund, in its updated World Economic Outlook, projected India's GDP growth at 6.4% for FY 2026-27, retaining India as the fastest-growing economy in the G20. The World Bank projected growth at 6.5%, while the Economic Survey laid out a range of 6.8-7.2%. Domestic demand, anchored by rising rural incomes, the sustained impact of income tax relief, and continued infrastructure investment, is expected to remain the primary growth driver. Inflation is projected to remain well-managed and converge toward the RBI's 4% target. The structural reform agenda, spanning digital public infrastructure, manufacturing competitiveness under PLI schemes, labour market modernisation, and the formalisation of the economy, continues to lay the foundation for a sustained higher growth trajectory.

(Sources: NSO, MoSPI, Second Advance Estimates, FY 2025-26, February 2026, https://www.pib.gov.in/PressReleasePage.aspx?PRID=2233792; NSO First Advance Estimates of GDP FY 2025-26, January 2026, https://www.pib.gov.in/PressReleasePage.aspx?PRID=2212087; RBI Monetary Policy Statements, FY 2025-26; IMF World Economic Outlook Update, January 2026; Union Budget 2025-26, Ministry of Finance)

Industry Review

Indian Retail and E-commerce Market

India's retail sector remains one of the most compelling long-term growth stories in the world, widely recognised as the fourth-largest retail destination globally. The sector is expected to grow to approximately USD 1.93 trillion by 2030, driven by a convergence of structural forces, rising household incomes, urbanisation, a growing and aspirational middle class, and the accelerating shift from unorganised to organised retail. According to a joint Deloitte-FICCI report published in August 2025, India's retail sector is growing at a steady CAGR of approximately 10%, with the fastest consumption growth now emanating from Tier II and Tier III cities, which are adding nearly 100 Million new consumers to branded and organised retail by 2030.

FY 2025-26 was a year of consequential structural change for the Indian retail landscape. The GST rationalisation, which brought a wide range of consumer products, including childcare essentials, into the lower 5% tax bracket, was the single most significant policy development for organised retail during the year. By meaningfully improving affordability, the reform is expected to support demand, narrow the price gap between organised and unorganised players, and incentivise consumers to trade up to branded and quality-assured products. Gen Z, which accounted for approximately 43% of India's total consumption in 2025 with a direct spending power of USD 250 Billion, continued to drive demand for premiumised, experience-rich, and digitally accessible retail. The private consumption growth rate accelerated from 8% over 2022-24 to approximately 10.5% in 2025, supported by income tax relief, easing inflation, lower lending rates, and rural income improvement, all of which meaningfully expanded wallet availability for consumers across segments.

India's e-commerce market crossed USD 145 Billion in 2025 and is expected to reach approximately USD 163 Billion by 2026, growing at a CAGR of approximately 27%. The market is projected to scale to USD 345 Billion by 2030. Tier II and Tier III cities now account for over 60% of all e-commerce transactions in India, a structural shift that underscores the democratisation of digital commerce and the opportunity for organised multi-channel retailers to serve an increasingly geographically diverse consumer base. The number of online shoppers in India is projected to grow from 280-300 Million in 2025 to over 420-440 Million by 2030, driven by improving digital access, logistics connectivity, and rising consumer confidence in online platforms.

The single most disruptive force reshaping Indian e-commerce during FY 2025-26 was the continued and rapid expansion of quick commerce. India's quick commerce market, already a USD 7-8 Billion market by FY 2024-25, growing at a CAGR of 110-130% over 2021-25, is projected to reach USD 65-70 Billion by 2030, contributing nearly half of incremental e-retail growth. As of 2025, quick commerce platforms operated across 80+ cities with over 7,000 micro-fulfilment centres. The impact on the broader e-commerce ecosystem was profound: consumer expectations on delivery turnaround times, reliability, and assortment responsiveness rose sharply across all retail formats. Leading organised retailers responded by accelerating investments in proprietary last-mile delivery infrastructure and technology-enabled fulfilment capabilities, recognising that delivery experience had become as important as product assortment in driving customer retention and lifetime value.

(Sources: Deloitte-FICCI Report 'Spotting India's PRIME Innovation Moment', August 2025, https://www.bcg.com/publications/2026/india-clicks-and-bricks-are-defining-the-future-of-e-commerce https://www.deloitte.com/in/en/about/press-room/india-s-us-1-06-trillion-retail-sector-is-set-to-reach-1-93-trillion-by-2030.html; IBEF E-commerce Industry Report, 2025-26, https://www.ibef.org/industry/ecommerce; IBEF Retail Industry Report, https://www.ibef.org/industry/retail-india)

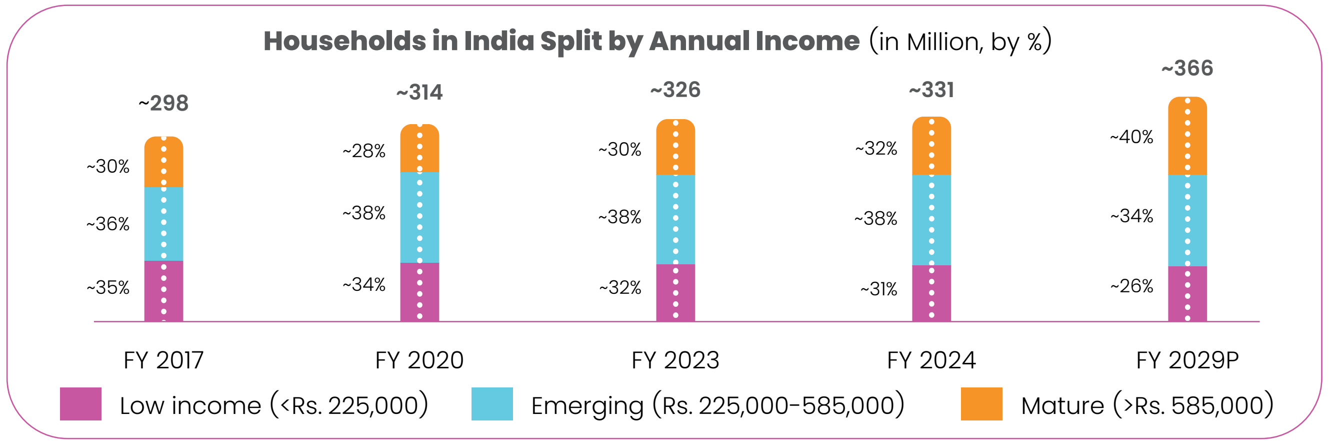
Macroeconomic Factors

India's Rising Incomes are Fuelling Future Consumption

India's approximately 1.4 Billion people, combined with a rapidly expanding and aspirationally driven middle class, make it one of the most consequential consumption markets in the world. Emerging and mature income households, those earning above Rs. 2.25 Lakhs annually, are expected to represent 74% of all Indian households by FY 2028-29, making them the dominant engines of future private consumption. During FY 2025-26, two powerful developments reinforced this structural trajectory.

First, rural incomes received a meaningful boost from a normal monsoon season and healthy agricultural output, sustaining consumption in India's large rural economy. Second, the personal income tax relief announced in the Union Budget 2025-26 directly raised disposable incomes for urban middle-class households, translating into a measurable acceleration in private consumption growth. Together, these factors brought private consumption growth to approximately 10.5% in 2025, well above the 8% average recorded over 2022-24.

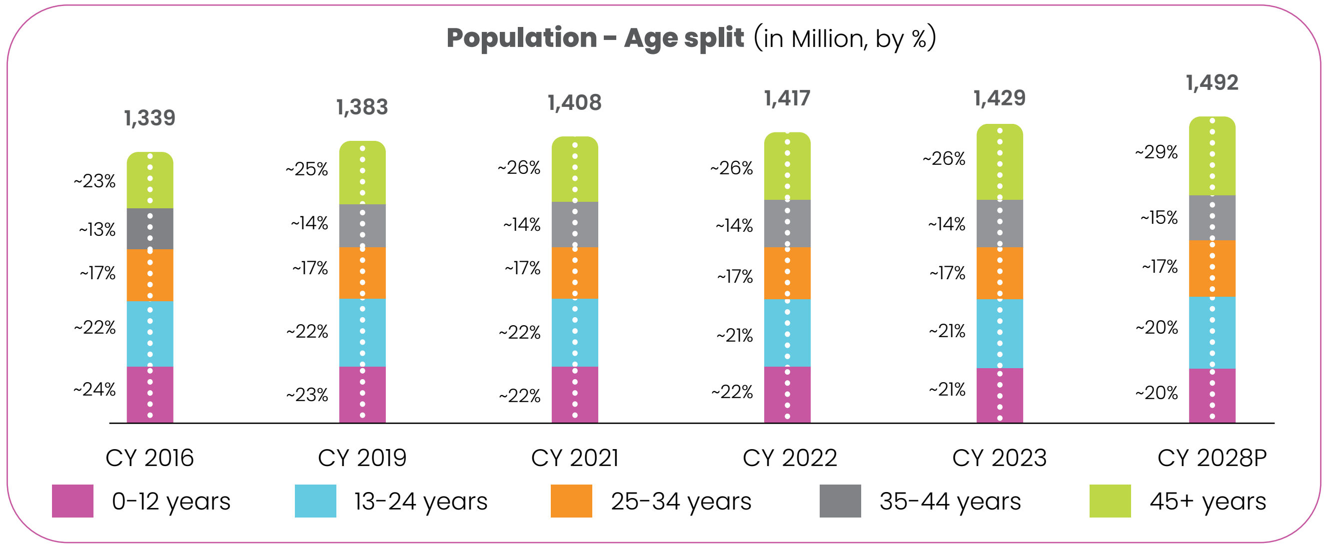
(Source: https://www.ibef.org/industry/ecommerce)



(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024; Union Budget 2025-26, Ministry of Finance)

India is among the Youngest Nations in the World

With a median age of around 28 years, India stands among the youngest major economies in the world, a structural advantage that underpins long-term consumption resilience and digital adoption. Children in the 0-12 age group constitute approximately 21% of India's population, making India home to the world's largest child demographic in absolute terms. The Millennial and Gen Z cohorts, born 1981 through 2012, now form the dominant parenting generation in India. These consumers are digitally native, brand-conscious, research-driven, and increasingly willing to pay a premium for trusted, safe, and quality-assured childcare products. During FY 2025-26, this generational shift continued to manifest in stronger online purchase intent, greater brand loyalty to established childcare platforms, and a pronounced preference for personalised digital shopping experiences, all structural tailwinds for organised multi-channel childcare retailers.



(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

India has One of the Largest Urban Populations Globally

India's urbanisation remains at approximately 36%, significantly below the 59-85% range seen across developed and maturing economies, a gap that represents a multi-decade runway of urbanisation-led consumption growth. India's urban population is expected to reach approximately 582 Million by FY 2028-29, with urbanisation acting as a structural driver of higher disposable incomes, demand for modern consumer services, and adoption of organised retail across both online and offline formats. During FY 2025-26, the urbanisation story was reinforced at the sub-metropolitan level: Tier II and Tier III cities emerged as the fastest-growing markets for organised childcare retail, e-commerce, and branded consumer products. Improving logistics connectivity, rising digital payment penetration, and growing brand aspiration among smaller-city consumers are steadily expanding the addressable market for organised players well beyond India's top metropolitan centres.

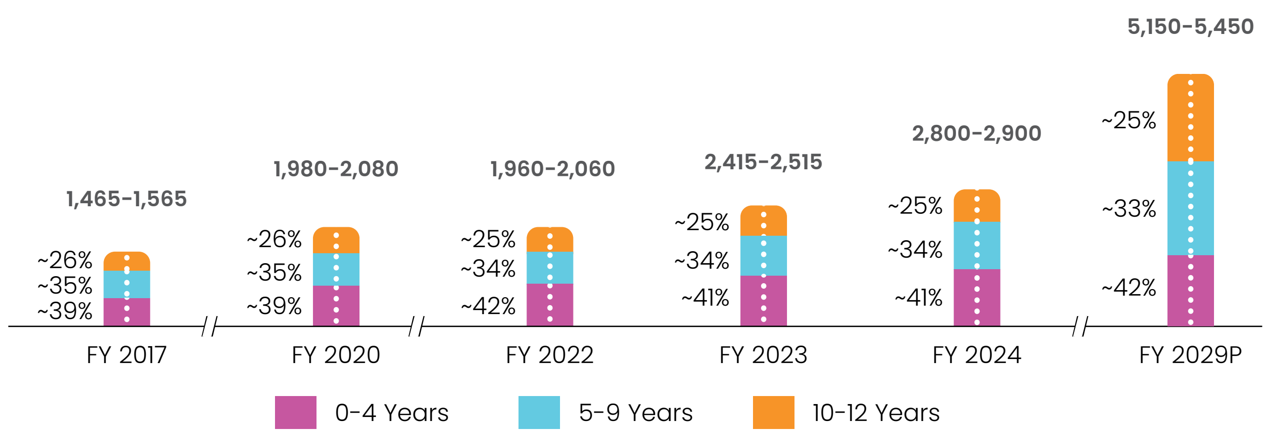
(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

Indian Childcare Market

India's childcare products market is underpinned by a uniquely powerful combination of structural fundamentals, approximately 21% of India's population falls in the 0-12 age group, one of the largest child demographics in the world; annual birth numbers remain among the highest across major economies; and per-capita spending on childcare products, while growing, remains significantly below comparable economies, creating a long structural growth runway ahead. Annual spend per child on childcare products in India is projected to nearly double to Rs. 17,800-18,200 by FY 2028-29 from current levels, a CAGR of 12-14%, driven by rising per capita income, increasing brand consciousness, and growing awareness around child health, safety, and wellness.

The overall childcare products market is projected to expand at a CAGR of 12-14%, reaching Rs. 5,150-5,450 Billion (approximately USD 64-68 Billion) by FY 2028-29. A large portion of this market remains unorganised, but the organised sector, comprising both vertical specialists and horizontal platforms, is steadily gaining ground. The fundamental nature of childcare spending remains predominantly non-discretionary, making the category structurally resilient across economic cycles.

Indian Childcare Products Market Size Segmentation by Age Group (in Rs. Billion, by %)



P. Projected
(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

FY 2025-26 was a year of significant structural acceleration for the organised childcare market. The GST rationalisation, which brought a broad swathe of childcare and consumer products into the lower 5% tax bracket, was a landmark policy development that improved affordability for parents and sharpened the value proposition of organised, branded retailers relative to unorganised players. This reform is expected to function as a multi-year structural tailwind, progressively formalising a market where the unorganised sector has historically dominated on price. Alongside this, rising parental awareness around product quality, safety, and authenticity, driven by the Millennial and Gen Z parenting generation's tendency to research products extensively online, continued to deepen the preference shift towards trusted, branded childcare products and platforms. The India baby care products market, according to recent industry research, was valued at approximately USD 4.82 Billion in 2025 and is expected to grow at a CAGR of approximately 9.17% through 2031, driven by premiumisation, online channel expansion, and growing penetration in Tier II and III cities.

Apparel, comprising clothing and footwear, remains the largest category in India's childcare products market by virtue of its essential and high-frequency nature. However, non-apparel categories including consumables, hard goods, and toys continued to grow at a faster pace during FY 2025-26, reflecting increasing adoption, higher per-transaction basket values, and greater parental willingness to invest in developmental and lifestyle products for their children. Within consumables, the diapering sub-category experienced a distinct challenge during the year: large horizontal e-commerce platforms engaged in elevated promotional and discounting activity, creating a period of heightened competitive intensity that temporarily pressured growth and margins for organised specialty retailers in this category. The non-discretionary nature of diapering spend means the underlying demand trajectory remains intact, and the competitive dynamics in this segment are expected to normalise as the market matures. Meanwhile, demand for hard goods, including baby gear, nursery products, and developmental toys, continued to be propelled by dual-income nuclear families, rising household incomes, and growing social media-driven awareness of premium childcare products.

(Sources: RedSeer report titled 'Childcare Market in India' dated July 11, 2024; Mordor Intelligence, India Baby Care Products Market, 2026; IMARC Group, India Baby Care Products Market Report, 2025)

Role of Multi-channel Retailing in the Indian Childcare Products Market

Multi-channel retail has emerged as a preferred model for serving customers in India's childcare market, one that combines the discovery and convenience of digital platforms with the trust, tactile experience, and community connection of physical stores. For parents navigating an intensely personal and emotionally significant consumption journey, neither channel alone is sufficient: the in-store experience supports product evaluation and brand trust-building, while the online channel enables convenience, variety, and the increasingly important assurance of fast and reliable delivery.

FY 2025-26 reinforced and accelerated several structural trends in multi-channel childcare retail. The rapid rise of quick commerce meaningfully elevated consumer expectations on delivery speed, reliability, and responsiveness across all retail formats, not just grocery. Organised retailers who had invested ahead of the curve in proprietary delivery infrastructure found themselves with a meaningful competitive advantage: the ability to offer superior, controllable customer delivery experiences that third-party logistics networks, grappling with rising demand and structural consolidation, were increasingly unable to provide consistently. The omnichannel cross-pollination effect, where customers transact seamlessly across both physical and digital touchpoints, continued to deepen, with such customers demonstrating structurally higher basket values, greater purchase frequency, and stronger brand loyalty than single-channel shoppers. This cross-pollination dynamic is emerging as one of the most durable competitive moats for specialist multi-channel retailers in the childcare space.

Digital communities and parenting content platforms continued to deepen their influence on purchase decisions during FY 2025-26, with parents increasingly relying on peer recommendations, expert content, and influencer guidance, often delivered through integrated retail-content ecosystems, to navigate brand and product choices. This convergence of commerce, content, and community is reshaping what it means to be a trusted childcare retailer, transforming the relationship from transactional to deeply relational. Retailers who serve parents as holistic companions across the full parenting journey, from pregnancy through early childhood, are commanding meaningfully stronger customer loyalty and lifetime value.

Growth Drivers of the India Childcare Products Market

The Indian childcare products market is driven by a powerful confluence of structural, demographic, and policy-driven factors:

Rising Disposable Incomes and Parental Spending Intent

A rapidly expanding middle class, rising household incomes, and the acceleration of consumption growth, supported in FY 2025-26 by income tax relief and rural income improvement, are translating into greater willingness among parents to invest in quality childcare products. Health, hygiene, and developmental spending for children are increasingly treated as non-negotiable priorities, insulating the category from broader consumption downturns.

GST Rationalisation: A Structural Demand Catalyst

The sweeping GST reform implemented during FY 2025-26, which brought a broad range of childcare and consumer products into the 5% tax bracket, is expected to function as a multi-year tailwind for the organised childcare sector, improving affordability, accelerating formalisation, and widening the competitive advantage of branded organised players over unorganised alternatives.

Nuclearisation of Families and Dual-Income Households

The structural shift towards smaller nuclear households and dual-income families, particularly in urban India, drives higher demand for convenience-oriented, quality-assured childcare products and reduces reliance on extended family networks for childcare-related guidance and purchasing decisions.

Shorter Replacement Cycles

The rapidly evolving needs of children across the 0-12 year age spectrum lead to naturally shorter product replacement cycles and higher purchase frequencies, creating a structurally recurring demand base across categories including apparel, footwear, consumables, and developmental products.

Tier II and Tier III Market Expansion

Improving digital connectivity, logistics infrastructure, and rising brand aspiration in smaller cities are opening large, underpenetrated markets for organised childcare retailers. Tier II and Tier III cities accounted for over 60% of e-commerce transactions in India in FY 2025-26, a structural shift that directly expands the addressable market for multi-channel childcare platforms.

Premiumisation and Quality Consciousness

India's Millennial and Gen Z parenting cohort is demonstrating a pronounced preference for premium, safe, and quality-assured products, particularly those with transparent ingredient sourcing, safety certifications, and strong brand credibility. This trend continued to deepen in FY 2025-26, driving trading-up across categories including baby skincare, apparel, and developmental toys.

Rising Delivery Expectations Driving Last-Mile Investment

Quick commerce's structural impact on consumer expectations, particularly around delivery speed and reliability, is prompting organised childcare retailers to invest in proprietary delivery infrastructure. Our last-mile and fulfilment capabilities to meet these evolving expectations are enabling us to deliver greater speed, reliability and convenience to our customers while creating a differentiated omnichannel experience.

The UAE Retail and Childcare Products Market

The UAE retail market continues to benefit from a structurally attractive consumer environment, a large, high-income expatriate population, robust tourist spending, a mature mall-driven retail culture, and rapidly growing digital commerce adoption. E-commerce in the UAE is projected to reach Rs. 2.2-2.4 trillion (approximately USD 28-30 Billion) by FY 2028-29, with its share of total retail expected to reach approximately 25% over this period. Strong smartphone and internet penetration, combined with an increasingly multichannel consumer behaviour, continues to drive retail market growth. During FY 2025-26, the UAE e-commerce market remained intensely competitive, with large horizontal platforms maintaining aggressive promotional activity, a dynamic that pressured margin profiles across the category and reinforced the importance for specialty players of building differentiated value propositions grounded in home brand depth, product curation, and superior customer engagement.

The UAE Childcare Products Market

The UAE childcare products market is projected to grow at a CAGR of 3-5%, reaching Rs. 240-280 Billion (approximately USD 3-3.5 Billion) by FY 2028-29. Growth is supported by a young and large expatriate population, increasing awareness of quality childcare products, rising digital adoption, and the continued expansion of both physical and online childcare-focused retail. During FY 2025-26, the organised childcare retail segment in the UAE navigated a challenging competitive backdrop with discipline, prioritising customer quality, home brand penetration, and gross margin improvement over volume at any cost. The strategic focus on acquiring high-retention customers and building a differentiated assortment is laying the foundation for a more sustainable and profitable growth trajectory in this market.

(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

The KSA Retail and Childcare Products Market

The Kingdom of Saudi Arabia presents one of the most compelling emerging market opportunities for organised childcare retail. Sustained by Vision 2030's transformative social and economic reforms, which have materially increased female workforce participation, driven urbanisation, and stimulated domestic consumption, the KSA retail market has demonstrated strong post-pandemic momentum. E-commerce penetration within overall retail is projected to increase from approximately 13% to approximately 22% by FY 2028-29, as the market is expected to grow to Rs. 3.2-3.4 trillion (approximately USD 40-42 Billion) over the same period. A large, young population with high childcare spending per capita, significantly above Indian levels, combined with the increasing presence of international and regional brands, makes KSA the largest childcare products market in the GCC.

KSA Childcare Products Market

The KSA childcare products market is projected to reach Rs. 640-680 Billion (approximately USD 8-8.5 Billion) by FY 2028-29, growing at a CAGR of 3-5% from FY 2023-24 to FY 2028-29. Growth is driven by the entry of global brands, expanding e-commerce platforms, higher female workforce participation, and growing parental awareness around child health and developmental spending.

(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

Indian Preschool Market

India's preschool and early childhood care market is growing robustly, powered by a structural confluence of demographic and socioeconomic forces. The market is projected to reach USD 12-15 Billion by FY 2033-34, growing at a CAGR of approximately 9-11%, driven by increasing female workforce participation, the proliferation of nuclear family structures, rising urban disposable incomes, and a deepening parental commitment to quality early childhood development. Value growth is expected to outpace growth in the number of centres, reflecting premiumisation. Parents are spending more per child as aspirations for curriculum quality, infrastructure, and holistic developmental outcomes rise. The National Education Policy 2020 emphasis on foundational learning continues to catalyse organised private sector participation, while government schemes supporting early childhood care reinforce both demand and investment confidence across the sector.

(Sources: RedSeer report titled 'Childcare Market in India' dated July 11, 2024; IMARC Group, Indian Pre-School/Childcare Market Report, 2025; Expert Market Research, India Pre-School/Childcare Market Report and Forecast 2026-2035, https://www.expertmarketresearch.com/reports/india-pre-school-childcare-market)

Indian Diaper Manufacturing Market

India's baby diaper market represents one of the important growth segments within the broader childcare products universe, driven by a large and consistent birth cohort, rapid penetration of modern disposable diaper formats in Tier II and beyond cities, and rising awareness of infant hygiene among a new generation of health-conscious parents. The market is projected to expand at a CAGR of approximately 15-17%, reaching Rs. 185-195 Billion (approximately USD 2.3-2.4 Billion) by FY 2028-29. The sector benefits from strong domestic manufacturing capabilities, with the overwhelming majority of diapers produced locally, creating a resilient and largely self-sufficient supply chain that is well-insulated from global sourcing disruptions.

FY 2025-26 presented a distinct near-term challenge within the diapering category: large horizontal e-commerce platforms engaged in aggressive and sustained promotional discounting, creating a period of elevated competitive intensity that pressured margins and growth for organised specialty retailers. This type of heightened pricing intensity, driven by scale-seeking strategies of well-capitalised horizontal players, is not unprecedented in the evolution of the organised consumer products market in India. The non-discretionary nature of diapering spending provides structural insulation to underlying volume demand, and the competitive dynamics in this category are expected to normalise as players reassess unit economics. For organised multi-channel retailers with diversified category exposure, the diapering headwind was offset by continued strength in apparel, hard goods, and other consumables categories.

(Source: RedSeer report titled 'Childcare Market in India' dated July 11,

Indian Direct to Consumer (D2C) Brands Market

India's D2C brand ecosystem has matured significantly, evolving from a phase of growth-at-all-costs to one where sustainable profitability, portfolio depth, and operational discipline are the defining characteristics of market leaders. The D2C segment is projected to grow at a CAGR of approximately 33-35%, reaching USD 34-35 Billion by FY 2028-29 across various projections, as consumer preference for curated, category-specific, and directly-accessible brand experiences continues to deepen. Categories including home improvement and utilities, home appliances, health and personal care, beauty, and active lifestyle accessories have established themselves as high-growth strongholds for D2C players.

FY 2025-26 reinforced several important structural trends in the D2C space. Marketplace policy changes by leading platforms during the year, most notably Flipkart's revised revenue recognition and settlement framework, prompted D2C brands to reassess their channel dependencies and accelerate multi-platform distribution strategies. Brands with genuine product differentiation, strong customer retention, and diversified channel exposure proved more resilient to these platform-level disruptions than those with concentrated marketplace exposure. The growing importance of quick commerce as a distribution channel, particularly for home care, personal care, and consumable categories, opened a new frontier for D2C brands with the right product formats. Organic, entirely acquisition-driven growth, without inorganic portfolio additions, became the marker of genuinely strong D2C businesses, separating those with real product-market fit from those dependent on capital deployment for topline growth.

(Sources: RedSeer report titled 'Childcare Market in India' dated July 11, 2024; IBEF E-commerce and D2C Industry Report, https://www.ibef.org/industry/ecommerce)

Total Addressable Market

Our total addressable market is projected to grow at a robust CAGR of approximately 11-13%, reaching around Rs. 6,670-7,070 Billion (approximately USD 83-88 Billion) by FY 2028-29. This TAM spans India's childcare products market, the childcare markets of UAE and KSA, and the India preschool market, each of which benefits from distinct but mutually reinforcing structural growth drivers: rising incomes, favourable demographics, urbanisation, premiumisation, and the accelerating shift from unorganised to organised retail. The structural developments of FY 2025-26, particularly the GST rationalisation, the acceleration of household income growth, and the deepening of digital retail adoption, have strengthened the near-term growth trajectory of this TAM by improving affordability, stimulating organised sector demand, and broadening the reachable consumer base.

GlobalBees Brands, our D2C brand rollup platform, operates in India's fast-growing D2C market, which is projected to grow at a CAGR of 33-35% to reach Rs. 2,720-2,760 Billion (approximately USD 34-35 Billion) by FY 2028-29. The strong organic growth delivered by GlobalBees' core categories during FY 2025-26, spanning Home Improvement & Utilities, Home Appliances, Health & Personal Care, and Active, Lifestyle & Accessories, is a direct validation of the scale and quality of this TAM.

(Source: RedSeer report titled 'Childcare Market in India' dated July 11, 2024)

Company Overview

Brainbees Solutions Limited, operating under the brand FirstCry, is India's largest multi-channel retailing platform for Mothers', Babies', and Kids' products by GMV*. We operate one of India's most comprehensive platforms catering to the full spectrum of parenting needs through three integrated pillars: commerce, content and community, and education. Founded in CY 2010 with the vision of building a one-stop destination for parents, FirstCry has grown into an ecosystem that accompanies families from the earliest stages of pregnancy through approximately 12 years of a child's life, building a long-duration, high-frequency, and deeply trusted relationship that evolves in step with the child's growing needs. Our international expansion into the UAE and KSA, initiated in CY 2019 and CY 2022 respectively, has extended this proven multi-channel playbook to two of the most attractive childcare markets in the GCC.

FY 2025-26 was a year in which we continued to strengthen the operating capabilities required to support long-term growth, while maintaining a clear focus on profitability and cash generation. Despite a challenging operating environment and margin pressure in select categories during the second half, the Group delivered meaningful financial progress: India Multi-Channel remained PAT and Free Cash Flow positive, while the consolidated business achieved positive Free Cash Flow# in FY 2025-26 for the first time.

We organise our business into the following four segments

India Multi-Channel Business

The India Multi-Channel Business is our largest and most established segment, the commercial and strategic heart of our overall platform. Since inception in CY 2010, this business has pursued a fundamentally different ambition from conventional retail: to build a holistic companion for parents across the entire parenting journey, not merely a shopping platform. This has meant integrating commerce with trusted content, expert community, hospital partnership programmes, and early education, creating a multi-touchpoint relationship with parents that generates loyalty, repeat purchasing, and lifetime value well beyond what any single-channel approach could sustain.

The India Multi-Channel platform operates as a deeply integrated ecosystem comprising:

Online

A powerful digital presence through the FirstCry mobile app and website, with 193 Million app downloads across India as of March 31, 2026, making it one of India's most widely used parenting and childcare commerce platforms.

Offline

A nationwide network of 1,189 modern stores as of March 31, 2026, comprising 536 Company-Owned Company-Operated (COCO) stores and 653 Franchisee-Owned Franchisee-Operated (FOFO) stores, complemented by general trade retail distribution.

Content, Community, and Education

A deeply engaged parenting community integrated within the FirstCry app, offering curated content, expert guidance, peer-led support, and hospital gift hamper and Club membership programmes, complemented by the FirstCry Intellitots preschool network that extends the brand's community presence into local neighbourhoods across India.

*As per RedSeer report titled 'Childcare Market in India' dated July 11, 2024

#Free Cash Flow: Net Cash Generated from/(Used in) Operating Activities, less cash outflows towards the acquisition of property, plant and equipment and intangible assets.

The platform's product assortment spans approximately 2 Million SKUs as of March 31, 2026, across leading Indian and global brands alongside our well-established portfolio of home brands. The home brand portfolio, anchored by BabyHug, Pine Kids, CuteWalk, and Babyoye, spans the full spectrum of childcare categories from apparel and footwear to consumables, baby gear, and personal care. These brands are developed with a deep understanding of Indian parenting needs, backed by an in-house product lifecycle management system and a network of more than 800 contract manufacturers. Home brands serve a dual strategic purpose: they generate structurally higher gross margins compared to third-party brands, and they create a product experience that is exclusive to the FirstCry ecosystem, reinforcing customer loyalty and platform stickiness.

BabyHug caters to the 0-6 years age group with a comprehensive range spanning apparel, clothing, footwear, diapers, wipes, baby gear, toys, and personal care products. In FY 2023-24, BabyHug was recognised as the largest MBK products brand in the Asia Pacific region (excluding China) in terms of product assortment, and the largest multi-category MBK brand in India in terms of GMV*.

Pine Kids addresses the 4-12 years age group with trendy, comfortable apparel, footwear, accessories, toys, sports, and lifestyle products, including Pine Active, a dedicated athleisure range, and a bath and skincare range for tweens and teens.

CuteWalk is an exclusive footwear sub-brand under BabyHug, offering the largest product assortment of babies' and kids' footwear products in India.*

Babyoye is a premium baby fashion and footwear brand crafted from premium soft organic fabrics and supima cotton, catering to stylish and quality-conscious parenting choices across early childhood.

*As per RedSeer report titled 'Childcare Market in India' dated July 11, 2024

As of March 31, 2026, the India Multi-Channel Business operated a supply chain network of 84 warehouses and stockists, enabling same-day delivery in more than 25 cities and next-day delivery in more than 980 cities in India, supported by a combination of third-party logistics providers and our expanding proprietary RocketBees delivery network.

A defining operational development of FY 2025-26 was the launch and rapid scale-up of RocketBees, Our proprietary, asset-light, technology-driven last-mile delivery initiative. Built entirely on a technology stack developed by us and operated through dedicated regional logistics partners working exclusively for FirstCry shipments, RocketBees was designed to address a structural gap in the Indian logistics ecosystem: the absence of differentiated, premium-quality last-mile delivery tailored to the specific requirements of a multi-category, wide-SKU childcare platform. By March 31, 2026, RocketBees had expanded to 62 cities, covering approximately 40% of our total online shipment volumes, and had delivered a meaningful improvement in delivery turnaround times relative to third-party logistics providers. The initiative is targeted to cover 45-50% of total shipments by mid-FY 2026-27. Alongside RocketBees, we launched FirstCry Qwik, a few-hours delivery proposition piloted during the year across select cities, leveraging COCO stores and dark stores as local fulfilment nodes to serve the full FirstCry product assortment. Qwik represents our forward-looking response to the rapid rise of consumer expectations for faster delivery and positions the business to competitively serve the next generation of parenting consumers who expect the speed of quick commerce with the depth of a full-category specialist retailer.

Financial and Operational Performance for FY 2025-26 (India Multi-Channel Business)

The India Multi-Channel Business operated through a challenging external environment in FY 2025-26, characterised by relatively muted urban consumer sentiment for much of the year, transient demand deferral driven by GST transition uncertainty, heightened competitive intensity in the diapering category, and disruptions from geopolitical tensions in northern states. Despite these headwinds, the business delivered improving revenue growth on a year-on-year basis over the course of the year, reaffirming the resilience of the multi-channel childcare model. Profitability continued to strengthen, with the India Multi-Channel Business remaining PAT positive and Free Cash Flow positive for FY 2025-26. Key highlights for the year are as follows:

- Annual Unique Transacting Customers grew year-on-year, reflecting continued deepening of the platform's reach and customer stickiness across both online and offline channels
- Orders and Gross Merchandise Value (GMV) grew year-on-year, with online and offline channels both contributing to overall growth
- Revenue from operations grew year-on-year, supported by platform mix improvements and the structural shift towards higher-value transactions
- Gross margin in India Multi-Channel was impacted during the second half of FY 2025-26 by heightened competitive intensity in the diapering category and, in Q4, by rupee depreciation and higher crude-linked raw-material costs in the manufacturing business
- Despite the pressures on Gross Margin, operating leverage partly offset the impact at the Adjusted EBITDA level
- Omni-channel cross-pollination deepened, with a meaningful proportion of GMV in India's major cities generated from customers transacting across both online and offline channels, a testament to the strength and integration of the multi-channel model

The following table sets out the key financial and operational metrics for the India Multi-Channel Business.

Particulars	FY 2025-26	FY 2024-25
Annual Unique Transacting Customers (Million)	11.03	10.1
Orders (Million)	42.8	39.5
Average Order Value (Rs.)	2,284	2,229
Gross Merchandise Value, GMV (Rs. Million)	97,832.56	88,089.97
Revenue from Operations (Rs. Million)	57,533.35	52,784.90
Adjusted EBITDA (Rs. Million)	5,050.53	4,996.74
Adjusted EBITDA Margin (%)	8.8%	9.5%

Growth Drivers: India Multi-Channel Business

The India Multi-Channel Business is supported by a set of structural growth drivers that have compounded in strength over time:

- **Favourable Demographics and a Brand:** Conscious Parenting Generation: A large, young, digitally native parenting cohort, increasingly Millennial and Gen Z in composition, is driving a structural shift toward trusted brands, quality-assured products, and seamlessly integrated online-offline shopping experiences. These consumers research extensively, engage deeply with brand content, and reward platforms that deliver both assortment breadth and superior service.
- **Multi-Channel Integration and Omni-Channel Cross-Pollination:** The seamless weave of the FirstCry online platform and offline store network creates unique cross-channel buying behaviours. Customers who transact across both channels demonstrate significantly higher basket values, frequency, and brand loyalty, generating lifetime value that substantially exceeds single-channel shoppers. The GMV from top 50 cities from cross channel customers is 36% in respect of both online and offline business for the financial year 2025-26.
- **Home Brand Scale and Margin Expansion:** The growing share of home brands in revenue is a structural and compounding driver of both gross margin improvement and competitive differentiation. Home brands, exclusive to the FirstCry ecosystem, create a product experience that cannot be replicated by horizontal or unorganised competitors, while generating margins that fund further investment in customer acquisition and retention.
- **Tier II and Tier III Expansion:** Rising digital adoption, improving logistics connectivity, and growing brand aspiration in smaller Indian cities continue to expand the addressable market for the India Multi-Channel Business. Offline stores play a critical role in building brand credibility and trust in these markets, while the online platform delivers the assortment depth that local alternatives cannot match.
- **Delivery Experience as a Competitive Moat:** The RocketBees and FirstCry Qwik initiatives, our proprietary last-mile delivery network, is emerging as a meaningful competitive differentiator. Cities covered by RocketBees are already demonstrating higher growth rates and better delivery timelines than those served exclusively by third-party logistics, validating the investment thesis and setting the stage for broader network expansion in FY 2026-27. FirstCry Qwik, launched in December 2025, was expanded to selected catchments across five cities by March 31, 2026, enabling delivery in less than three hours in those catchments using the network of our COCO stores and our 84 warehouses and stockists across India.
- **Realignment of Product Portfolio for Offline Business:** We have rolled out realignment of our product portfolio for our offline business to drive further increase in footfall and conversions. This has already started giving good results in our COCO stores and the realignment is expected to be completed by Q1 FY 2026-27.
- **Content, Community, and Trust Ecosystem:** The FirstCry parenting platform, encompassing expert content, peer communities, hospital programmes, and the Intellitots preschool network, creates engagement touchpoints well beyond the transactional relationship, reducing customer acquisition costs over time and building a brand that parents trust not just for products but for the full parenting journey.

Strategy: India Multi-Channel Business

The India Multi-Channel Business is focused on delivering superior growth and sustained profitability improvement through the following strategic priorities:

- Expand and scale the RocketBees proprietary delivery network, targeting coverage of 45-50% of total online shipments by mid-FY 2026-27, to structurally improve customer experience, reduce return-to-origin rates, and drive higher retention and growth in cities served
- Scale up the FirstCry Qwik quick-delivery proposition from its pilot phase into a more broadly available offering, leveraging the COCO store network and dark store infrastructure to address rising consumer expectations for faster delivery across the full FirstCry product assortment, targeting coverage of 10% of online shipments by end of FY 2026-27.
- Implement the offline product portfolio realignment, a depth-over-width strategy that optimises in-store assortment to improve COGS efficiency, enable better customer pricing, and drive stronger footfall and conversion, with full rollout expected in FY 2026-27
- Continue expanding the offline store network in a capital-efficient manner, with approximately 100 store additions planned in FY 2026-27 through an appropriate mix of COCO and FOFO formats
- Deepen home brand share in the product mix, building on the existing BabyHug, Pine Kids, CuteWalk, and Babyoye portfolio, to continue driving structural gross margin improvement
- Grow the customer base through a diversified acquisition ecosystem spanning digital marketing, influencer programmes, the hospital gift hamper initiative, FirstCry Club membership, and the Intellitots preschool network, while deploying increasing marketing investment behind the improving delivery experience to maximise acquisition yield

International Business

Our International Business, operating in the UAE since CY 2019 and in KSA since CY 2022, represents our first significant replication of our proven India playbook in high-potential overseas markets. Both markets are characterised by large, high-income populations with significantly higher per-capita childcare spending than India, a growing appetite for quality branded products, and an e-commerce ecosystem that is expanding rapidly. As per the RedSeer Report for FY 2023-24, we are the largest specialist online MBK product retail platform in UAE, in terms of GMV, and the largest online-first Mothers', Babies' and Kids' product-focused retail platform in KSA. The International Business reached 7 Million app downloads across UAE and KSA as of March 31, 2026.

FY 2025-26 was a year of measured and disciplined progress for the International Business. The operating environment remained challenging, large horizontal e-commerce platforms in the region maintained elevated promotional activity, exerting pressure on the competitive landscape. We chose to remain firmly on the path of sustainable, quality-first growth: declining to participate in margin-dilutive promotional cycles, instead focusing on improving home brand penetration, optimising the product mix, acquiring high-retention customers, and steadily reducing EBITDA losses. The International Business delivered 10% revenue growth in FY 2025-26 while continuing to improve its unit economics. Gross margin improved by approximately 240 bps year-on-year and Adjusted EBITDA loss reduced by 35% to Rs. 907 Million, with the Adjusted EBITDA margin improving to (10%) from (16%) in FY 2024-25. We also opened our first company-owned and operated physical store in Riyadh, Saudi Arabia during FY 2025-26, our first offline presence in the GCC.

Financial and Operational Performance for FY 2025-26 for International Business

Key performance highlights for the year are as follows:

- Annual Unique Transacting Customers grew year-on-year, reflecting sustained and quality-focused customer acquisition across UAE and KSA despite the deliberate decision not to pursue volume through promotional pricing
- Revenue grew at a healthy rate year-on-year, continuing to outpace GMV growth as our ongoing optimisation of our top-line mix towards higher-revenue-retention product categories took effect
- Gross margins expanded meaningfully year-on-year, driven by improving home brand share in the product mix and continuing optimisation of category selection
- Adjusted EBITDA losses reduced significantly year-on-year, continuing and accelerating the consistent loss-reduction trajectory sustained since FY 2022-23
- The KSA Riyadh store, opened during FY 2025-26, delivered a promising early performance across both customer satisfaction and operational metrics

The following table sets out the key financial and operational metrics for the International Business.

Particulars	FY 2025-26	FY 2024-25
Annual Unique Transacting Customers (Million)	0.53	0.5
Orders (Million)	2.1	1.9
Average Order Value (Rs.)	9,067	9,197
Gross Merchandise Value, GMV (Rs. Million)	18,602.23	17,763.12
Revenue from Operations (Rs. Million)	9,474.18	8,585.52
Adjusted EBITDA (Rs. Million)	(907.29)	(1,400.78)
Adjusted EBITDA Margin (%)	(9.6%)	(16.3%)

GlobalBees Brands

GlobalBees Brands is our D2C brand rollup platform, in which we hold a 51.68% stake on a fully diluted basis. Operating a curated portfolio of brands across four core categories, Home Improvement & Utilities, Home Appliances, Health & Personal Care, and Active, Lifestyle & Accessories, GlobalBees sells across India's leading online marketplaces and is building a track record of entirely organic, profitable growth. The last brand acquisition was made in September 2022; every unit of growth since has been generated organically, through deepening market penetration, stronger brand execution, new product development and category leadership within the chosen verticals. GlobalBees operates with its own management team, independent Board, and a separate investor base comprising Premji Invest, Lightspeed, and Chiratae, among others, and is evaluating strategic options for long-term value creation.

FY 2025-26 was a year of strong performance for GlobalBees' core categories, which delivered robust year-on-year revenue growth and continued to improve their profitability profile. Core categories, which represent more than 95% of the business, operated at adjusted EBITDA margins of approximately 4.9% post corporate expenses, reflecting the strength of the focused, high-quality brand portfolio. The overall reported GlobalBees numbers were weighed down during the year by the ongoing rationalisation of non-core brands, a deliberate and value-creating process of exiting lower-performing, loss-making portfolio brands to sharpen the business's focus and improve overall margin quality. This rationalisation process is expected to be substantially complete in the early part of FY 2026-27, after which the overall GlobalBees reported numbers will converge with the strong underlying core category performance. Further, a change in Flipkart's revenue recognition and settlement policy during the year had a transient effect on reported revenues and the gross margin, though the adjusted EBITDA margin continues to expand.

Financial and Operational Performance for FY 2025-26 (GlobalBees Business)

Key performance highlights for the year are as follows:

- Core categories (Home Improvement & Utilities, Home Appliances, Health & Personal Care, and Active, Lifestyle & Accessories) delivered strong year-on-year revenue growth, continuing the consistent growth trajectory sustained over the past several years
- Core category adjusted EBITDA margins remained strong at approximately 4.9% post corporate expenses, demonstrating the underlying profitability and scalability of the focused portfolio
- Overall adjusted EBITDA for GlobalBees improved significantly year-on-year as operational leverage increased, and the mix shifted towards higher-margin core categories
- Brand portfolio rationalisation progressed during the year, with non-core brand exits creating short-term reported revenue headwinds but improving the quality and sustainability of the overall margin profile

The following table sets out the key financial metrics for the GlobalBees segment.

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations (Rs. Million)	18,943.48	15,777.02
Adjusted EBITDA, Overall (Rs. Million)	558.65	220.56
Core Category Revenue Growth (YoY %)	27.7%	30%

Others, Preschool Business (FirstCry Intellitots)

Our preschool business, operating under the FirstCry Intellitots brand, continued its robust growth trajectory in FY 2025–26, with revenue and EBITDA growing at healthy double-digit rates year-on-year. The organised preschool segment continued to expand rapidly, driven by increasing adoption of franchise-led models, technology-enabled learning tools, curriculum innovation aligned with the National Education Policy (NEP) 2020, and rising demand from Tier II and Tier III cities. Against this favourable backdrop, the Intellitots network reached 436 preschools as of March 31, 2026, and continued to deliver strong EBITDA margins. Beyond its financial contribution, Intellitots serves as a strategic community-level touchpoint that strengthens brand trust, enables early engagement with young families, and acts as a meaningful customer acquisition channel for the broader FirstCry ecosystem. Our long-term ambition of building a network of 1,000 preschools across India remains a key strategic objective and supports our vision of deepening neighbourhood-level engagement across the country.

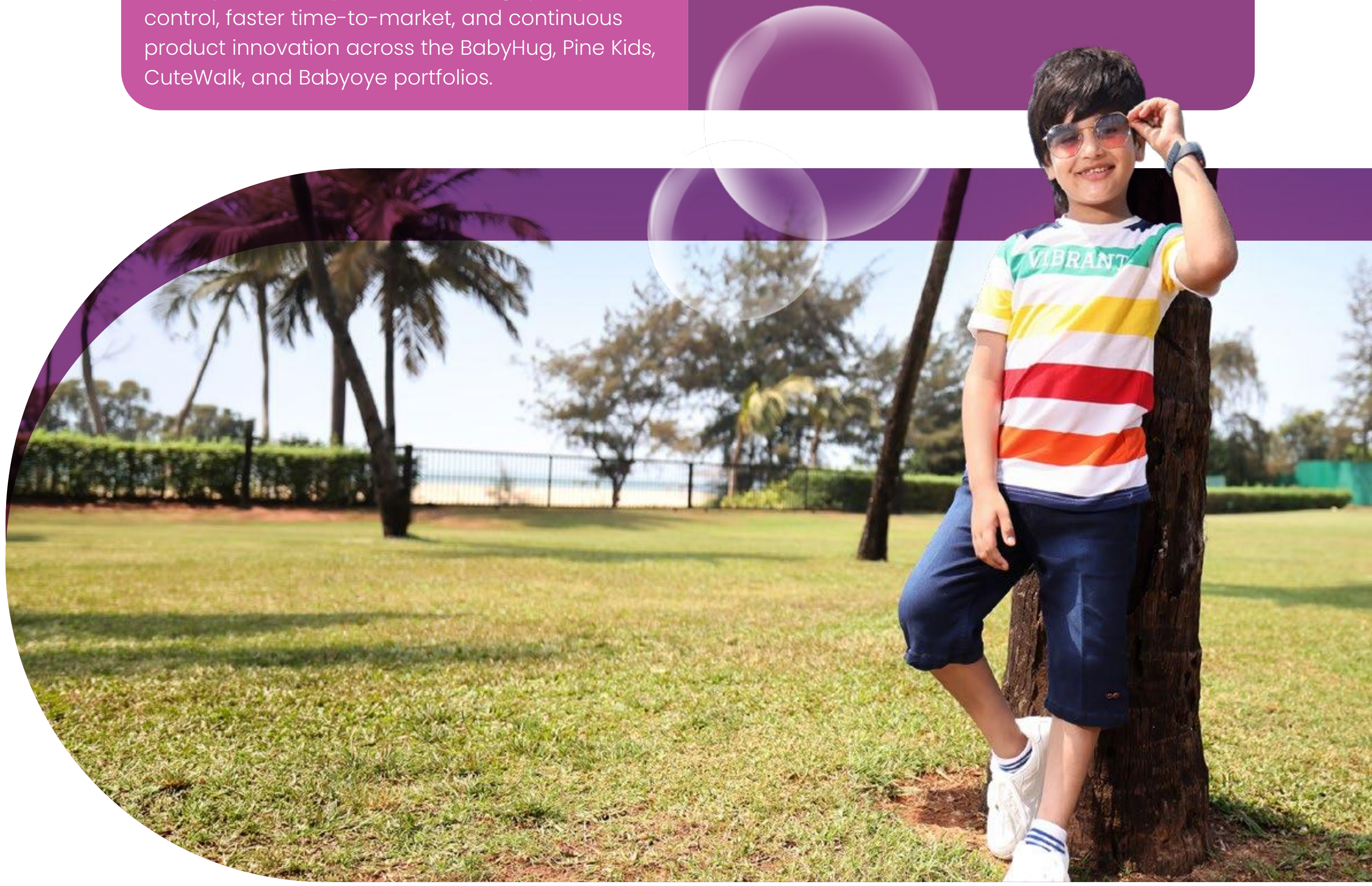
Key Capabilities

Data-Driven Customer Insights and Technology

Our technology platform serves as the backbone of our multi-channel operations, enabling a personalised, lifecycle-driven engagement experience for Millions of parents across India and the GCC. The FirstCry app (India + Middle East), with 193 Million downloads as of March 31, 2026, delivers hyper-personalised experiences customised based on child age, gender, and purchase history, ensuring that each parent receives the most relevant content, products, and promotions at every stage of the parenting journey. During FY 2025-26, we deepened our investments in AI-driven personalisation, intelligent sorting frameworks, and data-powered marketing efficiency, with the objective of improving returns on marketing spend as delivery experiences improved and consumer sentiment gradually normalised. Our proprietary PLM system governs every stage of the home brand production process, enabling quality control, faster time-to-market, and continuous product innovation across the BabyHug, Pine Kids, CuteWalk, and Babyoye portfolios.

Integrated Supply Chain and Manufacturing Backbone

Our supply chain, spanning 84 warehouses and stockists as of March 31, 2026, a network of more than 800 contract manufacturers, and three in-house diaper manufacturing subsidiaries, provides the physical infrastructure required to make a wide and diverse range of childcare products accessible to parents across India. The commissioning of the proprietary RocketBees delivery network during FY 2025-26 added a new strategic capability layer. For the first time, we now control a significant and growing portion of our own last-mile delivery network, enabling direct management of the customer delivery experience, improving delivery turnaround times, reducing return-to-origin rates, and creating the foundational infrastructure needed to scale FirstCry Qwik into a full-capability quick-delivery proposition.



1

Investing in Brand, Technology, and Membership to Drive Customer Acquisition and Retention:
Our customer relationship extends well beyond the point of transaction. We continue to invest in brand-building through responsible and culturally resonant marketing, in technology that personalises the shopping experience at scale, and in community and membership programmes, including the FirstCry Club and the hospital gift hamper initiative, which create engagement and loyalty across the full parenting lifecycle. These investments have driven consistent improvements in both customer acquisition and retention metrics and will continue to be scaled as delivery experience enhancements improve the yield from incremental marketing spend.

2

Building a Superior Multi-Channel Retail Network:
The strength of our model lies in the seamless integration of our online and offline channels, creating a customer experience that neither channel alone can deliver. Our strategy for FY 2026-27 and beyond centres on three reinforcing investments: expanding the COCO store network, scaling RocketBees to cover a majority of online shipments, and launching Qwik as a competitive quick-delivery proposition. Collectively, these initiatives are designed to deliver the most comprehensive, trusted, and convenient childcare retail experience for Indian parents.

3

Growing and Diversifying Home Brands:
Home brands represent the most powerful and sustainable source of differentiation and margin advantage available to us. Our strategy is to continuously expand the depth, breadth, and innovation within our home brand portfolio, guided by customer behaviour data, market gap analysis, and our in-house product development team, while maintaining the premium quality and trust that define the BabyHug, Pine Kids, CuteWalk, and Babyoye brands.

4

Enhancing Supply Chain and Delivery Capabilities:
FY 2025–26 marked a turning point in our supply chain evolution. The RocketBees initiative which is a proprietary, asset-light, technology-enabled delivery network has improved delivery turnaround times and service metrics in covered markets. Our strategy is to continue scaling this network aggressively while further strengthening the infrastructure architecture through the introduction of Qwik as a quick-delivery layer. Together with Qwik, these capabilities involve some near-term front-loading of logistics costs as individual city networks scale; however, we expect unit economics to improve as shipment density and network utilisation mature.

5

Expanding Internationally with Discipline and Sustainability:
Our International Business strategy is grounded in a clear order of priorities: achieving sustainable unit economics through home brand penetration, category mix optimisation, and customer quality improvement, followed by investments in marketing and growth once the economic foundation is firmly established. The opening of the first Riyadh store in FY 2025-26 signals the beginning of the omni-channel evolution of our International Business, a strategy expected to accelerate customer acquisition and brand building across GCC markets.

6

Scaling GlobalBees Portfolio with Profitable Organic Growth:
GlobalBees' strategy is centred on deepening its leadership in selected core categories through brand execution excellence, product quality, and marketplace presence, while completing the portfolio rationalisation of non-core brands in the early part of FY 2026-27 to fully unlock the profitability potential of the core business. The goal is to build a portfolio of category-leading D2C brands that generate strong, sustainable margins and are well-positioned for evaluating strategic options for long-term value creation.

Opportunities

GST Rationalisation as a Multi-Year Structural Tailwind

The sweeping GST reform of FY 2025-26, which moved approximately one-third of the consumer product portfolio into the lower 5% tax bracket, has created a durable competitive advantage for organised, branded childcare retailers. By improving affordability and narrowing the price gap with unorganised alternatives, this reform is expected to accelerate market formalisation and drive sustained volume growth for organised players over the coming years.

Premiumisation and Home Brand Expansion

India's Millennial and Gen Z parenting cohort is demonstrating a consistent willingness to pay premium prices for quality, safety-certified, and trusted products. Our home brand portfolio, which spans value to premium price points, is well-positioned to capture this premiumisation trend across categories, driving both revenue growth and structural margin improvement.

Enhancing the Delivery Experience through RocketBees and Qwik

The investments made in FY 2025-26 to build RocketBees and pilot FirstCry Qwik are strengthening our delivery capabilities in the speciality childcare retail segment. These initiatives are increasingly relevant as consumer expectations around speed, convenience and reliability continue to evolve, influenced in part by the growth of quick commerce. Markets served by RocketBees have demonstrated encouraging growth trends, reinforcing our confidence in the opportunity to progressively scale these capabilities.

Technology and AI-Driven Customer Experience Enhancement

The adoption of AI and machine learning across product discovery, personalisation, inventory management, and logistics optimisation offers significant potential to enhance the efficiency and effectiveness of the FirstCry platform. According to industry estimates, Generative AI tools are expected to improve productivity across retail operations by 35-37% by 2030, creating a favourable tailwind that organised, technology-enabled retailers are well-positioned to capture.

Penetration into India's Underpenetrated Tier II and Tier III Markets

With Tier II and Tier III cities now accounting for over 60% of India's e-commerce transactions and expected to add approximately 100 Million new consumers to branded and organised retail by 2030, the opportunity for us to deepen our presence in these markets through both our expanding offline store network and growing online delivery coverage is substantial and well-timed.

GlobalBees Core Category Growth and Value Crystallisation

The completion of the GlobalBees brand portfolio rationalisation in the early part of FY 2026–27 is expected to unlock the full profitability potential of the core category portfolio and create a cleaner, more investable business profile. We will continue to evaluate strategic options for GlobalBees in a manner consistent with long-term value creation and applicable regulatory requirements.

Deepening Customer Lifetime Value through Lifecycle Engagement

Our model, which engages parents from pregnancy through approximately the first 12 years of a child's life and increasingly extends engagement through the Intellitots preschool network, creates customer relationships with exceptional lifetime value potential. As the platform deepens its personalisation capabilities and expands its community ecosystem, the opportunity to increase wallet share and reduce customer acquisition costs over time represents a significant and compounding value creation lever.

Opportunities and Threats

Muted Consumer Sentiment and Discretionary Demand Cyclicality

India's retail sector experienced a period of relatively subdued urban consumer sentiment during FY 2025-26, with discretionary spending under pressure from macroeconomic uncertainty and geopolitical disruptions. While the non-discretionary nature of a significant portion of the childcare product portfolio provides some insulation, overall basket sizes, order frequencies, and premium product adoption can be affected during periods of consumer caution.

Heightened Competitive Intensity in the Diapering Category

The diapering category which constitutes ~15% of the India multi-channel GMV, experienced a period of elevated promotional and discounting activity from large horizontal e-commerce platforms starting from Q3 FY 2025-26, creating a near-term pressure on margins for organised specialty retailers. However, our non-diapering portfolio, contributing ~85% of the GMV remains robust and continues to perform well. While underlying volume demand fundamentals in this non-discretionary category remain intact, such episodes of platform-driven pricing aggression are difficult to anticipate and may recur.

Last-Mile Logistics Ecosystem Volatility

Consolidation and structural shifts within India's third-party last-mile logistics ecosystem, driven by rising demand from large, volume-oriented e-commerce platforms, created customer experience challenges for organised retailers dependent on these networks during FY 2025-26. Our strategic response through RocketBees and FirstCry Qwik directly addresses this structural vulnerability; however, the transition period carries execution risks and near-term cost implications.

Rising Quick Commerce Competition and Consumer Delivery Expectation Reset

The rapid expansion of quick commerce, now operating across 80+ cities with aggressive growth plans, has materially reset consumer expectations around delivery speed across retail formats. While our category assortment overlap with quick commerce players remains relatively limited, this shift in customer expectations creates a need for sustained investment in delivery infrastructure, which may result in near-term cost headwinds before the scale benefits of RocketBees and FirstCry Qwik are fully realised.

International Market Competitive Dynamics

The UAE and KSA e-commerce markets are characterised by well-capitalised horizontal platforms with aggressive promotional postures. Maintaining sustainable growth without participating in margin-dilutive pricing cycles, while building home brand share and customer quality in a highly competitive environment, requires significant management discipline and long-term strategic patience.

Inflationary Pressures and Input Cost Volatility

While inflation moderated significantly in FY 2025-26, structural volatility in input costs, including raw materials for home brand manufacturing and freight and logistics costs, can compress margins and require active supply chain management and pricing discipline.

Competition from the Unorganised Sector

Despite the GST rationalisation's positive effect on the competitive dynamics between organised and unorganised retail, the unorganised sector continues to dominate a large share of India's childcare market, particularly in smaller cities and in price-sensitive segments. The breadth, local knowledge, and price flexibility of unorganised players remain meaningful competitive factors.

Demographic Shifts and Birth Rate Moderation

A gradual moderation in India's birth rate, driven by urbanisation, higher female education levels, and the trend towards later and smaller families, could, over the long term, affect the size of the core 0-12-year demographic. While the per-child spend increase is expected to more than offset volume headwinds over the medium term, the demographic trajectory is a factor to monitor over longer planning horizons.

Marketplace Policy and Platform Dependency Risk

Changes in marketplace policies, such as Flipkart's revised revenue recognition framework in FY 2025-26, can create unexpected revenue and margin impacts for D2C brands and retailers with concentrated platform exposure. Diversification across platforms, and the continued growth of own-channel capabilities, remains a key strategic imperative to mitigate this risk.

Geopolitical Risk

Geopolitical instability and conflict escalations across key international growth markets, particularly in the Middle East (UAE and KSA), pose direct operational risks to overseas store networks and customer demand. Furthermore, global trade disruptions, shipping route bottlenecks, or currency fluctuations can inflate freight costs and cause inventory delays for imported products and contract manufacturing inputs.

Financial Overview (on a Consolidated Basis)

FY 2025-26 marked a year of meaningful financial progress for Brainbees Solutions Limited at the consolidated level. Against the backdrop of a challenging external operating environment, we delivered improvements across key profitability metrics, demonstrating that the structural economics of our multi-channel childcare model continue to mature in a sustained and credible manner.

Consolidated revenue from operations recorded year-on-year growth across all four business segments and grew by 12% to Rs. 85,479 Million. Consolidated Adjusted EBITDA increased by 24% year-on-year to Rs. 4,860 Million despite gross-margin pressure in the India Multi-Channel Business during the second half. The improvement reflected operating leverage in the core business, a significant reduction in International Business losses, stronger profitability at GlobalBees and continued growth in the preschool.

The consolidated business was Free Cash Flow# positive for FY 2025-26, marking the first full-year positive Free Cash Flow# outcome for the Group. Together with the 24% increase in Adjusted EBITDA and 49% growth in Cash Profit After Tax, this reflects improving cash conversion and greater financial flexibility.

The year included different operating dynamics across our businesses. India Multi-Channel Revenue increased by 9% to Rs. 57,533 Million and Adjusted EBITDA was Rs. 5,051 Million, representing a margin of 8.8%. During the second half, gross margin was affected by heightened competitive intensity in diapering and, in Q4, by rupee depreciation and higher crude-linked raw-material costs in the manufacturing business. These pressures were partly offset by operating leverage and cost efficiencies, while the business remained Free Cash Flow# positive for FY 2025-26.

The International Business continued to improve its profitability profile, with Revenue increasing by 10% to Rs. 9,474 Million and Adjusted EBITDA loss reducing by 35% to Rs. 907 Million. GlobalBees reported 20% Revenue growth to Rs. 18,943 Million and Adjusted EBITDA of Rs. 559 Million; its core categories grew 28% and generated Rs. 919 Million of Adjusted EBITDA post corporate expenses. The Others segment, primarily the preschool business, delivered Revenue of Rs. 472 Million and Adjusted EBITDA of Rs. 125 Million, representing a margin of 27%.

The table below sets out the consolidated segment revenue performance, with FY 2024-25 actuals as the prior-year comparative.

Particulars	FY 2025-26 (Rs. Million)	FY 2024-25 (Rs. Million)	Y-o-Y Change	% of FY 2025-26 Total
India Multi-Channel Business	57,533.35	52,784.90	9%	67%
International Business	9,474.18	8,585.52	10%	11%
GlobalBees Brands	18,943.48	15,777.02	20%	22%
Others (Preschool)	471.99	425.03	11%	1%
Inter-Company Adjustments	(943.56)	(976.33)	-	-
Total Revenue from Operations	**85,479.44**	**76,596.14**	**12%**	**100%**

#Free Cash Flow means Net cash generated in operating activities less acquisition of property, plant and equipment, intangible assets and leasehold land.

Profit and Loss Statement (in Rs. Million)

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations	85,479.44	76,596.14
Growth (%)	11.6%	18.2%
Gross Margin	30,954.90	28,610.41
Gross Margin (%)	36.2%	37.4%
Employee Expenses	7,936.01	7,284.38
Total Operating Expenditure	82,855.82	74,296.40
Adjusted EBITDA	**4,859.75**	**3,934.54**
Adjusted EBITDA Margin (%)	5.7%	5.1%
EBITDA	2,623.62	2,299.74
EBITDA Margin (%)	3.1%	3.0%
Finance Cost	1,556.95	1,583.26
Depreciation	4,071.94	4,045.67
Other Income	1,843.09	1,504.77
Exceptional Items (Net)	500.09	495.53
(Loss) Before tax	(1,662.27)	(2,319.95)
Total Tax Expense	**(374.31)**	**(328.12)**
(Loss) After Tax	**(2,036.58)**	**(2,648.07)**

Key Ratios

Particulars	Units	FY 2025-26	FY 2024-25	% Change
Basic EPS	Rs.	(2.9)	(4.1)	29.3%
EBITDA Margins	%	3.1	3.0	10 bps
Gross Profit Margin	%	36.2	37.4	(120) bps
PAT Margins	%	(2.3)	(3.4)	110 bps
Inventory Turnover Ratio	Times	4.3	3.6	19.4%
Trade Receivables Turnover Ratio	Times	23.2	27.1	(14.4%)
Trade Payables Turnover Ratio	Times	8.4	8.3	1.2%
Return on Net Worth	%	(2.9)	(4.0)	110 bps
Return on Capital Employed	%	(0.2)	(1.3)	110 bps
Current Ratio	Times	2.1	2.2	(2.3%)
Debt-Equity Ratio	Times	0.1	0.1	6%

Human Resources

Our people, affectionately known as 'Bee-zers,' are the most important contributors to our continued growth and to the quality of experiences we deliver to Millions of parents across India and the GCC. Our human capital philosophy is anchored in three principles: building a high-performance, purpose-driven culture; continuously investing in the skills and growth of every team member; and fostering an inclusive, empathetic, and open workplace where diverse perspectives are genuinely valued and celebrated.

FY 2025-26 saw us continue to invest in talent across technology, logistics and supply chain, retail operations, marketing, and brand development functions, in line with the expansion of the business across segments and geographies. The launch of RocketBees and the expansion of the offline store network created new categories of operational capability requirements, while increasing investments in AI and personalisation technologies necessitated the continued strengthening of our engineering and data science talent base.

Our commitment to learning and development, internal mobility, and leadership development programmes continued to evolve, ensuring that team members have the tools and opportunities needed to grow their careers in step with our expansion.

As of March 31, 2026, our total permanent workforce stood at 3,296 employees.

Risk Management

Our approach to risk management remains proactive, comprehensive, and deeply embedded in our governance framework and day-to-day operations. We systematically identify risks across strategic, operational, financial, reputational, and regulatory dimensions, assess their likelihood and potential impact, and implement defined policies, robust internal controls, and continuous monitoring mechanisms to mitigate them.

Our Board of Directors oversees the overall risk management framework, while senior management actively designs and executes targeted mitigation strategies across the organisation. Through our experience operating across diverse business segments, including multi-channel retail, international e-commerce, D2C brand management, and early education, we have built a strong risk-aware culture that enables us to anticipate emerging challenges and respond to them with speed, agility, and discipline in an increasingly dynamic and competitive environment.

Competitive Landscape Risk

Risk Description: Intensifying competition from horizontal e-commerce platforms, quick-commerce players, offline retailers, and new entrants in the baby, kids, and mother-care segments may adversely impact the Company's ability to differentiate its offerings and sustain its value proposition and private-label strength. Failure to maintain a competitive position could result in customer churn, reduced pricing power, increased customer acquisition and retention costs, pressure on gross margins, and consequently, an adverse impact on profitability and market share.

Mitigation Strategy: Management continuously monitors competitor actions, pricing trends, customer behaviour and emerging market trends to enable timely business decisions. The Company is strengthening its quick-commerce capabilities through Qwik, leveraging its store network and logistics infrastructure. Digital and offline marketing initiatives, personalised customer engagement and retention programs are undertaken to strengthen customer loyalty. Product assortment and private-label offerings are continuously enhanced to maintain differentiation. Strategic partnerships and acquisitions are evaluated to strengthen capabilities, expand offerings and sustain competitive positioning.

Cyber Security & Data Protection Risk

Risk Description: Cybersecurity and data security risks arising from phishing, malware, insider actions, third-party vulnerabilities, system misconfigurations, inadequate monitoring, and other external or uncontrollable factors may result in unauthorised access, disclosure, alteration, loss, or destruction of sensitive data. Such incidents could lead to operational disruption, financial losses, regulatory and compliance exposure, reputational damage, and potential interruption to business operations and continuity.

Mitigation Strategy: Cybersecurity risks are managed through periodic vulnerability assessments, patching, audits and VAPT reviews. Continuous threat monitoring enables timely identification and response to potential security incidents. Regular employee awareness initiatives, phishing alerts and security training are conducted to strengthen user-level controls. Cloud environments are maintained through defined AWS security baselines and access controls. Zero-standing-privilege controls and automated employee exit workflows help prevent unauthorised access, supported by incident response and disaster recovery arrangements.

Vendor Ecosystem & Macroeconomic Factors Risk

Risk Description: Volatility in raw material prices, foreign exchange rates, freight costs, geopolitical conditions, and broader macroeconomic factors, coupled with vendor concentration and supplier dependency, may increase landed costs and disrupt supply timelines. Such factors may particularly impact import-dependent categories and third-party consumables, resulting in stock-outs and reduced product availability across stores and e-commerce channels. The inability to pass on increased costs due to competitive intensity and price sensitivity may further constrain pricing flexibility, compress gross margins, impact sales and customer experience, and adversely affect overall profitability.

Mitigation Strategy: Vendor risks are managed through structured onboarding, due diligence, factory audits and statutory and banking verification. Supplier diversification, alternate vendor development and geographic spread reduce dependency on individual suppliers. Buffer inventory is maintained for critical materials to mitigate supply disruptions. Vendor performance, commodity prices, freight costs and foreign exchange movements are regularly monitored to assess cost and margin impact. Periodic stress testing and appropriate pricing/procurement actions are undertaken to manage margin pressure and maintain product availability.

Attrition and Succession Planning Risk

Risk Description: High employee attrition, limited talent retention, inadequate succession planning, and over-dependence on key personnel may result in operational disruptions, productivity loss, inconsistent service quality, and leadership gaps. Loss of critical knowledge and increased hiring and training costs may further impact business continuity and organisational performance.

Mitigation Strategy: Employee attrition is monitored across frontline, management and leadership levels through regular reviews, employee surveys and leadership interactions. Engagement initiatives are undertaken to address employee concerns and improve retention. Critical positions are identified and supported through structured succession plans, designated backups and knowledge-transfer mechanisms. Frontline roles are supported by readily available talent and structured training to ensure quick replacement where required. Succession plans are periodically reviewed to ensure business continuity and adequate leadership pipeline.

Product Quality and Safety Risk

Risk Description: Inadequate product quality controls or non-compliance with applicable BIS standards, certification, and regulatory requirements may result in defective or unsafe products reaching customers. Risks may arise from third-party manufacturing deficiencies, inadequate testing or dispatch controls, traceability gaps, delayed detection, or changes in applicable standards. Such failures could lead to customer complaints, product recalls, regulatory penalties, loss or suspension of certifications, financial losses, and reputational damage.

Mitigation Strategy: Product quality and regulatory compliance are supported through defined quality checks, certification controls and vendor accountability mechanisms. BIS certification requirements are validated before product listing, with periodic system-based checks against applicable government databases. Home-brand products are subject to comprehensive quality inspections and identified categories undergo batch-level testing. Customer ratings, complaints and return trends are monitored to identify quality concerns and initiate corrective action. Vendor SLAs, traceability requirements and indemnity provisions further strengthen accountability for product quality and regulatory compliance.

Legal and Compliance Risk

Risk Description: Non-compliance with applicable laws, contractual obligations, and evolving regulatory requirements, including ESG, data protection, labour, and statutory reporting obligations, may result from inadequate monitoring, delayed or inaccurate filings, or gaps in compliance controls. Exposure to litigation, contractual disputes, and unauthorised data access may further increase the risk. Such failures could lead to regulatory penalties, civil or criminal liability, increased compliance costs, operational disruption, loss of investor and customer confidence, and reputational damage to the Company and its supply chain partners.

Mitigation Strategy: A structured compliance framework with defined responsibilities, maker-checker controls and regulatory monitoring is maintained to support timely compliance. Periodic internal and external reviews are undertaken to identify compliance gaps and strengthen regulatory readiness. ESG/BRSR reporting is supported through standardised trackers, internal validation and cross-functional review. The Compliance Management Tool is being further operationalised to improve centralised monitoring and accountability. DPDP Act compliance assessment and Contract Management Tool implementation are also being undertaken to strengthen data protection and contractual compliance.

Supply Chain and Logistics Dependency Risk

Risk Description: Vulnerabilities across the end-to-end logistics network, including last-mile e-commerce delivery, warehouse operations, replenishment of offline stores, and clearance of imported merchandise, may result in delivery failures, transit damages, fulfilment delays, and stock-outs. Cost escalation, operational dependencies, and inadequate contractual safeguards may further increase supply chain disruption risks. Such disruptions could adversely impact supply chain efficiency, customer experience, revenue, brand reputation, and overall business continuity.

Mitigation Strategy: Supply chain resilience is strengthened through multiple logistics partners, in-house capabilities and backup vendors to reduce dependency on individual service providers. Defined SLAs, delivery KPIs and periodic vendor reviews are used to monitor service performance. Standardised packaging, transit insurance, shipment tracking and penalty mechanisms help mitigate transit losses and damages. Pin-code-level TAT monitoring and API integrations provide visibility over shipments and enable timely corrective action. Formal contracts with defined pricing, service standards and performance obligations further support continuity and cost control.

Customer Satisfaction and Market Preference Risk

Risk Description: Customer experience risks arising from inadequate service quality, ineffective support mechanisms, inaccurate product information, negative online ratings, and inconsistent last-mile interactions, coupled with evolving customer preferences and spending patterns, may adversely impact customer satisfaction and loyalty. Failure to effectively address these factors could result in reduced demand, customer attrition, loss of revenue and market share, and reputational damage to the Company.

Mitigation Strategy: Customer experience is monitored through mystery audits, customer feedback, online ratings and service-level performance indicators. Identified gaps are addressed through defined corrective action plans and periodic impact assessment. Structured hiring, employee training and service-readiness assessments help ensure consistent customer interactions across channels. Product assortment and home-brand offerings are continuously enhanced in line with changing customer preferences. Multi-channel initiatives and reputation management measures are undertaken to strengthen customer loyalty, satisfaction and retention.

Inventory & Warehouse Management Risk

Risk Description: Inadequate inventory planning, demand forecasting, and warehouse safety and security controls may result in overstocking, stock-outs, pilferage, inventory obsolescence, unauthorised stock movement, and asset loss. Weak physical security and fire safety controls may further lead to accidents, operational disruptions, regulatory non-compliance, and financial losses. These risks could result in blocked working capital, increased operating costs, lost sales, reduced customer satisfaction, and adverse impact on business continuity.

Mitigation Strategy: Inventory planning is supported through system-driven analysis of demand, stock levels, purchase orders, lead times and seasonal trends. Automated replenishment mechanisms help maintain appropriate stock levels across stores and categories. Inventory accuracy is strengthened through cycle counts, periodic physical verification, reconciliation and timely resolution of variances. Warehouse safety is supported through fire detection systems, emergency procedures, mock drills, safety training and maintenance of critical infrastructure. CCTV surveillance, access controls and security personnel further mitigate risks of pilferage and unauthorised stock movement.

Store Performance & Expansion Risk

Risk Description: Store underperformance, ineffective network expansion and clustering strategies, and external disruptions may adversely impact customer demand, supply chain efficiency, and workforce availability. These factors may result in revenue loss, underutilisation of store infrastructure, operational inefficiencies, increased costs, and reduced employee morale, thereby affecting overall business performance and growth.

Mitigation Strategy: Store performance is monitored through dashboards and analytics to identify underperformance and enable timely corrective action. Dedicated teams and field management provide accountability for store operations and cluster-level performance. Customer behaviour, sales trends and feedback are analysed to optimise assortment, pricing and promotional strategies. New store locations are evaluated through data-driven site selection, demand analysis and geographic considerations. Periodic network optimisation and omnichannel initiatives are undertaken to improve store productivity and support sustainable expansion.

Product Innovation, Digital & AI, Growth Risk

Risk Description: Insufficient competitor monitoring, limited use of data-driven insights and delays in product, personalization and AI-driven initiatives may restrict innovation and differentiation. Gaps in implementation, integration, testing, data quality and security could result in system inefficiencies and suboptimal customer experience. Inadequate demand analysis and operational feasibility assessment may lead to expansion into low-demand or unsuitable locations, inefficient resource utilization and delivery challenges. Further, inadequate demand assessment, operational readiness and dependence on hyperlocal logistics may impact the scalability and sustainability of the Qwik model.

Mitigation Strategy: Management continuously monitors customer, market and competitor trends to identify opportunities for product, digital and technology-led innovation. Personalisation, behavioural insights, product mapping and recommendation capabilities are used to enhance customer experience. AI-driven solutions and technology enhancements are progressively deployed to improve platform performance and operational efficiency. Quick-commerce expansion is guided by order density and demand analytics to ensure economically viable deployment. Continuous innovation and technology adoption support customer engagement, competitive differentiation and scalable growth.

Climate & Disaster Risk

Risk Description: External events such as natural disasters, pandemics, geopolitical tensions, acts of war, and other unforeseen circumstances may disrupt supply chains, logistics networks, procurement processes, critical infrastructure, and workforce availability. Regulatory restrictions, trade limitations, and economic uncertainty arising from such events may further affect operations and consumer demand. These disruptions could result in operational inefficiencies, increased costs, revenue loss, adverse financial impact, and challenges to overall business continuity.

Mitigation Strategy: Business continuity is supported through multiple logistics partners, alternate routes, supplier diversification, alternate sourcing and buffer inventory. Disaster recovery arrangements, insurance, alternate warehousing and contingency plans help maintain operations during unforeseen disruptions. Workforce resilience is supported through backup staffing, cross-training and defined safety measures. Flexible inventory planning, channel diversification and cost controls help manage demand and financial volatility. The Company is further strengthening its BCP framework, geographic diversification, demand forecasting and proactive monitoring of geopolitical and regulatory developments.

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Internal Control Systems

A robust internal control environment forms the foundation of our governance framework, enabling us to manage operational and financial risks, ensure the integrity and reliability of financial reporting, safeguard assets across a complex multi-segment and multi-geography business, and maintain full compliance with applicable laws and regulatory requirements. As our business has expanded in scale and complexity, spanning four distinct business segments, international operations across the UAE and KSA, and an expanding physical and digital retail footprint, we have continuously evolved our internal control framework by embedding automation, data-driven monitoring, and continuous improvement as core operating principles.

Our internal financial control system ensures that all transactions are appropriately authorised, accurately recorded, and reported on a timely basis, enabling the preparation of reliable financial information in accordance with applicable accounting standards and regulatory requirements. Wherever possible, we automate and integrate key controls into day-to-day business processes, reducing manual intervention and minimising the risk of error. Our ERP infrastructure provides a real-time foundation for financial monitoring and control across all business segments.

We operate a structured three-tier control assurance model:

Management-level Control Assessment and Continuous Monitoring:

Operational and financial teams conduct ongoing control assessments and monitoring activities, supported by defined escalation protocols for exceptions and deviations.

Independent Oversight through the Governance, Risk and Compliance Function:

Our Governance, Risk and Compliance (GRC) function continuously evaluates control design and operating effectiveness and regularly reports findings to senior management and the Audit Committee.

Independent Testing and Audit Assurance:

Our appointed Internal Audit firm conducts audits under an annual risk-based Internal Audit plan approved by the Audit Committee, while our Statutory Auditors and Secretarial Auditors provide additional independent assurance.

The Audit Committee of the Board of Directors actively oversees our internal control framework by reviewing Internal Audit findings, management responses, and remediation progress during each meeting. Our Statutory Auditors are issuing an unqualified opinion on our internal financial control systems for FY 2025-26, confirming the absence of material weaknesses or significant gaps in design or operating effectiveness.

As our business continues to grow and evolve, we remain focused on strengthening our control environment, incorporating learnings from operational expansion, the increasing scale of our International Business, new initiatives such as RocketBees, and evolving regulatory requirements across the jurisdictions in which we operate.

Cautionary Statement

This report contains statements that may include 'forward-looking' remarks within the meaning of applicable Securities Laws and Regulations. It is important to note that numerous factors could cause the actual results, performances, or achievements of the Company to be materially different from any future results, performances, or achievements. Significant factors that could impact the Company's operations include changes in domestic and international economic conditions, alterations in Government regulations, changes to the tax regime, modifications to other statutes, among others.

Industry Terms

Term	Description
Gross Merchandise Value (GMV)	Gross Merchandise Value (GMV) includes the monetary value of orders, inclusive of taxes and before discounts, if any, across our website, mobile application, and FirstCry and BabyHug modern stores, including those operated by Digital Age and franchisees. GMV is calculated net of order cancellations, gross of franchisee commissions, net of shipping and cash-on-delivery charges, and prior to product returns.
Average Order Value (AOV)	Average Order Value (AOV) represents the GMV generated across the FirstCry website, mobile application, FirstCry modern stores, and BabyHug modern stores divided by the number of orders considered for such GMV.
Adjusted EBITDA	Adjusted earnings before interest, tax, depreciation and amortisation is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortisation expenses less other income, exceptional items (net), plus employee share-based payment expenses, deal-related cost, salaries, wages, bonus and other allowances accounted as per para B55 of Ind AS 103.
Annual Unique Transacting Customer	Unique users that made at least one purchase on the FirstCry platform during the preceding 12-month period on the reporting date. Unique customers/visitors are identified as unique by their mobile number basis which duplication across website, mobile application and stores is removed.
Orders	Total orders across website, mobile application, FirstCry modern stores and BabyHug modern stores including those operated by Digital Age and franchisees prior to product returns.
Number of Brands	Number of active brands as of the date of respective period end listed across the FirstCry website, mobile application and FirstCry modern stores and BabyHug modern stores, including those operated by Digital Age.
Number of SKUs	Number of SKUs as of the date of respective period end date across the FirstCry website, mobile application and FirstCry and BabyHug modern stores, including those operated by Digital Age.
Warehouses and Stockists	Number of warehouses and stockists where the Company stores its inventory.
Segment Margin	Segment margin is calculated by dividing segment results by segment revenue from operations.
RocketBees	Our proprietary asset-light last-mile delivery initiative, built on a technology stack developed entirely by FirstCry and operated through dedicated regional logistics partners providing exclusive fulfilment for FirstCry shipments. RocketBees is designed to deliver superior delivery turnaround times and customer experience relative to third-party logistics providers and forms the delivery infrastructure foundation for FirstCry Qwik.
Qwik	Our quick-delivery initiative offering a promised few-hours delivery window across our full product assortment, including apparel, baby gear, consumables, toys, and all other categories. Qwik leverages COCO stores, stockist networks, and dark stores as local fulfilment nodes, and is built on the RocketBees delivery infrastructure.

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BOARD'S REPORT

To
The Members,
Brainbees Solutions Limited (**"the Company"**)

The Board of Directors present the Company's Sixteenth Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2026 (**"Reporting Period"**).

1. FINANCIAL RESULTS:

The highlights of the Company's financial statements on a standalone and consolidated basis are summarised below:

(Amount in Rs. Million, unless otherwise stated)

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from operations	27,315.94	24,708.56	85,479.44	76,596.14
Earnings before interest, depreciation, amortisation and taxes	978.79	1,025.22	2,623.62	2,299.74
Finance Cost	514.23	509.33	1,556.95	1,583.26
Depreciation and amortisation	1,349.30	1,375.97	4,071.94	4,045.67
Other incomes	1,718.48	1,662.98	1,843.09	1,504.77
Tax expenses	134.03	200.25	374.31	328.12
Net profit/(loss)	1,089.30	598.76	(2,036.58)	(2,648.07)
Transfer to general reserve	1,089.30	598.76	(1,402.23)	(1,914.67)
Net worth	63,474.75	60,466.17	48,267.06	47,414.24
Earnings per share (Basic) - Rs.	2.09	1.18	(2.90)	(4.11)
Earnings per share (Diluted) - Rs.	2.09	1.18	(2.90)	(4.11)

The audited financial statements including the consolidated financial statements of the Company and all other documents required to be attached thereto are available on the Company's website and can be accessed at https://www.firstcry.com/investor-relations/financial-statements.

2. STATE OF COMPANY'S AFFAIRS:

The Company is engaged in the business of buying, selling, advertising and promoting maternity, baby and kids products on a wholesale basis through various channels and providing facilitation services in education, training and other related activities. The Company is also a single brand retailer and operates stores under the brand name Babyhug.

During the year under review, the Standalone Revenue from operations of the Company increased to Rs. 27,316 million as compared to Rs. 24,709 million in the previous year, registering a growth of 10.55%. The Standalone profit after tax for the year under review was Rs. 1,089 million as compared to profit after tax of Rs. 599 million in the previous year registering increase of 81.80%.

During the year under review, the Consolidated Revenue from Operations of the Group increased to Rs. 85,479 million compared to Rs. 76,596 million in the previous year, registering growth of 11.59%. The Consolidated adjusted EBITDA of the Group for the year under review was Rs. 4,860 million as compared to Rs. 3,935 million in the previous year, registering an increase of 24%. The Consolidated Loss After Tax for the year under review was Rs. 2,037 million as compared to Rs. 2,648 million in the previous year, reflecting a reduction in losses of 23.07%.

3. DIVIDEND:

During the Reporting Period, the Board has not recommended any dividend. The dividend distribution policy of the Company which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned, can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Dividend_Distribution_Policy.pdf.

4. DETAILS OF MATERIAL CHANGES & COMMITMENTS FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the Reporting Period, as stipulated under the Listing Regulations, is presented in a separate section, which forms part of this Annual Report.

6. ANNUAL RETURN:

As per provisions of Section 92(3) read with Section 134 of the Companies Act, 2013 (**"the Act"**), the Annual Return of the Company for the Reporting Period is placed on the website of the Company at https://www.firstcry.com/investor-relations/compliances.

7. PERFORMANCE EVALUATION:

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Board, its Committees and Directors including Independent Directors. The said criteria provide certain parameters like contribution to the Board, attendance, effective participation, domain knowledge and so on, which are considered by the Nomination and Remuneration Committee, Independent Directors in their separate meeting, and/or the Board while evaluating the performance.

Pursuant to the provisions of the Act and the Listing Regulations, the Board of Directors has carried out an annual performance evaluation of the Board as a whole, its Committees, and the Directors individually including Independent Directors as per the above said framework.

Based on the inputs from all the Directors on Board composition and structure, effectiveness of Board processes, information, and functioning, etc., evaluation of Board's performance was done. The performance of the committees was also evaluated by the Board after seeking input from the committee members on composition, effectiveness of committee and its meetings.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination & Remuneration Committee and the Board reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

8. AMOUNT PROPOSED TO BE TRANSFERRED TO RESERVES:

The Company has not proposed to transfer any amount to the reserves during the financial year under review except for the profits transferred to the general reserve.

9. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

During the Reporting Period, the Company was not required to transfer any amount and equity shares to the Investor Education and Protection Fund as per the provisions of Section 125 of the Act.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company, as on March 31, 2026, has 8 (Eight) subsidiaries and 29 (Twenty-Nine) step-down subsidiaries and no associate company and joint venture. The details of subsidiaries and step-down subsidiaries are as follows:

S. No.	Name of Subsidiaries	% holding by the Company as on March 31, 2026 (on fully diluted basis)
	Indian Subsidiaries	
1.	Intellibees Solutions Private Limited	99.99%
2.	Joybees Private Limited	99.99%
3.	Swara Baby Products Limited	75.35%
4.	Firmroots Private Limited	67.90%
5.	Digital Age Retail Private Limited	99.99%
6.	GlobalBees Brands Private Limited	51.68%

S. No.	Name of Subsidiaries	% holding by the Company as on March 31, 2026 (on fully diluted basis)
	Foreign Subsidiaries	
7.	Firstcry Management DWC-LLC (United Arab Emirates)	100%
8.	Shenzhen Starbees Services Limited (People's Republic of China)	100%

S. No.	Name of Step Down Subsidiaries	% holding by the Subsidiary as on March 31, 2026 (on fully diluted basis)
	Step Down Indian Subsidiaries	
1.	Better & Brighter Home Care Private Limited (Subsidiary of GlobalBees Brands Private Limited)	58%
2.	Butternut Ventures Private Limited (Subsidiary of GlobalBees Brands Private Limited)	99.99%
3.	Cloud Lifestyle Private Limited (Subsidiary of GlobalBees Brands Private Limited)	99.99%
4.	Dynamic IT Solution Private Limited (Subsidiary of GlobalBees Brands Private Limited)	89.91%
5.	Eyezen Technologies Private Limited (Subsidiary of GlobalBees Brands Private Limited)	51%
6.	Maxinique Solution Private Limited (Subsidiary of GlobalBees Brands Private Limited)	51.25%
7.	Merhaki Foods and Nutrition Private Limited (Subsidiary of GlobalBees Brands Private Limited)	99.99%
8.	Mush Textile Private Limited (Subsidiary of GlobalBees Brands Private Limited)	51.54%
9.	Kuber Mart Industries Private Limited (Subsidiary of GlobalBees Brands Private Limited)	73.98%
10.	HS Fitness Private Limited (Subsidiary of GlobalBees Brands Private Limited)	86.49%
11.	DF Pharmacy Limited (Subsidiary of GlobalBees Brands Private Limited)	80%
12.	Candes Technology Private Limited (Subsidiary of GlobalBees Brands Private Limited)	92.19%
13.	Encasa Homes Private Limited (Subsidiary of GlobalBees Brands Private Limited)	51%
14.	Frootle India Private Limited (Subsidiary of GlobalBees Brands Private Limited)	74%
15.	JW Brands Private Limited (Subsidiary of GlobalBees Brands Private Limited)	75.10%
16.	Kitchenopedia Appliances Private Limited (Subsidiary of GlobalBees Brands Private Limited)	76%
17.	Plantex E-Commerce Private Limited (Subsidiary of GlobalBees Brands Private Limited)	70%
18.	Prayosha Expo Private Limited (Subsidiary of GlobalBees Brands Private Limited)	70%
19.	Solarista Renewables Private Limited (Subsidiary of GlobalBees Brands Private Limited)	75%
20.	Wellspire India Private Limited (Subsidiary of GlobalBees Brands Private Limited)	74%
21.	Healthyhey Foods LLP (Subsidiary of GlobalBees Brands Private Limited)	79.60%

S. No.	Name of Step Down Subsidiaries	% holding by the Subsidiary as on March 31, 2026 (on fully diluted basis)
22	Solis Hygiene Private Limited (Subsidiary of Swara Baby Products Limited)	99.99%
23.	Swara Hygiene Private Limited (Subsidiary of Swara Baby Products Limited)	99.99%
24.	K.A. Enterprises (Hygiene) Private Limited (Subsidiary of Swara Baby Products Limited)	99.99%
	Foreign Step Down Subsidiaries	
25.	Firstcry Retail DWC-LLC (United Arab Emirates) (Subsidiary of Firstcry Management DWC-LLC)	100%
26.	Firstcry General Trading LLC (United Arab Emirates) (Subsidiary of Firstcry Retail DWC-LLC)	100%
27.	Firstcry Trading Company (Kingdom of Saudi Arabia) (Subsidiary of Firstcry Management DWC-LLC)	100%
28.	GlobalBees Brands DWC LLC (United Arab Emirates) (Subsidiary of GlobalBees Brands Private Limited)	100%
29.	Swara Corp. (United States of America) (Subsidiary of Swara Baby Products Limited)	100%

During the Reporting Period, the following changes occurred in the subsidiaries of the Company:

i. Swara Baby Products Limited **("Swara Baby")**, a Subsidiary of the Company, incorporated a new wholly-owned subsidiary, namely Swara Corp., in the State of Delaware, USA, on December 08, 2025. Consequently, Swara Corp. became a wholly-owned subsidiary of Swara Baby and a step-down subsidiary of the Company.

ii. Further, Swara Baby acquired 100% stake in K.A. Enterprises (Hygiene) Private Limited **("KA Hygiene")** from its existing shareholders by allotment of requisite equity shares of Swara Baby on December 25, 2025. Accordingly, KA Hygiene became a wholly-owned subsidiary of Swara Baby and a step-down subsidiary of the Company.

iii. Additionally, Swara Baby acquired 100% stake in Solis Hygiene Private Limited **("Solis Hygiene")** from the existing shareholders of Solis Hygiene (including the Company) by allotment of requisite equity shares of Swara Baby on December 30, 2025. Consequently, Solis Hygiene ceased to be a direct subsidiary of the Company and became a wholly-owned subsidiary of Swara Baby and a step-down subsidiary of the Company.

Other than the changes mentioned above, no company became or ceased to be a subsidiary, joint venture, or associate company of the Company during the Reporting Period.

In accordance with the provisions of the Act and the Listing Regulations read with Ind AS 110-Consolidated Financial Statements, the Consolidated Audited Financial Statements forms part of this Annual Report. Further, a statement providing details of performance and the salient features of the financial statements of the subsidiaries in the prescribed format Form AOC- 1 is appended as **Annexure – I** which forms part of this report.

The financial statements of the subsidiaries, are available on the Company's website and can be accessed at https://www.firstcry.com/investor-relations/subsidiaries. The Company has formulated a Policy for determining Material Subsidiaries. The said Policy is available on the Company's website and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Policy_for_Determining_Material_Subsidiaries.pdf.

During the Reporting Period, Digital Age Retail Private Limited, GlobalBees Brands Private Limited, Swara Baby Products Limited and Firstcry Management DWC-LLC (United Arab Emirates) were material subsidiaries of the Company as per the Listing Regulations.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements forming part of the Annual Report.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the Reporting Period, the Company has not entered into any materially significant related party transaction pursuant to Listing Regulations. Related party transactions entered into by the Company and Subsidiaries were approved by the Audit Committee and the Board and by the Audit Committee, respectively, from time to time and are disclosed in the notes to accounts of the financial statements forming part of this Annual Report. The policy on dealing with related party transactions (**"RPT Policy"**) formulated by the Board can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Related_Party_Transactions.pdf. All transactions with related parties are in accordance with the RPT Policy. Further, during the Reporting Period, in terms of Section 188 of the Act, all transactions entered into by the Company with its related parties were on arm's length basis and in ordinary course of business. The disclosure under the prescribed Form AOC-2 in terms of Section 134 of the Act is enclosed herewith as **Annexure - II**.

13. CONSERVATION OF ENERGY:

Since the Company is mainly engaged in wholesale and retail business, the Company does not consume a substantial amount of energy. However, the Company has strived to imbibe energy conservation principles and initiatives across all its facilities.

i. The steps taken or impact on conservation of energy:

Key Initiatives taken across are highlighted below:

- The Company has continued usage of the electric manual switches that were installed at the registered office which has led to considerable saving of energy levels and the electricity costs;
- The Company has trained the employees on energy conservation initiatives resulting in saving of electricity costs by switching off electrical equipment when not in use;
- The Company has installed solar panels at a warehouse for usage of renewable energy;
- The Company has installed battery powered material handling equipment at the warehouses;
- The Company minimises the use of air conditioners by keeping flexible sitting arrangements for employees;
- The Company uses natural lighting in the roof structure and uses the see through roof tiles for natural light in the warehouses;
- The Company installed ridge ventilation, Louvers and Insulation at rooftop to maintain the normal temperature in warehouse without use of HVAC;
- The Company continues to prioritise the use of LED lights in our corporate offices, stores/ warehouses; and
- The Company has made energy-efficient infrastructure, i.e. to use of gravity spiral instead of power spiral for material movement; etc.

ii. The steps taken by the Company for utilising alternate sources of energy:

The Company has also installed new-age energy efficient LED fittings and motion sensors in its various warehouses across India which has helped us to reduce the energy consumption. The Company has installed solar panels at a warehouse.

iii. The capital investment on energy conservation equipment;

The Company constantly evaluates new developments and invests into latest energy efficient equipment.

14. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION:

The Company does not have any formal Research and Development Department. However, efforts are always made for the improvements in its process controls, control over the time and materials wastages. Expenditures on such activities cannot be identified separately.

i. The efforts made towards technology absorption: The Company has not absorbed any technology from any source.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

   (a) the details of technology imported: Not Applicable

   (b) the year of import: Not Applicable

   (c) whether the technology been fully absorbed: Not Applicable

   (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv. The expenditure incurred on Research and Development: Not Applicable

15. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the Reporting Period, the Foreign Exchange earned in terms of actual inflows was Rs. 926.49 million and the Foreign Exchange outgo in terms of actual outflows was Rs. 66.19 million.

16. RISK MANAGEMENT:

The Company has in place a Risk Management Policy, which has been designed to identify, assess and mitigate risks appropriately.

Further, a Risk Management Committee (**"RMC"**) of the Board has been entrusted with the responsibility to assist the Board in:

- Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include: (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken; and
- To implement and monitor policies and/or processes for ensuring cyber security.

As a Company, we are committed to continuously strengthening our risk management systems and processes to keep pace with the rapidly changing business environment. Our framework supports decision-making at all levels of the enterprise.

Further details on the risk management activities including the implementation of Risk Management Policy, key risks identified and their mitigations are covered in Management Discussion and Analysis Report, which forms part of this Annual Report.

17. INTERNAL FINANCIAL CONTROLS:

We consider strong internal financial controls to be a fundamental part of our governance and risk management framework. These controls help us manage financial and operational risks, ensure compliance with our policies, safeguard our assets, and maintain the accuracy and reliability of our financial reporting.

We have established an internal financial control system that is appropriate for the size and complexity of our business. This system ensures that all transactions are properly authorised, recorded accurately, and reported in a timely manner, allowing us to produce dependable financial information that meets applicable accounting standards. Wherever possible, we have automated key controls and embedded them into our everyday business processes.

Further, with the support of an appointed Internal Audit firm, we carry out risk-based Internal audit reviews, based on the annual Internal Audit plan as approved by the Audit Committee of the Board. Our Statutory Auditors have issued an unmodified report as at the end of Reporting Period after testing the effectiveness of these controls.

To ensure our controls remain effective, we follow below approach:

1. Management conducts regular reviews and self-assessments;
2. Appointed Internal Audit firm regularly monitors internal risk controls; and
3. Independent reviews and testing are performed by our Statutory and Secretarial Auditors.

Based on these processes, we believe that our internal financial controls were functioning well throughout the Reporting Period.

18. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and an Internal Complaints Committee, including its constitution, are in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place.

Your Company believes that a sustainable company is built on a foundation of good governance that promotes ethical behaviour at all levels and continues to reinforce the right environment.

During the Financial Year 2025-26, the Company has not received any complaint of sexual harassment of women at workplace and hence, there were no complaints pending for redressal as at the end of Reporting Period.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 of the Act, your Directors to the best of their knowledge and belief confirm and state that:

a) in the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed and there was no material departure from the same;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2026 and of the profit for the period from April 01, 2025 to March 31, 2026;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the year; and

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT ("BRSR"):

In accordance with the Listing Regulations, the BRSR describes the performance of the Company on environmental, social and governance aspects. The disclosures on key performance indicators (KPIs) of BRSR Core and Independent Assurance Report on the identified sustainability information are set out as a separate section under this Annual Report.

21. COMPLIANCE WITH THE PROVISIONS OF FOREIGN EXCHANGE MANAGEMENT ACT, 1999:

The Company has complied with all the applicable provisions of Foreign Exchange Management Act, 1999 during the Reporting Period.

22. EMPLOYEES STOCK OPTION PLANS:

As on financial year ended on March 31, 2026, the Company has three employees stock option plans (**"ESOP Schemes"**) as mentioned below:

a. Employee Stock Option Plan 2011 (**"BBESOP 2011"**);

b. Brainbees Employees Stock Option Plan 2022 (**"BBESOP 2022"**); and

c. Brainbees Employees Stock Option Plan 2023 (**"BBESOP 2023"**).

In accordance with the terms of ESOP Schemes, options may be granted to employees of the Company and its subsidiaries which gives them rights to receive equity shares of the Company having face value of Rs. 2/- (Indian Rupees Two) each on vesting. The Company confirms that the ESOP Schemes are in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEBSE Regulations"**).

Further, the details as required to be disclosed under Regulation 14 of the SEBI SBEBSE Regulations, the Act and ESOP Schemes of the Company can be accessed at https://www.firstcry.com/investor-relations/annual-reports-other-documents.

There was no change in the ESOP Schemes of the Company during the Reporting Period.

During the Reporting Period, the Company has made following allotment of equity shares under the ESOP Schemes through direct route to the eligible employees:

Sr. No.	Date of Allotment	No. of shares	ESOP Schemes
1	May 23, 2025	1,29,866	BBESOP 2011
		1,65,150	BBESOP 2022
2	June 27, 2025	88,970	BBESOP 2011
		1,02,202	BBESOP 2022
3	August 13, 2025	9,077	BBESOP 2011
4	August 29, 2025	76,000	BBESOP 2022
5	October 14, 2025	13,738	BBESOP 2011
		22,937	BBESOP 2022
6	November 12, 2025	31,327	BBESOP 2011
		14,777	BBESOP 2022
7	December 24, 2025	15,974	BBESOP 2011
		5,500	BBESOP 2022
8	February 03, 2026	4,825	BBESOP 2011
		23,000	BBESOP 2022
9	March 27, 2026	8,143	BBESOP 2011

Note: Equity shares transferred through trust route are not covered above.

The Company has also obtained certificates from the Secretarial Auditors confirming that BBESOP 2011, BBESOP 2022 and BBESOP 2023 have been implemented in accordance with the SEBI SBEBSE Regulations and the resolutions passed by the shareholders of the Company. The said certificates will be made available for inspection by the members electronically during the 16th Annual General Meeting (**"AGM"**) of the Members of the Company.

23. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There were following changes occurred in the Board and Key Managerial Personnel during the financial year 2025-26:

Sr. No.	Name of Director and Key Managerial Personnel	Details of change
	Directors	
1.	Mr. Neeraj Sagar Independent Director	Re-appointed for a term of five years from April 22, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
2.	Ms. Bala C Deshpande Independent Director	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
3.	Mr. Gopalakrishnan Jagadeeswaran Independent Director	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.

Sr. No.	Name of Director and Key Managerial Personnel	Details of change
4.	Ms. Sujata Vilas Bogawat Independent Director	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
5.	Mr. Puneet Renjhen Non-Executive Director- Nominee of Mahindra & Mahindra Limited	Resigned as Non-Executive Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026, due to recasting of Board nomination by Mahindra & Mahindra Limited.
6.	Ms. Saloni Jain Rana *Non-Executive Director- Nominee of Mahindra & Mahindra Limited	Appointed as Non-Executive Additional Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026.
	Key Managerial Personnel	
1.	Ms. Neha Surana Company Secretary and Compliance Officer	Resigned with effect from closing of business hours of December 26, 2025.
2.	Mr. Mandar Joshi Company Secretary and Compliance Officer	Appointed as Company Secretary and Compliance Officer with effect from December 27, 2025.

*Appointed as a Director (Non-Executive Non-Independent) of the Company with effect from May 04, 2026 by the shareholders of the Company by way of an ordinary resolution passed through Postal Ballot.

In accordance with the provisions of Section 152 of the Act read with Companies (Management & Administration) Rules, 2014, Mr. Sanket Hattimattur (DIN: 09593712), Non-Executive Director of the Company retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. Based on the recommendation of the NRC, the Board has recommended for the approval of the Members, re-appointment of Mr. Sanket Hattimattur (DIN: 09593712) as a Director (Non-Executive) at the ensuing AGM. A brief profile of Mr. Sanket Hattimattur (DIN: 09593712) and other requisite information are provided as part of the Notice of ensuing AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that:

a) they meet the criteria of independence prescribed under the Act and the Listing Regulations;

b) they have registered their names in the Independent Directors' Databank; and

c) they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

In the opinion of the Board, all the Independent Directors of the Company possess requisite expertise, integrity, experience and proficiency.

The Company has devised, inter alia, the following policies viz.:

a) Policy on Board Diversity; and

b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The Company has also set out terms & conditions of appointment of Independent Directors.

The Policy on Board Diversity along with terms & conditions of appointment of Independent Directors sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, while considering their appointment as independent directors of the Company. The said Policy also provides for the factors in evaluating the suitability of individual board members with diverse background and experience that are relevant for the Company's operations. There has been no change in the policy during the Reporting Period. The said Policy on Board Diversity is available on the Company's website and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Policy_on_Board_Diversity.pdf and the said terms & conditions of appointment of Independent Directors are available on the Company's website and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Terms_and_Conditions_of_Appointment_of_Independent_Directors.pdf

The Company's remuneration policy is directed towards rewarding performance, based on review of achievements. The Remuneration Policy is in consonance with existing industry practice. There has been no change in the policy during the Reporting Period. The said policy is available on the Company's website and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Remuneration_Policy_2023.pdf. We affirm that the remuneration paid to the Directors, Key Managerial Personnel, Senior Management and other employees is as per the terms laid out in the Remuneration Policy of the Company.

24. CORPORATE SOCIAL RESPONSIBILITY ("CSR"):

The CSR policy outlines the Company's philosophy, responsibility and lays down the guidelines and mechanism for undertaking socially impactful programs towards welfare and sustainable development of the community around the area of its operations.

The Annual Report on CSR Activities for the Reporting Period including brief outline of the CSR policy of the Company is annexed herewith as **Annexure-III**.

25. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

Disclosure comprising particulars with respect to the remuneration of Directors and employees and other details, as required to be disclosed in terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure-IV** to this Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report. Further, in terms of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may write to the Company Secretary and Compliance Officer of the Company at companysecretary@firstcry.com.

26. BOARD MEETINGS:

5 (Five) meetings of the Board of Directors were held during the year. The maximum interval between any two meetings of the Board did not exceed 120 days. The particulars of the meetings held and attendance of each Director are detailed in the Corporate Governance Report.

27. COMMITTEES OF THE BOARD:

During the Reporting Period, the Board of Directors had the following Statutory Committees in order to effectively cater to their duties:

a) Audit Committee;

b) Nomination and Remuneration Committee;

c) Stakeholders' Relationship Committee;

d) Corporate Social Responsibility Committee; and

e) Risk Management Committee.

The particulars of the committee compositions, terms of reference, committee meetings held and attendance of each committee member are detailed in the Corporate Governance Report forming part of this Annual Report.

28. STATUTORY AUDITORS:

Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) have been appointed as Statutory Auditors of the Company for a period of five (5) years from the conclusion of the 12th AGM till the conclusion of the AGM to be held for the financial year ending March 31, 2027 i.e. from the financial year 2022-23 to the financial year 2026-27.

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments and explanations.

The Auditors' Report for the financial year 2025-26 does not contain any qualification, reservation, disclaimer or adverse remark.

29. MAINTENANCE OF COST RECORDS:

The Company is not required to maintain cost records under the provisions of Companies Act, 2013.

30. SECRETARIAL AUDITOR:

The Members at the 15th Annual General Meeting held on Friday, September 19, 2025, had appointed M/s. Samdani Shah and Kabra, Practicing

Company Secretaries (Firm Registration Number-P2008GJ016300), as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30.

For the Reporting Period, there are no qualifications, reservations, adverse remarks or disclaimers made by the Secretarial Auditor in their Secretarial Audit Report, which is annexed herewith as an **Annexure-VA**.

Further, M/s. Samdani Shah and Kabra, Practicing Company Secretaries (Firm Registration Number-P2008GJ016300), also acted as Secretarial Auditors for Digital Age Retail Private Limited, material unlisted subsidiary of the Company, for the financial year ended on March 31, 2026. The Secretarial Audit Report of Digital Age Retail Private Limited is annexed as **Annexure-VB**.

Further, M/s. Rohit Agarwal & Associates, Practicing Company Secretaries (FRN: I2015RJ1364400), acted as Secretarial Auditors for GlobalBees Brands Private Limited, material unlisted subsidiary of the Company, for the financial year ended on March 31, 2026. The Secretarial Audit Report of GlobalBees Brands Private Limited is annexed as **Annexure-VC**.

Further, M/s. Nirmal Patel & Associates, Practicing Company Secretaries (Mem. No. F12535 and CP No. 18789), acted as Secretarial Auditors for Swara Baby Products Limited, material unlisted subsidiary of the Company, for the financial year ended on March 31, 2026. The Secretarial Audit Report of Swara Baby Products Limited is annexed as **Annexure-VD**.

31. SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

32. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Company is committed to conducting its business affairs with fairness and transparency, adhering to the highest standards of integrity, professionalism and ethical behaviour. In line with this commitment, the Company has formulated a Whistle Blower Policy (**"Policy"**) in accordance with the provisions of the Act and Regulation 22 of Listing Regulations. This Policy aims to provide a platform and mechanism for employees, directors and other stakeholders to report unethical behaviour, fraud or violations of the Company's Code of Conduct, ethics and principles without fear of retaliation. It also ensures direct access to the Chairperson of the Audit Committee.

Reported concerns are thoroughly investigated by the Whistleblower Committee and are reported to the Audit Committee on a quarterly basis. The Company affirms that, in compliance with the Policy, no personnel have been denied access to the Chairperson of the Audit Committee.

The Policy can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Whistle_Blower_Policy.pdf

During the Reporting Period, no complaints were reported under Vigil Mechanism/Whistle Blower Policy.

33. COMPLIANCE WITH CODE OF CONDUCT:

All Board members and Senior Management Personnel have affirmed their compliance with the Company's Code of Conduct for Board Members and Senior Management Personnel for the Reporting Period.

A declaration to this effect signed by the Managing Director & CEO of the Company is annexed to this Report as **Annexure-VI**.

34. CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of governance and has also implemented several best governance practices. The Corporate Governance Report prepared in accordance with the requirements of the Listing Regulations forms part of this Annual Report. A certificate issued M/s. Samdani Shah and Kabra, Company Secretaries, the Secretarial Auditors of the Company, confirming compliance with the conditions of Corporate Governance is annexed to this Report as **Annexure-VII**.

35. APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the Reporting Period, a petition has been filed by a former franchisee of the Company in the capacity of an operational creditor on June 30, 2025 under Sections 8 and 9 of the Insolvency and Bankruptcy Code, 2016 (**"IBC"**), against the Company. As per Form 5 under the IBC, the said former franchisee claims an operational debt amounting to Rs. 93.55 million, citing alleged business losses, furniture and fixtures, discounts/coupons, rent, unsold stock value, etc.

The Company believes that the claims are not maintainable and are disputable in nature. The stores operated by the said former franchisee were discontinued owing to continuous breach of the terms of the Franchise Agreement. As at the end of the Reporting Period, the Company is in the process of filing an appropriate response before the Hon'ble NCLT and is taking necessary legal steps to contest the matter.

Based on legal advice received, the management believes that the petition is not maintainable and does not expect any material adverse impact on the operations, financial position or going concern status of the Company. Except as mentioned above, there is no proceeding made or pending under the IBC against the Company.

36. COMPLIANCE WITH THE PROVISIONS OF MATERNITY BENEFITS ACT, 1961:

During the Reporting Period, the Company has complied with the provisions relating to the Maternity Benefits Act, 1961.

37. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the Reporting Period:

a. Details relating to deposits covered under Chapter V of the Act.

b. Issue of equity shares with differential rights as to dividend, voting or otherwise.

c. Issue of shares (including sweat equity shares) to employees of the Company, except pursuant to the Employees' Stock Options Scheme as referred to in this Report.

d. The Managing Director of the Company has not received salary or commission from any of the subsidiaries of the Company.

e. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

f. No fraud has been reported by the Auditors to the Audit Committee or the Board.

g. There has been no change in the nature of business of the Company.

h. There was no instance of one time settlement with any Bank or Financial Institution.

i. There was no revision of financial statements and/or Board's Report of the Company.

38. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to customers, employees, bankers, business associates, vendors and consultants, and various Government Authorities for their continued support extended to your Company's activities during the Reporting Period. Your Directors also acknowledges gratefully the members for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-	Sd/-
Supam Maheshwari	**Sanket Hattimattur**
Managing Director & CEO	Non-Executive Director
DIN: 01730685	DIN: 09593712
Date: May 26, 2026	Date: May 26, 2026

ANNEXURE – I

FORM NO. AOC- 1

[Pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

PART "A": SUBSIDIARIES

(Amount in Rs. millions)

Sr. No.	Name of the subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% of shareholding
				Reporting currency	Exchange rate											
1	Intellibees Solutions Private Limited	June 19, 2015	NA	NA	NA	0.10	0.77	9.11	8.24	-	2.85	1.84	-	1.84	-	99.99%
2	Joybees Private Limited	February 01, 2022	NA	NA	NA	0.10	-	0.10	-	-	-	-	-	-	-	99.99%
3	Swara Baby Products Limited	April 24, 2020	NA	NA	NA	488.57	4,359.10	8,051.35	3,203.68	1,642.64	7,418.05	373.73	86.96	286.78	-	76.59%
4	Firmroots Private Limited	December 30, 2020	NA	NA	NA	0.82	59.94	73.36	12.60	-	38.95	(1.47)	(0.03)	(1.44)	-	67.90%
5	Digital Age Retail Private Limited	May 02, 2022	NA	NA	NA	11.27	3,599.74	18,853.59	15,242.58	-	41,675.07	(642.55)	(122.34)	(520.21)	-	99.99%
6	GlobalBees Brands Private Limited	June 16, 2021	NA	NA	NA	0.80	8,543.82	18,147.94	9,603.32	1,545.90	617.93	(1,360.56)	(66.69)	(1,427.52)	-	53.26%
7	Firstcry Management DWC-LLC (United Arab Emirates)	April 04, 2019	NA	AED	24.06	9,963.41	193.81	10,177.18	19.95	9,936.36	138.36	3.99	-	3.99	-	100%
8	Shenzhen Starbees Services Limited (People's Republic of China)	August 13, 2019	January to December	CNY	12.45	14.21	27.24	60.42	18.97	-	51.24	3.98	0.20	3.78	-	100%
9	Firstcry Retail DWC-LLC (United Arab Emirates)*	April 10, 2019	NA	AED	25.46	4,267.38	(3,957.14)	1,654.05	1,343.81	2.55	6,235.47	412.63	(37.14)	(375.49)	-	100%

(Amount in Rs. millions)

Sr. No.	Name of the subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% of shareholding
				Reporting currency	Exchange rate											
10	Firstcry General Trading L.L.C. (United Arab Emirates)**	July 07, 2019	NA	AED	25.46	2.55	61.47	109.78	45.77	-	4,670.18	20.48	(0.95)	21.42	-	100%
11	Firstcry Trading Company (Kingdom of Saudi Arabia)*	February 17, 2020	January to December	SAR	23.56	5,670.11	(5,049.65)	2,120.57	1,500.11	-	3,229.35	(1,154.75)	-	(1,154.75)	-	100%
12	Swara Hygiene Private Limited***	June 27, 2022	NA	NA	NA	0.10	749.80	4,185.43	3,435.53	0.00	4,204.28	625.69	107.84	517.85	-	99.99%
13	Solis Hygiene Private Limited***	March 31, 2021	NA	NA	NA	0.67	1,006.96	3,215.07	2,207.44	0.00	3,104.08	231.07	(72.18)	158.70	-	99.99%
14	K.A. Enterprises (Hygiene) Private Limited***	December 25, 2025	NA	NA	NA	1.13	545.45	1,397.01	850.43	0.00	393.73	(17.70)	(4.46)	(13.24)	-	99.99%
15	Swara Corp ***	December 08, 2025	January to December	-	-	-	-	-	-	-	-	-	-	-	-	100%
16	HS Fitness Private Limited****	January 28, 2022	NA	NA	NA	1.00	(277.52)	35.95	312.46	-	120.22	(92.04)	-	(92.04)	-	86.49%
17	DF Pharmacy Limited****	February 17, 2022	NA	NA	NA	15.00	670.85	764.95	79.10	-	180.89	23.18	5.89	17.28	-	80%
18	Candes Technology Private Limited****	March 31, 2022	NA	NA	NA	0.12	(302.57)	64.43	366.87	-	77.47	(95.84)	-	(95.84)	-	92.19%
19	Healthyhey Foods LLP****	November 11, 2021	NA	NA	NA	0.10	44.12	199.06	154.85	-	1,327.41	29.80	10.06	19.74	-	79.60%
20	Better & Brighter Homecare Private Limited****	October 29, 2021	NA	NA	NA	0.80	95.79	115.50	18.91	-	88.31	33.67	8.50	25.17	-	58%
21	Butternut Ventures Private Limited****	December 04, 2021	NA	NA	NA	0.42	17.70	65.08	46.95	-	52.15	(15.85)	(0.11)	(15.74)	-	99.99%
22	Cloud Lifestyle Private Limited****	November 17, 2021	NA	NA	NA	0.51	(65.77)	96.25	161.51	-	550.73	(33.87)	0.57	(34.44)	-	99.99%
23	Dynamic IT Solution Private Limited****	December 18, 2021	NA	NA	NA	0.58	3.00	4.30	0.72	-	-	(11.78)	-	(11.78)	-	89.91%

(Amount in Rs. millions)

Sr. No.	Name of the subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% of shareholding
				Reporting currency	Exchange rate											
24	Eyezen Technologies Private Limited****	November 18, 2021	NA	NA	NA	1.00	(12.48)	5.75	17.23	-	-	(0.26)	-	(0.26)	-	51%
25	Maxinique Solution Private Limited****	October 18, 2021	NA	NA	NA	151.02	(97.30)	53.98	0.26	-	-	(2.23)	-	(2.23)	-	51.25%
26	Merhaki Foods and Nutrition Private Limited****	September 29, 2021	NA	NA	NA	79.31	877.28	3,145.22	2,188.63	-	4,063.28	(930.46)	-	(930.46)	-	99.99%
27	Mush Textile Private Limited****	January 03, 2022	NA	NA	NA	0.22	20.68	56.78	35.88	-	113.39	7.50	(1.83)	9.33	-	51.54%
28	Kuber Mart Industries Private Limited****	December 13, 2021	NA	NA	NA	0.31	1,626.80	2,116.57	489.46	-	2,149.88	66.31	15.87	50.44	-	73.98%
29	Encasa Homes Private Limited****	April 20, 2022	NA	NA	NA	3.28	140.06	198.35	55.02	-	320.70	45.64	11.91	33.73	-	51%
30	Frootle India Private Limited****	April 27, 2022	NA	NA	NA	0.10	1,938.25	3,141.62	1,203.27	-	6,255.36	477.80	132.89	344.91	-	74%
31	JW Brands Private Limited****	July 28, 2022	NA	NA	NA	0.06	401.34	482.77	81.37	-	1,055.31	60.17	14.29	45.88	-	75.10%
32	Kitchenopedia Appliances Private Limited****	September 15, 2022	NA	NA	NA	0.20	109.88	319.38	209.31	-	689.17	10.62	0.19	10.42	-	76%
33	Plantex E-Commerce Private Limited****	September 03, 2022	NA	NA	NA	0.25	734.78	1,277.50	542.47	-	1,986.95	48.20	12.22	35.98	-	70%
34	Prayosha Expo Private Limited****	May 02, 2022	NA	NA	NA	0.10	360.74	377.52	16.68	-	640.73	39.90	9.63	30.27	-	70%
35	Solarista Renewables Private Limited****	April 07, 2022	NA	NA	NA	0.21	54.52	142.34	87.61	-	239.18	(76.58)	-	(76.58)	-	75%
36	Wellspire India Private Limited****	April 27, 2022	NA	NA	NA	0.10	(93.03)	18.89	111.82	-	5.59	(15.32)	-	(15.32)	-	74%
37	GlobalBees Brands DWC LLC****	December 07, 2021	January to December	AED	25.45	31.59	(25.65)	140.55	134.61	-	798.96	49.34	(1.85)	51.20	-	100%

(Amount in Rs. millions)

Sr. No.	Name of the subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% of shareholding
				Reporting currency	Exchange rate											
38	Edubees Educational Trust	October 28, 2019	NA	NA	NA	0.01	(66.01)	60.22	126.23	-	37.71	(8.80)	-	(8.80)	-	100%
39	Brainbees ESOP Trust	November 08, 2021	NA	NA	NA	0.05	-	3,675.32	3,675.22	3,674.88	-	-	-	-	-	100%

* These Companies are step-down subsidiaries of the Company and subsidiaries of Firstcry Management DWC-LLC.

**This Company is a step-down subsidiary of the Company and subsidiary of Firstcry Retail DWC-LLC.

***These Companies are step-down subsidiaries of the Company and subsidiaries of Swara Baby Products Limited.

****These Companies are step-down subsidiaries of the Company and subsidiaries of GlobalBees Brands Private Limited.

Note:

1. Your Company have following subsidiaries which are yet to commence operations:
   a. Joybees Private Limited (India); and
   b. Swara Corp. (USA).
2. During the Reporting Period, Swara Baby Products Limited acquired entire stake in Solis Hygiene Private Limited **("Solis Hygiene")** from the existing shareholders of Solis Hygiene, including the Company, on December 30, 2025. Consequently, Solis Hygiene ceased to be a direct subsidiary of the Company and became a wholly-owned subsidiary of Swara Baby Products Limited and a step-down subsidiary of the Company.

   Other than mentioned above, no subsidiary has been liquidated or sold during the reporting period.
3. The financial information of DF Pharmacy Limited, Encasa Homes Private Limited and Globalbees Brands DWC LLC is on the basis of unaudited financial statements of the financial year 2025-26.
4. The investment in Swara Corp. was yet to be made by Swara Baby Products Limited, a subsidiary of the Company, as at the end of Reporting Period due to procedural delays.

PART “B”: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures of the Company:

Sr. No.	Name of Associates/Joint Ventures	
1.	**Latest audited Balance Sheet Date**	Not Applicable
2.	**Date on which the Associate or Joint Venture was associated or acquired**	
3.	**Shares of Associate/Joint Ventures held by the Company on the year end**	
	No.	
	Amount of Investment in Associates/Joint Venture	
	Extent of Holding %	
4.	**Description of how there is significant influence**	
5.	**Reason why the associate/joint venture is not consolidated**	
6.	**Net worth attributable to Shareholding as per latest audited Balance Sheet**	
7.	**Profit/Loss for the year**	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Note:

Your Company does not have any associates or joint ventures which is yet to commence operations or which has been liquidated or sold during Reporting Period.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-
Supam Maheshwari
Managing Director & CEO
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sd/-
Sanket Hattimattur
Non-Executive Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Sd/-
Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Sd/-
Mandar Joshi
Company Secretary
ICSI Membership No: A40533
Place: Pune
Date: May 26, 2026

ANNEXURE – II

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014)

PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISO THERETO

1. **Details of contracts or arrangements or transactions not at arm's length basis**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Justification for entering into such contacts or arrangements or transactions	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:	Date of special resolution
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. **Details of material contracts or arrangement or transactions at arm's length basis**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount of the contracts/ arrangements/ transactions (in Rs. millions)	Amount paid as advances, if any:
1	Digital Age Retail Private Limited (Wholly-Owned Subsidiary)	Sale of traded goods	Financial year 2025-26	The transactions were on arms' length basis and in ordinary course of business.	March 25, 2025	17,575.41	N.A.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-
Supam Maheshwari
Managing Director & CEO
DIN: 01730685
Date: May 26, 2026

Sd/-
Sanket Hattimattur
Non- Executive Director
DIN: 09593712
Date: May 26, 2026

ANNEXURE – III

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2025-26

1. **Brief outline on CSR Policy of the Company:**

Your Company's Corporate Social Responsibility **("CSR")** policy focuses on working on projects that have a high impact on the communities in which we live and operate. CSR at the Company goes beyond business and extends to the implementation of socially relevant activities for the benefit of society at large. The focus areas for utilising the CSR funds are promotion of education and employment-enhancing vocational skills, promotion of healthcare including preventive healthcare and other areas approved by the CSR Committee within the ambit of CSR Rules as amended from time to time.

The turnover, net worth and net profits of the Company on standalone basis were exceeding Rs. 1,000 Cr., Rs. 500 Cr. and Rs. 5 Cr., respectively, for the financial year 2024-25. Therefore, the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are applicable to the Company for the financial year 2025-26. However, the CSR contribution as prescribed under the Companies Act, 2013 is not applicable for the financial year 2025-26 to the Company as the Company's average net profit of previous three financial years is negative.

2. **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Supam Maheshwari- Chairperson	Managing Director & CEO	1	1
2.	Mr. Neeraj Sagar- Member	Non-Executive Independent Director		1
3.	Mr. Sanket Hattimattur- Member	Non-Executive Non-Independent Director		1

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:**

Web-link for composition of Committee: https://www.firstcry.com/investor-relations/committee-members

Web-link for CSR Policy: https://cdn.fcglcdn.com/brainbees/firstcry-ir/Corporate_Social_Responsibility_Policy.pdf

Web-link for CSR Projects: Not Applicable for the Reporting Period.

4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

Not Applicable

5.

Sr. No.	Particulars	Amount (In Rs.)
(a)	Average net profit of the Company as per sub-section (5) of Section 135	(67,78,22,439)
(b)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	(1,35,56,449)
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d)	Amount required to be set off for the financial year, if any	Nil
(e)	Total CSR obligation for the financial year (5b+5c-5d)	Nil

6.

Sr. No.	Particulars	Amount (In Rs.)
(a)	Amount spent on CSR Projects (both ongoing Project and other than Ongoing Project)	Nil
(b)	Amount spent in Administrative overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Nil
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	Nil

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Not Applicable					

(f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	Not Applicable
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1	FY-1 (March 31, 2025)	–	–	–	–	–	–	–
2	FY-2 (March 31, 2024)	3,71,500	–	–	–	–	–	–
3	FY-3 (March 31, 2023)	6,90,375	–	–	–	–	–	–

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per sub-section (5) of section 135:

Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-
Supam Maheshwari
Managing Director & CEO
Chairman of CSR Committee
DIN: 01730685
Date: May 26, 2026

Sd/-
Sanket Hattimattur
Non-Executive Director
DIN: 09593712

Date: May 26, 2026

ANNEXURE – IV

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

Statement of disclosure of remuneration under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and percentage increase in remuneration of each director, chief financial officer, chief executive officer and company secretary in the financial year

Name of Director and Key Managerial Personnel	Designation	% increase in remuneration	Ratio of remuneration of each director to the median remuneration[5] of employees for the financial year ended on March 31, 2026
Mr. Supam Maheshwari	Managing Director and Chief Executive Officer	4.00	114.07 times
Mr. Sanket Hattimattur	Non-Executive Director	Not Applicable	Not Applicable
Mr. Puneet Renjhen[1]	Non – Executive Director	Not Applicable	Not Applicable
Ms. Saloni Jain Rana[2]	Non – Executive Director	Not Applicable	Not Applicable
Mr. Gopalakrishnan Jagadeeswaran	Independent Director	0.00	5.34 times
Mr. Neeraj Sagar	Independent Director	0.00	3.89 times
Ms. Sujata Vilas Bogawat	Independent Director	0.00	3.31 times
Ms. Bala C Deshpande	Independent Director	0.00	3.49 times
Mr. Gautam Sharma	Group Chief Financial Officer	5.00	Not Applicable
Ms. Neha Surana[3]	Company Secretary and Compliance Officer	Not Applicable	Not Applicable
Mr. Mandar Joshi[4]	Company Secretary and Compliance Officer	Not Applicable	Not Applicable

[1]Resigned as Non-Executive Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026, due to recasting of Board nomination by Mahindra & Mahindra Limited.

[2]Appointed as Non-Executive Additional Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026.

[3]Resigned as Company Secretary and Compliance Officer with effect from closing of business hours of December 26, 2025.

[4]Appointed as Company Secretary and Compliance Officer with effect from December 27, 2025.

[5]Median Remuneration means Cost to Company (CTC) of the employees excluding gratuity, provident fund and medi-claim insurance.

2. The percentage increase in the median remuneration of employees in the financial year

The overall median remuneration of employees is increased by 0.80% during the financial year.

3. The number of permanent employees on the rolls of the Company

Permanent employees on the rolls of the Company as on March 31, 2026 were 3,296 (Three Thousand Two Hundred and Ninety Six).

4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average percentage increase in the salary (includes fixed pay) of employees other than the managerial personnel in the financial year 2025-26 is 6.19%. Managerial remuneration of the Company increased by 4% in the financial year 2025-26. Managerial remuneration represents remuneration of Mr. Supam Maheshwari, Managing Director and Chief Executive Officer of the Company.

5. Affirmation that the remuneration is as per the remuneration policy of the Company

It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-
Supam Maheshwari
Managing Director & CEO
DIN: 01730685
Date: May 26, 2026

Sd/-
Sanket Hattimattur
Non-Executive Director
DIN: 09593712
Date: May 26, 2026

ANNEXURE – VA

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members,
Brainbees Solutions Limited
Rajashree Business Park,
Survey No. 338,
Next to Sohrabh Hall,
Tadiwala Road,
Pune - 411001,
Maharashtra, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Brainbees Solutions Limited ("Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that, in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026 **("review period")**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the review period, according to the provisions of:

i. The Companies Act, 2013 **("Act")** and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India **("SEBI")** Act, 1992:-

  a. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  b. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  c. SEBI (Buy-back of Securities) Regulations, 2018; However, there were no actions / events pursuant to these regulations, hence not applicable.

  d. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  e. SEBI (Prohibition of Insider Trading) Regulations, 2015;

  f. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;

  g. SEBI (Delisting of Equity Shares) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable;

  h. SEBI (Depositories and Participants) Regulations, 2018;

i. SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.

j. SEBI (Debenture Trustees) Regulations, 1993; However, there were no actions / events pursuant to these regulations, hence not applicable.

vi. Other sector specific laws as follows:

a. The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992;

b. The Toys (Quality Control) Order, 2020;

c. The Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945;

d. The Food Safety and Standards Act, 2006;

e. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;

We have also examined compliance with the applicable clauses / regulations of the following: -

i. Secretarial Standards **("Standards")** issued by The Institute of Company Secretaries of India; and

ii. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the review period, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that;

A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the review period were carried out in compliance with the provisions of the Act;

B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and requisite compliances for calling a meeting with shorter notice period were ensured, wherever required, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting;

C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;

D. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all the applicable Laws, Rules, Regulations and Guidelines;

E. During the review period, there were no specific instances / actions in the Company in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. having major bearing on the Company's affairs.

Sd/-
S. Samdani
Partner
Samdani Shah and Kabra
Company Secretaries
FCS No.: 3677 | CP No.: 2863

ICSI Peer Review No.: 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: F003677H000488623

Place: Vadodara
Date: May 26, 2026

This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.

Appendix - A

The Members,
Brainbees Solutions Limited
Rajashree Business Park,
Survey No. 338,
Next to Sohrabh Hall,
Tadiwala Road,
Pune - 411001,
Maharashtra, India.

Our Secretarial Audit Report of even date is to be read along with this letter, that:

i. Maintenance of secretarial records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.

ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records and we believe that the processes and practices we followed provide a reasonable basis for our opinion.

iii. Wherever required, we have obtained the management representations about the Compliance of Laws, Rules and Regulations, happening of events, etc.

iv. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the Company's affairs.

Sd/-
S. Samdani
Partner
Samdani Shah and Kabra
Company Secretaries
FCS No.: 3677 | CP No.: 2863

ICSI Peer Review No.: 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: F003677H000488623

Place: Vadodara
Date: May 26, 2026

ANNEXURE – VB

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members,
Digital Age Retail Private Limited
Rajashree Business Park,
3rd Floor, Survey No. 338,
Next to Sohrabh Hall,
Tadiwala Road,
Pune - 411001
Maharashtra, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Digital Age Retail Private Limited ("Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026, **("review period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the review period, according to the provisions of:

i. The Companies Act, 2013 **("Act")** and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India **("SEBI")** Act, 1992

   a. SEBI (Depositories and Participants) Regulations, 2018, to the extent applicable;

   b. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client, to the extent applicable;

   c. The other Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992, are not applicable to the Company being an Unlisted Company.

vi. Other sector specific laws as follows:

   a. The Infant Milk Substitutes, Feeding Bottles and Infant Foods (Regulation of Production, Supply and Distribution) Act, 1992;

   b. The Toys (Quality Control) Order, 2020;

   c. The Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945;

d. The Food Safety and Standards Act, 2006;

e. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;

We have also examined compliance with all the applicable clauses / regulations of the following: -

i. Secretarial Standards **("Standards")** issued by The Institute of Company Secretaries of India, and

ii. Being an Unlisted Company, Clauses / Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), are not applicable to the Company.

During the review period, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that;

A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the review period were carried out in compliance with the provisions of the Act;

B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and requisite compliances for calling meeting with shorter notice period were ensured, wherever required, and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;

C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;

D. There are adequate systems and processes in the Company commensurate with the size and Operations of the Company to monitor and ensure compliances with all the applicable Laws, Rules, Regulations and Guidelines;

E. During the review period, there were no specific instances / actions in the Company in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards etc., having a major bearing on the Company's affairs.

Sd/-
Suresh Kumar Kabra
Partner
Samdani Shah & Kabra
Company Secretaries
ACS No.: 9711 | CP No.: 9927

ICSI Peer Review No.: 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: A009711H000476430

Place: Vadodara
Date: May 25, 2026

This Report is to be read with our letter of even date which is annexed as Appendix A and forms part of this report.

Appendix - A

The Members,
Digital Age Retail Private Limited
Rajashree Business Park,
3rd Floor, Survey No. 338
Next to Sohrabh Hall,
Tadiwala Road,
Pune - 411001
Maharashtra, India.

Our Secretarial Audit Report of even date is to be read along with this letter, that:

i. Maintenance of Secretarial records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.

ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records and we believe that the processes and practices we followed provide a reasonable basis for our opinion.

iii. Wherever required, we have obtained the management representations about the compliance of Laws, Rules and Regulations and happening of events etc.

iv. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the Company's affairs.

Sd/-
Suresh Kumar Kabra
Partner
Samdani Shah and Kabra
Company Secretaries
ACS No.: 9711| CP No.: 9927

ICSI Peer Review # 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: A009711H000476430

Place: Vadodara
Date: May 25, 2026

ANNEXURE – VC

FORM NO. : MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2026
{Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014}

To
The Members,
GLOBALBEES BRANDS PRIVATE LIMITED
Plot No 2 & 3, 3rd Floor Khasra No. 392,
100 Feet Road Village Ghitorni,
Gadaipur, South West Delhi,
New Delhi-110030

We have conducted the secretarial audit of the compliance with the applicable statutory provisions and the adherence to good corporate practices by **GLOBALBEES BRANDS PRIVATE LIMITED** (hereinafter called "the Company") for the **Financial Year ended March 31, 2026**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit. We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - **Not applicable as Securities of the Company were not listed on any Stock Exchange during the period under review;**
3. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder **Complied**;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Complied to the extent applicable;**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Complied to the extent applicable;**
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
   h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.
   i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
   j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
2. Listing Agreements entered by the Company with the stock exchanges – Not applicable as Securities of the Company were not listed on any Stock Exchange during the period under review.

Accordingly, we state that during the period under review there were adequate systems and processes in place to monitor and ensure compliance with various applicable laws and that the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We have not examined compliance by the Company with respect to:

a) Applicable financial laws, like direct and indirect tax laws, maintenance of financial records, etc., since the same have been subject to review by statutory (financial) auditors, tax auditors and other designated professionals.

b) As informed by the Company the industry specific laws/general laws applicable to the Company have been complied with. The management has also represented and confirmed that all the laws, rules, regulations, orders, standards and guidelines as are specifically applicable to the Company relating to Industry/Labour, Sexual Harassment of Women at Workplace (Prevention and Prohibition and Redressal) Act, 2013 etc., have been complied with.

We further report that:

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The Company is not required to constitute Audit Committee and Nomination and Remuneration Committee during the period under report as informed to us as it is not covered under Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Adequate notices were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

As per the minutes of the Board Meetings duly recorded and signed by the Chairman, the decisions taken at the meetings were passed by the requisite majority of the Board of Directors.

There were amendments/modifications of the Memorandum and Articles of Association of the Company during the period under report.

The Company has filed the e-forms with the Ministry of Corporate Affairs (MCA), wherever applicable during the period under report and paid additional fees in filing few e-forms.

We further report that based on the information provided and representations made by the Company, there were adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the financial year under review, the following events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., have occurred:

a) The Company has allotted 3,041 (Three Thousand and Forty-One) Series C2 Compulsorily Convertible Preference Shares **("Tranche 1 Series C2 CCPS")**, each having a face value of Rs. 5 (Indian Rupees Five only) and issued at a premium of Rs. 3,28,845 (Indian Rupees Three Lakhs Twenty-Eight Thousand Eight Hundred Forty-Five only) per share, on a private placement basis, aggregating to Rs. 1,00,00,32,850 (Indian Rupees One Hundred Crore Thirty-Two Thousand Eight Hundred Fifty only) on April 04, 2025.

Further, the Company has allotted an additional 3,041 (Three Thousand and Forty-One) Series C2 Compulsorily Convertible Preference Shares **("Tranche 2 Series C2 CCPS")**, each having a face value of Rs. 5 (Indian Rupees Five only) and issued at a premium of Rs. 3,28,845 (Indian Rupees Three Lakhs Twenty-Eight Thousand Eight Hundred Forty-Five only) per share, on a private placement basis on September 11, 2025, to identified investors, aggregating to Rs. 1,00,00,32,850 (Indian Rupees One Hundred Crore Thirty-Two Thousand Eight Hundred Fifty only), constituting the second tranche of the issuance.

b) The authorised share capital of the Company was increased from Rs. 16,63,450 (Indian Rupees Sixteen Lakhs Sixty-Three Thousand Four Hundred and Fifty only) to Rs. 16,75,950 (Indian Rupees Sixteen Lakhs Seventy-Five Thousand Nine Hundred and Fifty only).

c) The members of the Company at the Annual General Meeting held on September 01, 2025, had accorded their approval for availing a convertible loan of up to Rs. 20,00,00,000 (Indian Rupees Twenty Crore only) from Brainbees Solutions Limited, the holding company, with an option to convert the said loan into Series C3 Compulsorily Convertible Preference Shares **("Series C3 CCPS")**.

Pursuant to such approval and in accordance with the terms of conversion, the aforesaid loan was converted into Series C3 CCPS, and 607 (Six Hundred and Seven) Series C3 CCPS were allotted to Brainbees Solutions Limited on September 19, 2025.

For Rohit Agarwal & Associates
Company Secretaries
Peer Review Cert. No.: 1926/2022

Sd/-
Rohit Agarwal
Company Secretary in Practice
M. No.: FCS 10981 | C. P. No.:20594
ICSI UDIN: F010981H000460573

Jaipur | May, 25, 2026

(This report is to be read with letter of even date which is annexed as Annexure-A which forms an integral part of this report.)

“Annexure-A”

To
The Members,
GLOBALBEES BRANDS PRIVATE LIMITED
Plot No 2 & 3, 3rd Floor Khasra No. 392,
100 Feet Road Village Ghitorni,
Gadaipur, South West Delhi,
New Delhi-110030

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company like Income Tax, GST, Customs, etc.
4. Wherever required, we have obtained the Management representations about the compliance of applicable Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. The audit was conducted based on the verification of the Company’s books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically and also the information provided by the Company and its officers by audio and/or visual means.

For Rohit Agarwal & Associates
Company Secretaries
Peer Review Cert. No.: 1926/2022

Sd/-
Rohit Agarwal
Company Secretary in Practice
M. No.: FCS 10981 | C. P. No.:20594
ICSI UDIN: F010981H000460573

Jaipur | May 25, 2026

ANNEXURE – VD

FORM NO. : MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SWARA BABY PRODUCTS LIMITED
Plot No 381 to 388, Sector 3, Industrial Area,
Pithampur III, Dhar, Dhar, Madhya Pradesh,
India, 454774

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Swara Baby Products Limited (CIN – U36999MP2016PLC068986)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on March 31, 2026 according to the provisions of:

a) The Companies Act, 2013 (the Act) and the Rules made thereunder;

b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; ***(Not applicable to the Company during audit period)***

c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; ***(To the extent applicable)***

d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder; ***(Not applicable to the Company during audit period)***

e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***(Not applicable to the Company during audit period)***

   ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; ***(Not applicable to the Company during audit period)***

   iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***(Not applicable to the Company during audit period)***

   iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ***(Not applicable to the Company during audit period)***

   v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable to the Company during audit period)***

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***(Not applicable to the Company during audit period)***

vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable to the Company during audit period)*** and

viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; ***(Not applicable to the Company during audit period)***

f) As informed and certified by the management of the Company, the other laws which are specifically applicable to the Company are as under:

i. The Income Tax Act, 1961

ii. The Goods and Service Tax Act, 2017

iii. The Maternity Benefit Act, 1961

iv. The Industrial Dispute Act, 1948

v. The Contract Labour (Regulation and Abolition) Act, 1970

vi. The Trade Union Act, 1926

vii. The Equal Remuneration Act, 1976

viii. The Payment of Gratuity Act, 1972

ix. The Workmen's Compensation Act, 1923

x. The Employees Provident Funds and Miscellaneous Provisions Act, 1952

xi. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The Listing Agreement entered into by the Company with Stock Exchange(s) ***(Not applicable to the Company during audit period)***

During the Audit Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned subject to the following observation;

I further report that:

The Board of Directors of the Company is duly constituted. There were no changes in the composition of the Board of Directors that took place during the period under review. However, the Company has appointed Mr. Ravindra Sancheti (PAN: BDPPS0455Q) as Chief Financial Officer (CFO) with effect from May 24, 2026 and Ms. Itisha Sahu **(Membership No.: A59200)** as Company Secretary (CS) with effect from February 13, 2026 due to resignation of Mr. Tushar Gunjalkar **(Membership No: A52938)**.

Except in case of meetings convened at a shorter notice, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, the decisions of the Board were taken with requisite majority.

1. The Company granted a loan to Solis Hygiene Private Limited without obtaining the prior requisite approvals from the Shareholders, thereby violating the statutory compliance framework governing corporate loans and investments.

2. The Company failed to pass the mandatory Board Resolution for the formal appointment and fixation of remuneration of the Internal Auditor, which is a structural non-compliance with Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014.

3. In terms of Section 186(9), the Company is maintaining Form MBP-2; however, the Register was found to be incomplete as the specific dates of entry for transactions were omitted, failing the strict chronological maintenance standard required by law.
4. In violation of Section 189 read with Rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014, Form MBP-4 was not updated to reflect the current, updated engagements, changes, and disclosures of interest made by the Directors and Key Managerial Personnel (KMPs) regarding their associations with other body corporates.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

For Nirmal Patel &Associates,
Practising Company Secretaries

Sd/-
CS Nirmal Patel
FCS –F12535
COP –18789
Peer Review Reg. No - 3624/2023
FRN/ Unique Code: S2017MH513200
UDIN: F012535H000597878

Date: June 08, 2026
Place: Mumbai

This report is to be read with my letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure A

To,
The Members,
SWARA BABY PRODUCTS LIMITED
Plot No 381 to 388, Sector 3, Industrial Area,
Pithampur III, Dhar, Dhar, Madhya Pradesh,
India, 454774

My report of even date is to be read along with this letter.

a. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

d. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

f. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Nirmal Patel &Associates,
Practicing Company Secretaries

Sd/-
CS Nirmal Patel
FCS – F12535
COP – 18789
Peer Review Reg. No - 3624/2023
FRN/ Unique Code: S2017MH513200
UDIN: F012535H000597878

Date: June 08, 2026
Place: Mumbai

ANNEXURE – VI

COMPLIANCE CERTIFICATE ON CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

I, Supam Maheshwari, Managing Director and Chief Executive Officer of the Company, hereby confirm and certify that on the basis of affirmation received from all the Board members and Senior Management Personnel on their compliance with the Company's Code of Conduct for Board Members and Senior Management Personnel **("Code of Conduct")** for the financial year 2025-26, all the Board members and Senior Management Personnel are in compliance with Code of Conduct.

For BRAINBEES SOLUTIONS LIMITED

Sd/-
Supam Maheshwari
Managing Director & CEO
DIN: 01730685
Date: May 26, 2026

ANNEXURE – VII

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

For the Financial Year ended March 31, 2026

*[Pursuant to Schedule V – Para E of SEBI (Listing Ob*ligations and Disclosure Requirements) Regulations, 2015]

The Members,

Brainbees Solutions Limited

We have examined the compliance of the conditions of Corporate Governance by Brainbees Solutions Limited **("Company")**, for the financial year ended March 31, 2026 **("review period")**, as stipulated in Securities and Exchange Board of India **("SEBI")** (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the review period.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Sd/-
S. Samdani
Partner
Samdani Shah and Kabra
Company Secretaries
FCS No.: 3677 | CP No.: 2863

ICSI Peer Review No.: 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: F003677H000488557

Place: Vadodara
Date: May 26, 2026

REPORT ON CORPORATE GOVERNANCE

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the report contains the details of Corporate Governance systems and processes at Brainbees Solutions Limited ("**the Company**") during the financial year ended on March 31, 2026 ("**Reporting Period**").

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. We are committed to meet the aspirations of all our stakeholders.

Corporate governance is intrinsic part of our values, guiding us towards best business practices and defining how we interact and operate with our stakeholders on our path to sustainability. We believe that effective corporate governance practices constitute the strong foundation on which successful organisations are built to last. In order to adhere highest standards of corporate governance practices, the Company aims to comply with all the applicable laws & regulations in letter and spirit and ensure sustainable behaviour in all engagements. In addition to compliance with regulatory requirements, the Company endeavours to ensure that the highest standards of ethical and responsible conduct are met throughout the organisation.

The Company's Board exercises independent judgement and plays a vital role in the oversight of the Company's affairs. The Board comprises of qualified and expert professionals including independent directors who are mandated to ensure robust levels of governance across all tiers of the Company. While day-to-day operations are managed by a competent team under the Board's supervision, various Committees have been constituted to focus on well-defined areas of responsibility, delivering time-bound recommendations.

The Company's corporate governance framework is aligned with the requirements under the Companies Act, 2013 ("**Act**") and the various regulations and guidelines issued by the SEBI. The Company has also adopted various Codes/Policies towards achieving the best corporate governance practices which includes, among others, Code of Conduct for Directors and Senior Management, Whistle Blower Policy, Code of Conduct to regulate, monitor and report trading by insiders towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and Policy on dealing with and Materiality of Related Party Transactions.

We believe that achieving our goals requires the highest standards of corporate behaviour towards everyone we collaborate with, the communities we impact, and the environment we shape. This commitment drives consistent, competitive performance and long-term value creation for our shareholders, our people, and our business partners.

2. BOARD OF DIRECTORS

The Board of Directors provide guidance to the management and directs, supervises, and oversees the activities of the Company. The Board ensures that the Company's corporate governance policies encompass the corporate strategy, risk management, accountability, transparency, business responsibility, sustainability and ethical business practices. The Board consists of eminent individuals, who possess requisite expertise, integrity, experience and proficiency. The Company is managed by the Board in coordination with the senior management of the Company. The detailed profile of the Directors is available on the website of the Company and can be accessed at https://www.firstcry.com/investor-relations/governance-board-members.

A. Composition and category of Directors

The Board of the Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors with majority of the Board members comprising Independent Directors including Women Directors. The Board composition is in conformity with the applicable provisions of the Act and Listing Regulations as amended from time to time. As on the date of this Report, the Board consists of Seven (7) Directors as mentioned hereunder:

Sr. No.	Name	Promoter/ Non-promoter	Category of director
1.	Mr. Supam Maheshwari	Non- Promoter	Executive Director (Managing Director and Chief Executive Officer)
2.	Mr. Sanket Hattimattur	Non- Promoter	Non- Executive & Non- Independent Director

Sr. No.	Name	Promoter/ Non-promoter	Category of director
3.	Ms. Saloni Jain Rana	Non- Promoter	Non- Executive & Non- Independent Director *(nominated by Mahindra & Mahindra Limited- a Shareholder of the Company)*
4.	Mr. Gopalakrishnan Jagadeeswaran	Non- Promoter	Non- Executive & Independent Director
5.	Mr. Neeraj Sagar	Non- Promoter	Non- Executive & Independent Director
6.	Ms. Sujata Vilas Bogawat	Non- Promoter	Non- Executive & Independent Director
7.	Ms. Bala C Deshpande	Non- Promoter	Non- Executive & Independent Director

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

None of the Directors of the Company are related to each other. The number of Directorship(s), Committee Membership(s), Chairmanship(s) of all the Directors is within respective limits prescribed under the Act and Listing Regulations as amended from time to time.

B. Board Meetings

The Board meets at regular intervals to discuss and decide on Company/Business policy and strategy apart from other Board businesses. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The Board agenda generally includes consideration of important corporate actions and events including:

- quarterly and annual financial results;
- oversight of the performance of the business;
- development and approval of overall business strategy;
- review of the functioning of the Committees; and
- other strategic, transactional and governance matters as required under the Act, Listing Regulations and other applicable regulations.

The Notice of Board and Committee Meetings are given well in advance to all the Directors and Committee Members, respectively. The Agenda is generally circulated seven days prior to the date of the Meeting. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in Listing Regulations and the Act, to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the Meetings to enable the Directors/ Committee Members, as the case may be, to take an informed decision. Video/ Audio-conferencing facilities are used to facilitate Directors to participate in the Meetings. Prior approval from the Board is obtained for circulating the Agenda items with shorter notice for matters that form part of the Board and Committee Agenda and are considered to be in the nature of Unpublished Price Sensitive Information.

During the financial year 2025-26, 5 (five) Board Meetings were held, details of which are mentioned below. The interval between any two Board Meetings was well within the maximum allowed gap of 120 days.

Date of Board Meeting	Name and Attendance of Directors							
	Mr. Supam Maheshwari	Mr. Sanket Hattimattur	Ms. Saloni Jain Rana@	Ms. Bala C Deshpande	Mr. Neeraj Sagar	Mr. Gopalakrishnan Jagadeeswaran	Ms. Sujata Vilas Bogawat	Mr. Puneet Renjhen*
May 26, 2025	✓	✓	NA	✓	✓	✓	✗	✓
August 13, 2025	✓	✓	NA	✗	✓	✓	✓	✓
November 14, 2025	✓	✓	NA	✓	✓	✓	✗	✓

Date of Board Meeting	Name and Attendance of Directors							
	Mr. Supam Maheshwari	Mr. Sanket Hattimattur	Ms. Saloni Jain Rana@	Ms. Bala C Deshpande	Mr. Neeraj Sagar	Mr. Gopalakrishnan Jagadeeswaran	Ms. Sujata Vilas Bogawat	Mr. Puneet Renjhen*
December 26, 2025	✓	✗	NA	✓	✓	✗	✓	✗
February 13,2026	✓	✓	✓	✓	✓	✗	✓	NA
Date of last AGM- September 19, 2025	✓	✗	NA	✗	✗	✓	✓	✗

@Ms. Saloni Jain Rana was appointed as Non-Executive Additional Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026 and subsequently appointed as a Director (Non-Executive Non-Independent) of the Company with effect from May 04, 2026 by the shareholders of the Company by way of an ordinary resolution passed through Postal Ballot.

*Mr. Puneet Renjhen resigned as Non-Executive Director (Nominee of Mahindra & Mahindra Limited - a Shareholder of the Company) with effect from February 13, 2026, due to recasting of Board nomination by Mahindra & Mahindra Limited.

C. Category, Directorships, Committee Chairmanships/ Memberships and Shareholding of Directors

The details of each Member of the Board along with the number of Directorship(s)/Committee Membership(s)/ Chairmanship(s) and their shareholding in the Company as on March 31, 2026, are provided herein below:

Name	Number of shares held in the Company	Directorship(s) in other Companies#	Membership(s) of Committees of other Companies$	Chairmanship(s) of Committees of other Companies$
Mr. Supam Maheshwari	2,70,69,016	0	0	0
Mr. Sanket Hattimattur	6,34,780	0	0	0
Ms. Saloni Jain Rana	Nil	0	0	0
Mr. Gopalakrishnan Jagadeeswaran	Nil	0	0	0
Mr. Neeraj Sagar	Nil	1	0	0
Ms. Sujata Vilas Bogawat	Nil	0	0	0
Ms. Bala C Deshpande	Nil	2	3	0

#Excluding Directorship of the Company, Deemed Public Companies, Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

$Includes only Audit Committee and Stakeholders' Relationship Committee of Public Companies excluding the Company.

D. Other listed companies wherein Director holds directorship as on March 31, 2026

Name of director	Name of other listed companies where director holds directorship	Category of directorship in other companies
Mr. Supam Maheshwari	Nil	Not Applicable
Mr. Sanket Hattimattur	Nil	Not Applicable
Ms. Saloni Jain Rana	Nil	Not Applicable
Mr. Gopalakrishnan Jagadeeswaran	Nil	Not Applicable
Mr. Neeraj Sagar	ZF Commercial Vehicle Control Systems India Limited	Non-Executive Independent Director
Ms. Sujata Vilas Bogawat	Nil	Not Applicable
Ms. Bala C Deshpande	eClerx Services Limited	Non-Executive Independent Director

E. Independent Directors

During the Reporting Period, the Board consists of 4 (four) Independent Directors. None of the Independent Directors have resigned during the financial year. All the Independent Directors were re-appointed for another term of five years, as mentioned below:

Sr. No.	Name of the Independent Director	Details of re-appointment on the Board
1.	Mr. Neeraj Sagar	Re-appointed for a term of five years from April 22, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
2.	Mr. Gopalakrishnan Jagadeeswaran	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
3.	Ms. Sujata Vilas Bogawat	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.
4.	Ms. Bala C Deshpande	Re-appointed for a term of five years from May 02, 2025 pursuant to Board resolution dated June 24, 2024 and Shareholder's resolution dated June 26, 2024.

The Company has received declarations from all the Independent Directors of the Company confirming that:

a. they meet the criteria of independence prescribed under the Act and the Listing Regulations;

b. they have registered their names in the Independent Directors' Databank; and

c. they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Accordingly, based on the declarations received from all Independent Directors, the Board has confirmed that, in their opinion, Independent Directors of the Company are persons of integrity, possesses relevant expertise and experience and fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

F. Separate Meeting of Independent Directors

As per Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, the Independent Directors shall hold at least one meeting in a financial year without the presence of Non-Independent Directors and Management representatives. Accordingly, a separate meeting of the Independent Directors of the Company was held on February 03, 2026 without the presence of any other Board Members. The Independent Directors inter-alia review the performance of Non-Independent Directors and Board of Directors as a whole; quality, quantity and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

G. Core skills/ expertise/ competence as identified by board of directors and the directors possessing such skills/ expertise/ competence

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board.

In alignment with the Listing Regulations, the Board has meticulously identified the requisite skills, expertise, and competencies of its Directors, which are mentioned as follows:

Skills and experience	Name of Director						
	Mr. Supam Maheshwari	Mr. Sanket Hattimattur	Ms. Saloni Jain Rana@	Ms. Bala C Deshpande	Mr. Neeraj Sagar	Mr. Gopalakrishnan Jagadeeswaran	Ms. Sujata Vilas Bogawat
Risk Management	✓	✓	✓	✓	✓	✓	✓
Leadership experience	✓	✓	✓	✓	✓	✓	✓
Financial Expertise	✓	✓	✓	✓	✓	✓	✓
Legal & Regulatory	✓	✓	✓	✓	✓	✓	✓
Corporate Governance and Ethics	✓	✓	✓	✓	✓	✓	✓
Effective stakeholder's engagements and driving corporate ethics and values	✓	✓	✓	✓	✓	✓	✓
Knowledge of global business environments	✓	✓	✓	✓	✓	✓	✓

@Ms. Saloni Jain Rana is a Non-Executive Director nominated by Mahindra & Mahindra Limited, a Shareholder of the Company.

H. Familiarisation Programmes for Independent Directors

Under the familiarisation programmes for independent directors conducted during financial year 2025-26, the Company presented Operational performance of the Company and its subsidiaries, Risk Management, Regulatory aspect and Compliance process and Internal Audit discussions. Internal Auditors and Statutory Auditors are invited for interaction with the Independent Directors to enable them get a better understanding of the business and operations of the Company. Further, active communication channel between management and Independent Directors are in place, that allows the Independent Directors to raise questions, seek clarifications for enabling a better understanding of the Company and its various operations.

Such familiarisation programmes are carried out through separate programmes or with the Board/ Committee meetings to suit the convenience of Directors.

Details with respect to familiarisation programmes for independent directors are available on the website of the Company and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Familiarisation_Program_25_26.pdf.

I. Certificate under Regulation 34 read with Para C of Schedule V of Listing Regulations

None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continue as Director of the Company by the SEBI, Ministry of Corporate Affairs, or any such statutory authority as on March 31, 2026. A certificate to this effect has been provided by M/s. Samdani Shah and Kabra, Company Secretaries (Firm Registration No. P2008GJ016300) and the same forms part of this report as **Annexure – I**.

3. COMMITTEES OF THE BOARD

As on March 31, 2026, the Board has 5 (five) statutory committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

Each committee has its defined terms of reference and has been assigned with scope of responsibilities, duties and authorities, which are reviewed by the Board in order to determine the appropriateness of purpose for which the committee has been formed and further to keep abreast with the changing business environment and the statutes. Committee composition conforms to applicable laws and regulations. Minutes of all the committee meetings are placed before the Board for information/ noting. All decisions pertaining to the constitution of committees and its terms of reference are taken by the Board.

Brief terms of reference, composition of these committees and other relevant information as required, are provided below:

A. Audit Committee

The Audit Committee currently comprises:

S. No.	Name of our Director	Designation
1.	Mr. Gopalakrishnan Jagadeeswaran	Chairperson
2.	Ms. Bala C Deshpande	Member
3.	Mr. Neeraj Sagar	Member
4.	Ms. Sujata Vilas Bogawat	Member

The Company Secretary and Compliance Officer of the Company act as the Secretary to the Audit Committee.

Powers of Audit Committee

The Audit Committee have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(5) such other powers as may be prescribed under the Companies Act 2013 and the Listing Regulations.

Terms of reference of Audit Committee

The role of the Audit Committee includes the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the board of directors of the Company for appointment, re-appointment, replacement, remuneration and terms of appointment of statutory auditors of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act 2013;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making

appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the initial public offering by the Company;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;

   a. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

   b. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;

   c. Review of transactions pursuant to omnibus approval;

   d. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act 2013.

   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act 2013.

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow-up thereon;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(20) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(21) reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs.1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

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(22) review the financial statements, in particular, the investments made by any unlisted subsidiary;

(23) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(24) approving the key performance indicators **("KPIs")** for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law;

(25) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act 2013, the Listing Regulations or any other applicable law, as and when amended from time to time; and

(26) The Audit Committee shall mandatorily review the following information:

- management's discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- management letters/ letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;
- the appointment, removal and terms of remuneration of the chief internal auditor; and
- statement of deviations in terms of the Listing Regulations:

  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are listed in terms of the Listing Regulations;

  b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the Listing Regulations.

Number of meetings held and attendance of the members

During the Reporting Period, the committee met 5 (five) times. The details of committee meetings held and attended by the members are given below:

Date of Meeting	Name and attendance of Committee Members			
	Mr. Gopalakrishnan Jagadeeswaran	Ms. Bala C Deshpande	Mr. Neeraj Sagar	Ms. Sujata Vilas Bogawat
May 26, 2025	✓	✓	✓	✗
August 13, 2025	✓	✗	✓	✓
November 14, 2025	✓	✓	✓	✗
December 26, 2025	✗	✓	✓	✓
February 13,2026	✗	✓	✗	✓

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently comprises:

S. No.	Name of our Director	Designation
1.	Mr. Neeraj Sagar	Chairperson
2.	Ms. Bala C Deshpande	Member
3.	Ms. Sujata Vilas Bogawat	Member

Scope and terms of reference:

The Nomination and Remuneration Committee is responsible for, among other things, the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to our Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may (a) use the services of external agencies, if required; (b) consider candidates for a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;

(3) Formulation of criteria for evaluation of performance of independent directors and our Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) Analysing, monitoring and reviewing various human resource and compensation matters;

(7) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(8) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(9) Determining and recommending to our Board, compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time;

(11) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that —

   (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(12) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI SBEBSE Regulations, as amended, including the following:

   (a) administering any employee stock option schemes (the "**Plans**");

   (b) determining the eligibility of employees to participate under the Plans;

   (c) granting options to eligible employees and determining the date of grant;

   (d) determining the number of options to be granted to an employee;

(e) determining the exercise price under the Plans; and

(f) construing and interpreting the Plans and any agreements defining the rights and obligations of our Company and eligible employees under the Plans, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plans.

(13) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(14) To consider and allot shares under direct route and/or approve the transfer of shares under trust route, as the case may be, under Employee Stock Option Plan 2011, Brainbees Employees Stock Option Plan 2022 and Brainbees Employees Stock Option Plan 2023; and

(15) Carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act 2013, the Listing Regulations or any other applicable law, as and when amended from time to time.

Number of meetings held and attendance of the members

During the Reporting Period, the committee met 3 (three) times. The details of committee meetings held and attended by the members are given below:

Date of Meeting	Name and attendance of Committee Members		
	Mr. Neeraj Sagar	Ms. Bala C Deshpande	Ms. Sujata Vilas Bogawat
May 26, 2025	✓	✓	✗
August 13, 2025	✓	✗	✓
February 13, 2026	✓	✓	✓

Performance Evaluation Criteria

- **Evaluation Methodology:** The systematic evaluation contributes significantly to improved performance at 3 (Three) levels; Organisational, Board and Individual Board Member. It encourages the leadership, teamwork, accountability, decision-making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of Board dynamics, Board-management relations and thinking as a group within the Board.

  The evaluation is done as per the process and criteria of annual performance evaluation approved by the Nomination & Remuneration Committee (NRC). There are separate evaluation questionnaire for each category of evaluation viz. the Board, Committees of the Board and Directors (including Executive Directors, Non-Executive Non-Independent Directors and Non-Executive Independent Directors) for undertaking the evaluation process.

- **Evaluation Process:** Separate sets of questions (questionnaire) are prepared for each of the evaluations i.e., for evaluation of (a) Board; (b) Each of the Committees of the Board; (c) Independent Director; and (d) Non-Independent Director. The questionnaire for each category of evaluation is circulated to all the Directors. Each question has four rating options i.e., 1 to 4. 1 denotes 'Need Improvement', 2: 'Fair', 3: 'Good' and 4: 'Excellent'. The ratings of every question are averaged ('averaged ratings') based on feedbacks received from Director. Further, average of all 'averaged ratings' are considered as the rating for a particular questionnaire. Based on the outcomes of questionnaire, the Nomination and Remuneration Committee carry out evaluation of every Director's performance; the Board carry out annual performance evaluation of the Board, its Committees and Individual Directors; and the Independent Directors carry out annual performance evaluation of the Non-Independent Directors and the Board as a whole. The Chairperson of the respective Committees will share the report on evaluation with the respective Committee members.

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee currently comprises:

S. No.	Name of our Director	Designation
1.	Ms. Sujata Vilas Bogawat	Chairperson
2.	Ms. Bala C Deshpande	Member
3.	Mr. Supam Maheshwari	Member

Mr. Mandar Joshi is the Company Secretary and Compliance Officer of the Company.

Scope and terms of reference:

The Stakeholders' Relationship Committee is responsible for, among other things, as may be required by the under applicable law, the following:

(1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

(2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(3) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

(4) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(5) review of measures taken for effective exercise of voting rights by shareholders;

(6) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

(7) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(8) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act 2013 or the Listing Regulations or any other applicable law, as and when amended from time to time.

Number of meetings held and attendance of the members

During the Reporting Period, the committee met once. The details of committee meeting held and attended by the members are given below:

Date of Meeting	Name and attendance of Committee Members		
	Ms. Sujata Vilas Bogawat	Ms. Bala C Deshpande	Mr. Supam Maheshwari
February 13, 2026	✓	✓	✓

Shareholders' Complaints

The details of shareholders' complaints, during the financial year ended on March 31, 2026 are as under:

Particulars	Details
No. of investor complaints pending at the beginning of the financial year	Nil
No. of investor complaints received during the financial year	Nil
No. of complaints not solved to the satisfaction of shareholders	Nil
No. of investor complaints those remaining unresolved at the end of the financial year	Nil

D. Risk Management Committee

The Risk Management Committee currently comprises:

S. No.	Name of our Director/ Key Managerial Personnel	Designation
1.	Mr. Supam Maheshwari	Chairperson
2.	Mr. Gopalakrishnan Jagadeeswaran	Member
3.	Mr. Sanket Hattimattur	Member
4.	Mr. Gautam Sharma	Member

Scope and terms of reference:

The Risk Management Committee is responsible for, among other things, as may be required by the under applicable law, the following:

(1) Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include: (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;

(2) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

(5) Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);

(7) To implement and monitor policies and/or processes for ensuring cyber security;

(8) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board; and

(9) Any other similar or other functions as may be laid down by Board from time to time and/ or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Number of meetings held and attendance of the members

During the Reporting Period, the committee met twice. The details of committee meeting held and attended by the members are given below:

Date of Meeting	Name and attendance of Committee Members			
	Mr. Supam Maheshwari	Mr. Gopalakrishnan Jagadeeswaran	Mr. Sanket Hattimattur	Mr. Gautam Sharma
August 12, 2025	✓	✓	✓	✓
November 14, 2025	✓	✓	✓	✓

E. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee currently comprises:

S. No.	Name of our Director	Designation
1.	Mr. Supam Maheshwari	Chairperson
2.	Mr. Neeraj Sagar	Member
3.	Mr. Sanket Hattimattur	Member

Scope and terms of reference:

The Corporate Social Responsibility Committee is authorised to perform the following functions:

(1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act 2013, as amended and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1);

(3) instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by our Company;

(4) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

(5) monitor the corporate social responsibility policy of our Company and its implementation from time to time; and

(6) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Number of meetings held and attendance of the members

During the Reporting Period, the committee met once. The details of committee meeting held and attended by the members are given below:

Date of Meeting	Name and attendance of Committee Members		
	Mr. Supam Maheshwari	Mr. Neeraj Sagar	Mr. Sanket Hattimattur
November 14, 2025	✓	✓	✓

4. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

Senior Management as on March 31, 2026:

Sr. No.	Name of Senior Management Personnel	Designation
1.	Mr. Gautam Sharma	Group Chief Financial Officer
2.	Mr. Prashant Jadhav	Chief Technology Officer
3.	Ms. Manjula Rao	Chief Human Resource Officer
4.	Mr. Abhinav Sharma	Country Head, International Business
5.	Mr. Anuj Jain	Chief Executive Officer- Globalbees Brands Private Limited, a subsidiary of the Company ("**Globalbees**")
6.	Mr. Mandar Joshi	Company Secretary and Compliance Officer

Changes in the Senior Management during the financial year ended March 31, 2026:

Sr. No.	Name of Senior Management Personnel	Particulars of Change
1.	Mr. Nitin Agarwal Chief Executive Officer- Globalbees	Resigned from the position of the Chief Executive Officer and the Director of Globalbees and consequently as a Senior Management Personnel of the Company w.e.f. close of business hours of April 24, 2025.
2.	Mr. Anuj Jain Chief Executive Officer- Globalbees	Appointed as the Chief Executive Officer of Globalbees and consequently appointed as the Senior Management Personnel of the Company with effect from April 25, 2025.
3.	Ms. Neha Surana Company Secretary and Compliance Officer	Resigned as Company Secretary and Compliance Officer with effect from closing of business hours of December 26, 2025.
4.	Mr. Mandar Joshi Company Secretary and Compliance Officer	Appointed as Company Secretary and Compliance Officer with effect from December 27, 2025.

5. REMUNERATION TO DIRECTORS

All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

During the Reporting Period, apart from payment of annual remuneration, sitting fees and reimbursement of expenses, there were no pecuniary relationships or transactions with Non-Executive Independent Directors of the Company.

Also, Company has not paid any amount as remuneration and sitting fees to Non-Executive Non-Independent Directors of the Company.

During the Reporting Period, the annual remuneration payable to a single Non-Executive Director did not exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company.

Criteria of making payments to Non-Executive Directors

The criteria of making payments to Non-Executive Directors forms part of the Remuneration Policy of the Company, which is available on the website of the Company and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Remuneration_Policy_2023.pdf.

Disclosure with respect to remuneration

a. Details of remuneration package of Executive Director of the Company for the financial year 2025-26 are as under:

(Amounts in Rs. Million)

Sr. No.	Particulars	Mr. Supam Maheshwari Managing Director and Chief Executive Officer
1.	Fixed Compensation	14.15
2.	Perquisites/ Benefits/ Statutory & Voluntary Deductions	21.93
3.	Performance Incentive*	8.42
4.	Cost of stock options granted	317.62
5.	Service Contracts	5 years (April 01, 2024 to March 31, 2029)
6.	Notice Period	60 days
7.	Severance Fees	Equivalent to the gross salary of 30 days

(Amounts in Rs. Million)

Sr. No.	Particulars	Mr. Supam Maheshwari Managing Director and Chief Executive Officer		
8.	Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable	**Particulars**	**ESOP Plan 2022**	**ESOP Plan 2023**
		Date of Grant	February 14, 2022	February 05, 2025
		Number of options Granted	1,48,49,523	51,80,000
		Exercise Price each option	Rs. 2/-	Rs. 243.72/-
		Issued at discount	No	No
		Vesting Period	On the achievement of pre-defined performance milestones (subject to a minimum of 1 year having lapsed from the date of Grant of the Options)	

* Performance Incentive is determined as per the Remuneration Policy of the Company and based on Annual Performance Evaluation undertaken by the Company.

b. Details of remuneration of Non-executive Independent Directors of the Company for the Financial Year 2025-26 are as under:

The details of fixed annual remuneration and sitting fees paid to the Non-Executive Independent Directors of the Company for attending the meetings of the Board and Committees during the financial year are as follows:

Name of Director	Fees (in Rs. million)
Mr. Gopalakrishnan Jagadeeswaran	2.05[1]
Mr. Neeraj Sagar	1.50[2]
Ms. Sujata Vilas Bogawat	1.27[3]
Ms. Bala C Deshpande	1.34[4]

(1) Including sitting fees of Rs. 0.25 million, fixed fees of Rs.1 million and chair fees of Rs.0.8 million.

(2) Including sitting fees of Rs.0.4 million, fixed fees of Rs.1 million and chair fees of Rs.0.1 million.

(3) Including sitting fees of Rs. 0.27 million and fixed fees of Rs.1 million.

(4) Including sitting fees of Rs.0.34 million and fixed fees of Rs.1 million.

The Company has not paid any amount as remuneration and sitting fees to Non-Executive Non- Independent Directors of the Company.

6. GENERAL BODY MEETINGS

Annual General Meeting

Details of last three annual general meetings of the Company held are given under:

Date	Time (IST)	Whether special resolution passed	Deemed Venue/ Venue
September 19, 2025	04:00 P.M.	Yes	Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road, Nr. Sohrab Hall, Pune – 411001
July 22, 2024	10.00 A.M.	Yes	Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road, Nr. Sohrab Hall, Pune – 411001
September 29, 2023	05:00 P.M.	No	Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road, Nr. Sohrab Hall, Pune – 411001

Postal Ballot

During the Reporting Period, there was no resolution passed through postal ballot.

Details of special resolution proposed to be conducted through postal ballot

No special resolution is proposed to be conducted through postal ballot as on the date of this Annual Report.

7. MEANS OF COMMUNICATION

a. The financial results, shareholders' letter and any official releases are posted on the Company's website at https://www.firstcry.com/investor-relations/.

b. Quarterly results are generally published in one English Newspaper circulating substantially in the whole of India and in Marathi Newspaper.

c. The Company conducts earnings conference calls to discuss financial results on quarterly basis. During the Reporting Period, the Company conducted 4 (four) earnings conference calls to discuss the quarterly financial results.

d. The presentations made to institutional investors or to the analysts, audio video recording and transcript of the earnings conference calls are disseminated on the website of the Company at https://www.firstcry.com/investor-relations/quarterly-results.

e. The Company's website contains a separate dedicated section "Investor Relations". The Investor Relations section contains a comprehensive database of information including the financial results and annual report of the Company for the investors, in a reader friendly manner. The information about the Company in terms of Regulation 46 of the Listing Regulations is provided in a separate section on the Company's website and can be accessed at https://www.firstcry.com/investor-relations/disclosures-under-regulation and the same is updated regularly.

8. GENERAL SHAREHOLDERS' INFORMATION

a. General Information

Date, Time and Venue of Annual General Meeting	September 22, 2026 at 4.00 P.M. (IST) through Audio Video Conferencing Deemed Venue will be registered office of the Company.
Financial year	April 01, 2025 to March 31, 2026
Dividend Payment Date	Not Applicable
Listing	The equity shares are listed on: a) National Stock Exchange of India Limited ("**NSE**") Exchange Plaza, C – 1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 b) BSE Limited ("**BSE**"); Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
ISIN	INE02RE01045
CIN	L51100PN2010PLC136340
Listing Fees	Annual listing fees has been paid by the Company to the Stock Exchanges within the prescribed timelines.

b. Registrar to issue and share transfer agent

MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) **("RTA")**

Address: C-101, Embassy 247,

First Floor, L.B.S. Marg,

Vikhroli (W), Mumbai -400083,

Maharashtra, India.

Phone: 810 811 6767

Email: investor.helpdesk@in.mpms.mufg.com

Website: www.in.mpms.mufg.com/

Contact Person: Mr. Jayprakash Parambath

SEBI Registration Number: INR000004058

c. Share transfer system

As on March 31, 2026, all the equity shares of the Company were held in dematerialised (demat) form. Transfer of these shares can only be done through depository participant(s). Transmission and Transposition of shares will be effected only in demat form. The shareholders are though not barred from holding shares in physical form.

Further, the shareholders are requested to register their email address, bank account details and mobile number with their respective depository participants.

d. Shareholding pattern as on March 31, 2026[1]

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)
(A)	[1]Promoter & Promoter Group	0	0
(B)	Public	140,636	485,195,927
(C)	Non Promoter- Non Public	1	36,854,200
(C1)	**Shares underlying DRs**	0	0
(C2)	**Shares held by Employee Trusts**	1	36,854,200
	Total	**140,637**	**522,050,127**

[1] The Company is a professionally managed Company and hence, it doesn't have any identifiable promoter.

e. Distribution of shareholding as on March 31, 2026[1]

Shares held range	No. of shareholders	No. of shares held	% of shareholding
1 – 500	137130	7468493	1.43
501 – 1,000	2477	1872620	0.36
1,001 – 2,000	1227	1791427	0.34
2,001 – 3,000	390	982410	0.19
3,001 – 4,000	190	681218	0.13
4,001 – 5,000	156	731598	0.14
5,001 – 10,000	243	1759251	0.34
10,001 and above	433	506754967	97.07
Total	**1,42,246**	**52,20,41,984**	**100.00**

*Distribution of shareholding is not consolidated on PAN basis.

[1] The Company has made allotment of 8,143 equity shares on March 27, 2026, to certain eligible employees pursuant to exercise of ESOPs under Employee Stock Option Plan 2011. Accordingly, the corporate action for crediting shares in beneficiary accounts was in process for 8,143 equity shares, as on March 31, 2026. Therefore, the said allotment has not been considered while preparing the above table.

f. Dematerialisation of shares and liquidity

All equity shares of the Company are held in Dematerialisation form. The equity shares are traded on BSE and NSE.

g. Outstanding American Depository Receipts (ADRs) / Global Depository Receipts (GDRs)/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company does not have any outstanding ADRs/ GDRs/Warrants. Details to the extent of outstanding Employee Stock Options (ESOPs) convertible into equity shares have been disclosed in the Board's Report.

h. Disclosure of commodity price risks or foreign exchange risks and commodity hedging activities

During the Reporting Period, the Company has no commodity price risk and commodity hedging activities. Foreign exchange risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The foreign exchange risk has been disclosed under note no. 46(iv) to the Audited Standalone Financial Statements.

i. **Plant locations**

The Company is not in the business of manufacturing, hence there are no plant locations which can be listed here.

j. **Address for correspondence**

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

Tel: +91 8482989157

Contact Person: Mr. Mandar Joshi

Designation: Company Secretary and Compliance Officer

E-mail: companysecretary@firstcry.com

Website: https://www.firstcry.com/investor-relations

k. **Credit rating**

During the Reporting Period, the Company neither had any outstanding debt nor any fixed deposits programme, hence no credit rating has been obtained.

9. OTHER DISCLOSURES

a. **Compliances by the Company**

The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or other statutory authorities relating to the capital markets, since the date of listing till the financial year ended on March 31, 2026.

b. **Whistle Blower Policy and Vigil Mechanism**

The Company has formulated a Whistle Blower Policy ("**Policy**") in accordance with the provisions of the Act and Regulation 22 of the Listing Regulations. This Policy aims to provide a platform and mechanism for employees, Directors and other stakeholders to report unethical behaviour, fraud or violations of the Company's Code of conduct, ethics and principles without fear of retaliation. It also ensures direct access to the Chairperson of the Audit Committee.

The Company affirms that, in compliance with the Policy, no personnel have been denied access to the Audit Committee.

Further, the Policy has been posted on the website of the Company and can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Whistle_Blower_Policy.pdf

c. **Compliance with mandatory requirements of the Listing Regulations & adoption of non-mandatory requirements of the Listing Regulations**

- **Mandatory requirements:** The Company is in compliance with all mandatory corporate governance requirements as provided under the Listing Regulations.
- **Non-mandatory requirements:** In addition, the Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of Listing Regulations, to the extent applicable:

i. **Modified opinion(s) in audit report**

The Company's financial results have unmodified audit opinions.

ii. **Reporting of internal auditor:**

Internal auditors of the Company make quarterly presentations to the Audit Committee on their reports.

d. **Web link where policy for determining material subsidiaries is disclosed**

Policy on determining material subsidiaries is displayed on the Company's website and can be accessed at:

https://cdn.fcglcdn.com/brainbees/firstcry-ir/Policy_for_Determining_Material_Subsidiaries.pdf

e. **Disclosure of accounting treatment**

The standalone and consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

f. **Disclosures with respect to demat suspense account/ unclaimed suspense account**

There were/ are no shares in the demat suspense account or unclaimed suspense account, as at the end of Reporting Period.

g. **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations**

During the Reporting Period, the Company has not raised any funds through preferential allotment or qualified institutions placement.

h. **Recommendation of committees**

All the recommendations of the committees were accepted by the Board.

i. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2026, is Rs. 25.16 million.

j. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Disclosure w.r.t. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

k. **Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount;**

During the Reporting Period, the Company has given 'Loans and Advances' in the nature of loans to the Companies in which Directors are interested as disclosed in notes to the Audited Standalone Financial Statements.

l. **Details of Company's material subsidiaries**

Name of Material Subsidiary	**Digital Age Retail Private Limited (India)**	**Globalbees Brands Private Limited (India)**	**Swara Baby Products Limited (India)**	**Firstcry Management DWC-LLC (United Arab Emirates)**
Date & Place of Incorporation	April 15, 2011 Pune, Maharashtra, India	May 03, 2021 New Delhi, India	November 23, 2016 (Incorporated at Kolkata, West Bengal, India) *Registered office shifted to Madhya Pradesh, India on December 14, 2023*	April 04, 2019 United Arab Emirates
Name of Statutory Auditor as on March 31, 2026	Walker Chandiok & Co. LLP, Chartered Accountants, Pune (Firm Registration No.: 001076N/N500013)	Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No.: 001076N/N500013)	Walker Chandiok & Co. LLP, Chartered Accountants, Pune (Firm Registration No.: 001076N/N500013)	Grant Thornton UAE
Date of Appointment / Re-appointment of Statutory Auditor	August 29, 2022	September 21, 2022	September 20, 2022	May 23, 2025

m. Compliance certificate for Corporate Governance

The Company has obtained a certificate affirming the compliances of conditions of corporate governance from M/s. Samdani Shah and Kabra, Company Secretaries (Firm Registration No. P2008GJ016300), Secretarial Auditor of the Company and the same is annexed with the Board Report.

n. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management

The Company has adopted the Code of Conduct for Directors and Senior Management, which can be accessed at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Code_of_Conduct_of_Board_of_Directors_and_Senior_Managerial_Personnel.pdf. All Board members and Senior Management Personnel have affirmed their compliance with the Company's Code of Conduct for Board Members and Senior Management Personnel for the financial year 2025-26.

A declaration to this effect as signed by the Managing Director & CEO has been annexed with the Board's Report.

o. Related party transactions

During the Reporting Period, the Company has not entered into any materially significant related party transaction as per the Listing Regulations, which could have a potential conflict with the interests of the Company at large. The related party transactions entered by the Company are disclosed every half yearly to the stock exchanges in compliance with Regulation 23 of the Listing Regulations and are also disclosed in notes to accounts of the financial statements forming part of the Annual Report.

The Policy on dealing with and Materiality of Related Party Transactions has been posted on the Company's website and can be accessed at: https://cdn.fcglcdn.com/brainbees/firstcry-ir/Related_Party_Transactions.pdf

p. Prevention of insider-trading practices

Following awareness topics pertaining to Prevention of insider trading were covered by the Company through channels such as training, internal communication, etc. –

- Procedures to be followed while dealing in the shares of the Company;
- Handling of Unpublished Price Sensitive Information;
- Maintenance of structured digital database;
- Assessment made mandatory prior to obtaining pre-clearance;
- Trading Window opening and closure; and
- How to report any actual or suspected violations.

q. Disclosure of certain types of agreements binding listed entity

The Company has not been informed of any agreement under Regulation 30A (1) read with Clause 5A of Para A of Part A of Schedule III of the Listing Regulations. Accordingly, there is no requirement for disclosing the same.

r. Compliance of the requirement of Corporate Governance

During the Reporting Period, the Company is in compliance with the requirements of corporate governance and disclosures with respect to compliance of Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of Listing Regulations.

Further, there have been no instances of non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C of Schedule V of Listing Regulations.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BRAINBEES SOLUTIONS LIMITED

Sd/-	Sd/-
Supam Maheshwari	**Sanket Hattimattur**
Managing Director & CEO	Non-Executive Director
DIN: 01730685	DIN: 09593712
Date: May 26, 2026	Date: May 26, 2026

ANNEXURE-I

Certificate of Non-Disqualification of Directors

For the Financial Year ended March 31, 2026

*[Pursuant to Regulation 34(3) read with Schedule V Para C Clause 10 (i)
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

The Members,
Brainbees Solutions Limited

We have examined the Registers, Papers, Books, Records, Forms, Returns, Declarations, Disclosures and other related documents of Brainbees Solutions Limited ("**Company**"), having CIN: L51100PN2010PLC136340 and registered office situated at Rajashree Business Park, Survey No. 338, Next to Sohrabh Hall, Tadiwala Road, Pune – 411001, Maharashtra, India, as produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Director Identification Number ("**DIN**") status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company, its officers and representatives, we hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ended on March 31, 2026, have been debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Original Date of Appointment
1.	Ms. Bala Deshpande	00020130	May 02, 2022
2.	Mr. Gopalakrishnan Jagadeeswaran	02354467	May 02, 2022
3.	Mr. Neeraj Sagar	09475452	April 22, 2022
4.	Mr. Puneet Renjhen*	09498488	July 10, 2024
5.	Ms. Saloni Jain Rana#	11489732	February 13, 2026
6.	Mr. Sanket Raghavendra Hattimattur	09593712	May 05, 2022
7.	Ms. Sujata Vilas Bogawat	07901334	May 02, 2022
8.	Mr. Supam Satyanarayan Maheshwari	01730685	May 17, 2010

*Ceased to be Director effective from February 13, 2026.

#Appointed as Director effective from February 13, 2026.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
S. Samdani
Partner
Samdani Shah and Kabra
Company Secretaries
FCS No. 3677 | CP No. 2863

ICSI Peer Review No.: 7619/2026
ICSI Unique Code: P2008GJ016300
ICSI UDIN: F003677H000488667
Place: Vadodara | Date: May 26, 2026

Business Responsibility and Sustainability Reporting **("BRSR")** is the practice of companies disclosing information about their environmental, social, and governance **("ESG")** performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2025-26
1	Corporate Identity Number (CIN) of the Listed Entity	L51100PN2010PLC136340
2	Name of the Listed Entity	Brainbees Solutions Limited **("Brainbees"/ "the Company")**
3	Year of incorporation	May 17, 2010
4	Registered office address	Rajashree Business Park, Survey No. 338, Next to Sohrabh Hall, Tadiwala Road, Pune, Maharashtra, India, 411001
5	Corporate address	Rajashree Business Park, Survey No. 338, Next to Sohrabh Hall, Tadiwala Road, Pune, Maharashtra, India, 411001
6	E-mail	companysecretary@firstcry.com
7	Telephone	(+91) 84829 89157
8	Website	https://www.firstcry.com/
9	Financial year for which reporting is being done	April 01, 2025 - March 31, 2026
10	Name of the Stock Exchange(s) where shares are listed	• National Stock Exchange of India Limited (NSE) • BSE Limited (BSE)
11	Paid-up Capital	Rs. 1,04,41,00,254/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Mandar Joshi Company Secretary & Compliance Officer Tel No: +91-8482989157 E-mail: companysecretary@firstcry.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis
14	Name of assurance provider	Vinay & Keshava LLP
15	Type of assurance obtained	Reasonable Assurance on BRSR Core Indicators

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Wholesale and Retail Trading	Buying, Selling, Advertising, Promoting Maternity, Baby and Kids Products	94.32%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Maternity, Baby and Kids Products	464102, 464103, 477199, 464901, 477202, 464906, 476103, 464909, 464913, 476302, 476304	94.32%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	266*	266
International	0	0	0

*The reported data for National covers 3 offices, 10 warehouses, 250 stores, and 3 hubs.

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)*	22
International (No. of Countries)	2

*The number provided represents locations where the Company holds GST registrations. However, product distribution and end customers span pan-India.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

3.09%

c. A brief on types of customers

The Company is primarily engaged in the wholesale trade and contract manufacturing of maternity, baby, and kids' products. In addition to its wholesale business, the Company also provides facilitation services related to pre-school education, training, and allied areas.

Further, the Company operates as a single-brand retailer under the brand name Babyhug through its own network of branded stores. Through its integrated wholesale and retail operations, the Company serves a wide and diverse customer base.

The Company's primary customers include:

- Retailers engaged in the sale, promotion, and distribution of maternity, baby, and kids' products,
- Expecting mothers and parents with children up to 12 years of age, and
- Franchise partners and institutions operating in the pre-school education and training sector

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
EMPLOYEES						
1	Permanent (D)	3,296	2,282	69.24%	1,014	30.76%
2	Other than Permanent (E)	3,123	2,501	80.08%	622	19.92%
3	**Total employees (D + E)**	**6,419**	**4,783**	**74.51%**	**1,636**	**25.49%**
WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (G)	0	0	0%	0	0%
6	**Total workers (F + G)**	**0**	**0**	**0%**	**0**	**0%**

*Other than permanent employees include workforce hired on contractual basis.

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total differently abled employees (D + E)**	**0**	**0**	**0%**	**0**	**0%**
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (G)	0	0	0%	0	0%
6	**Total differently abled workers (F + G)**	**0**	**0**	**0%**	**0**	**0%**

21. Participation/Inclusion/Representation of women

Particular	Total (A)	No. and percentage of Females No. (B)	% (B / A)
Board of Directors	7*	3	42.86%
Key Management Personnel	2**	0	0.00%

*During the financial year, one male director resigned from the Board and one female director was appointed.

**The Managing Director & CEO has been omitted from the Key Managerial Personnel (KMPs) metric, as this position is already reflected in the Board of Directors (BoDs) count. During the financial year, one female KMP resigned and one male KMP was appointed.

22. Turnover rate for permanent employees and workers

Particular	FY 2025-26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY 2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	52.08%	54.78%	52.89%	48.55%	52.99%	49.87%	44.57%	46.57%	45.16%
Permanent Workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1	Digital Age Retail Private Limited	Subsidiary	99.99%	No
2	Firmroots Private Limited	Subsidiary	67.90%	No
3	Globalbees Brands Private Limited	Subsidiary	51.68%	No
4	Intellibees Solutions Private Limited	Subsidiary	99.99%	No
5	Joybees Private Limited	Subsidiary	99.99%	No
6	Swara Baby Products Limited (formerly known as Swara Baby Products Private Limited)	Subsidiary	75.35%	No
7	Firstcry Management DWC- LLC (United Arab Emirates)	Subsidiary	100.00%	No
8	Shenzhen Starbees Services Limited (People's Republic of China)	Subsidiary	100.00%	No

Note:

1. Step-down subsidiaries are not included here in the above list and % of shares held by the Company is on a fully diluted basis.
2. Solis Hygiene Private Limited ceased to be a direct subsidiary of the Company with effect from December 30, 2025.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes

a.	Turnover (in Rs.)	27,31,59,46,387
b.	Net worth (in Rs.)	63,47,47,54,143

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	Nil	0	0	Nil
Investors (other than shareholders)	Yes	0	0	Nil	0	0	The Company has received 255 complaints during the year which were related to Initial Public Offer, such as short allotment of shares, non-allotment of shares, non-receipt of refund, amount debited from account in spite of non- allotment, etc. All the complaints were resolved during the year.
Shareholders	Yes	0	0	Nil	0	0	
Employees and workers	Yes	84	0	All complaints have been closed	72	0	Nil
Customers	Yes	11,135	74	The pending customer complaints are currently under investigation and primarily relate to cases involving missing parts/items with logistics partners. Certain cases also require review of packaging footage by the Origins team or coordination with the sourcing/ vendor team for replacement of defective or damaged parts identified after use or otherwise.	7,674	0	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Value Chain Partners	Yes	0	0	Nil	0	0	The Company currently uses informal and formal channels to address grievances and is in the process of establishing a proper complaint grievance redressal mechanism
Other (please specify)	-	-	-	-	-	-	-

*** Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)**

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	Human Resource Department (hr@firstcry.com)
Investors (other than shareholders)	Secretarial Department (companysecretary@firstcry.com)
Shareholders	Secretarial Department (companysecretary@firstcry.com)
Employees and workers	Human Resource Department (hr@firstcry.com)
Customers	Operations Department (customercare@firstcry.com)
Value Chain Partners	Sourcing Department (vendorgrievance@firstcry.com)
Other (please specify)	Legal Department (legal@firstcry.com)

Note - To ensure effective resolution, the Company has implemented specific mechanisms for reporting issues and providing feedback for each stakeholder group. Please find below the link of BRSR Policy https://cdn.fcglcdn.com/brainbees/firstcry-ir/BRSR_Policy.pdf

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Energy and Emission Management	Risk	Carbon emissions across Brainbees e-commerce and supply chain operations stem primarily from its reliance on electricity as a key energy source, fugitive emissions from air conditioning systems and fire extinguishers, and the use of diesel generators (DGs) as an alternative energy source. This creates risks related to high costs, increased emissions, and potential misalignment with evolving customer expectations for sustainable brands.	Conduct internal energy audits to identify inefficiencies. Upgrade to energy-efficient systems such as LED lighting and HVAC. Implement automation and sensor-based lighting to optimise energy use. Retrofit buildings with insulation and high-efficiency windows to minimise heating and cooling loads. Transition to renewable energy sources, including installation of solar panels at selected warehouses. Work with third-party logistics (3PL) partners who have sustainability goals aligned with Brainbees to reduce emissions across the supply chain.	Negative
2	Waste Management and Circularity	Opportunity	Adopting circular economy principles in product design, packaging, and end-of-life management enables Brainbees to minimise waste, extend product value, and reduce resource dependency. Initiatives such as recyclable packaging, take-back programmes, and durable home brands products can lower environmental impact, drive operational efficiency, and appeal to sustainability-conscious consumers seeking responsible parenting choices. Process optimisation to reduce packaging material usage and waste generation. Promote paperless operations and implement digital workflows. Ensure proper waste disposal through authorised partners wherever feasible.	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Climate Change	Risk	Brainbees has potential risks related to climate change, including both physical and regulatory impacts. Extreme weather events, such as floods, storms, and heatwaves, pose physical risks to its warehouses and stores across the country, potentially disrupting operations, damaging infrastructure, and increasing costs. Additionally, climate change-related regulatory pressures could lead to stricter environmental laws, further impacting operational efficiency and increasing compliance costs.	Energy efficiency across the warehouse network has been enhanced through the installation of smart sensors and rooftop skylights to reduce daytime electricity consumption. Additionally, a rooftop solar panel system has been commissioned at the Pune warehouse. To maintain optimal internal temperatures, facilities have been equipped with roof insulation, louvers, ridge ventilation, and HVLS BLDC fans. Furthermore, responsible waste management practices are upheld by ensuring all plastic waste is recycled exclusively through licensed vendors.	Negative
4	Human capital development	Risk	The need for regular hiring across Brainbees stores nationwide, coupled with the continuous requirement for training and upskilling, presents a challenge in managing human capital. Risk of inefficient recruitment processes and limited employee development have a potential impact on service quality, decreased customer satisfaction and operational inconsistency and long-term business growth.	Comply with labour laws to ensure statutory minimum wages. Offer competitive salaries and ESOPs to retain key talent. Provide health insurance coverage to mitigate medical risks and improve employee wellbeing. Implement structured onboarding, learning and development (L&D) frameworks to ensure consistent training across geographies	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Product Safety & Quality	Risk	Maintaining consistent product safety and quality is critical for baby and kids products, as it directly influences customer trust and the Company's brand reputation. Changes in the requirements of the Bureau of Indian Standards (BIS) and other applicable regulatory frameworks may affect product compliance, certification processes, and time-to-market. Further, reliance on a diverse network of domestic and international suppliers may give rise to variations in product quality or specifications	Implementation of robust product quality assurance and testing processes, comprehensive supplier due diligence and periodic quality audits, and continuous monitoring of supplier performance. Compliance checks are ensured at the development stage, mandatory certifications and testing, and ongoing monitoring of regulatory developments. Standardised product specifications, inspection protocols, and defined quality control procedures are followed to maintain consistent product quality and compliance across the supply chain.	Negative
6	Occupational health & Safety ("OHS")	Risk	Ensuring strong occupational health and safety standards protects employee wellbeing, reduces workplace incidents, and supports uninterrupted operations. Inadequate safety measures can lead to injuries, legal liabilities, and lower workforce morale, ultimately affecting productivity, compliance, and brand integrity.	Enforce Environment Health and Safety ("EHS") norms for suppliers and vendors. Maintain strict child labour policies and operate grievance mechanisms such as whistleblower channels. OHS assessment at regular intervals. Incorporate safety indicators into vendor selection and evaluation.	Negative
7	Promoting Diversifying of consumers and workforce	Opportunity	Brainbees commitment to promoting diversity is reflected in its inclusive approach to products and marketing, focusing on celebrating unity in diversity. Through storytelling, clothing lines, and educational resources, a diverse talent pool and wide consumer targeting can lead to new growth opportunities, increase adaptability, and a connect with emerging demographics promoting long-term resilience and inclusivity-driven brand equity.	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Human Rights and Labour Management	Risk	Human rights and labour management risks across Brainbees' value chain, particularly due to its white labeling practices, pose challenges. Reliance on third-party manufacturers can result in potential risks such as exploitation of workers, poor labour conditions, and violations of human rights, which could result in reputational damage, legal consequences, and a loss of consumer trust in the brand's ethical standards.	Apply EHS standards to ensure supplier and vendor compliance. Enforce strong policies against child labour. Maintain grievance redressal mechanisms such as whistleblower channels to report violations. Incorporate human rights clauses through various elements by integrating statutory and safety compliance requirements in business agreements and contracts with suppliers.	Negative
9	Responsible Value Chain	Opportunity	Brainbees ensures high product quality, competitive pricing, and efficient distribution through in-house warehousing and omnichannel strategies, fostering customer trust and operational efficiency. By maintaining ethical sourcing and transparent relationships with suppliers, dealers, and franchisees, the Company strengthens its value chain. Moreover this approach can mitigates risks and can help position Brainbees for sustainable growth and increased consumer demand for responsible products. PLM tools are used to ensure quality and timely supplies from Vendors	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10	Sustainable Products	Opportunity	Transitioning to more responsible and sustainable materials in Brainbees & Home Brands products such as Tree-Free & Eco-friendly diapers, can result in improved product safety, reduced environmental impact, and aligns with rising consumer expectations for responsible parenting choices. By incorporating measures like organic textiles, biodegradable components, and certified safe materials, Brainbees has a potential to strengthen supply chain resilience, mitigates long-term regulatory risks, and reinforces its position as a trusted, child-first brand.	-	Positive
11	Privacy and data security	Risk	Brainbees collects customer data across both online and offline channels, making robust privacy and data security practices essential to maintaining consumer trust. Weak data governance or cyber vulnerabilities could expose the Company to cyber incidents, leading to regulatory penalties, reputational damage, and customer attrition. Such breaches would undermine Brainbees' digital platform credibility and threaten long-term business stability.	Encrypt all customer data immediately. Maintain a complete record of data flows and implement role-based access controls. Regularly test firewalls and intrusion systems. Firewalls and intrusion systems are adequately installed and regularly tested. Necessary trainings to staff are provided on data protection.	Negative
12	Corporate governance	Opportunity	Good corporate governance enables Brainbees to make informed decisions, ensure compliance, and build trust with stakeholders. It strengthens the Company's reputation, supports sustainable growth, and enhances its ability to attract investment and create long-term value.	-	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
13	Compliance to Laws	Risk	Brainbees operates across various regions in India, making it subject to a wide array of local, state, and national laws. The complexity of complying with diverse and evolving regulations poses a risk, as failure to adhere to these legal requirements could lead to penalties, legal disputes, and reputational damage.	Regularly monitor compliance with applicable laws. Deploy a compliance management tool and periodical certifications from relevant departments to track and ensure adherence to evolving legal requirements. Ensure regional teams are empowered and resourced to keep up with state-level regulatory changes. Established Compliance Management System to monitor compliance with applicable laws, regulations, and internal policies. This includes compliance registers, tracking tools, and reporting mechanisms.	Negative
14	Business Ethics	Risk	Brainbees vast geographic presence can have potential risks to business ethics, including potential violations of anti-bribery and anti-corruption, anti-competition practices, and money laundering regulations. Unethical conduct or lapses in compliance could lead to legal penalties, reputational damage, and loss of stakeholder trust.	Implement a comprehensive Business Conduct and Ethics Policy covering anti-bribery, anti-corruption, money laundering, and conflict of interest. Ensure periodic employee training on ethics and compliance. Leadership monitors implementation and reviews reported cases for timely resolution.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSOURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No		Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1.	a	**Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b	**Has the policy been approved by the Board? (Yes/No/NA)**	Yes. Policies that require Board-level oversight are reviewed and approved by the Board of Directors, while all other policies are reviewed and approved by the designated functional heads or responsible authorities.								
	c	**Web Link of the Policies, if available**	Internal company policies are accessible on the Company's intranet portal. Statutory policies mandated under applicable laws and required to be mandatorily hosted on the Company's official website, are available at following path: https://www.firstcry.com/investor-relations/policies-compliances								
2		**Whether the entity has translated the policy into procedures. (Yes / No/ NA)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3		**Do the enlisted policies extend to your value chain partners? (Yes/ No/NA)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4		**Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.**	ISO 37001:2016, ISO/IEC 27001:2013	ISO 9001:2015, ECOCERT, OEKOTEX, FSSAI, BIS, EN Standard	ISO 45001:2018, SEDEX	BIS	SEDEX, SA8000	ISO 14001:2015, ISCC, CDP	-	-	Made Safe, Allergy Certified, Cruelty Free, Vegan, EN 71, ASTM
5		**Specific commitments, goals and targets set by the entity with defined timelines, if any.**	Recognising the importance of ESG integration in building long-term business resilience, Brainbees is committed to continuously enhancing its sustainability performance across environmental and social dimensions. The Company has identified the following strategic commitments to guide its sustainability journey and support responsible growth: 1. Increase the use of renewable energy across operations through solar installations and procurement of cleaner energy sources. 2. Improve energy efficiency across warehouses, retail stores and offices through deployment of energy-efficient infrastructure and technology. 3. Enhance workforce diversity and inclusion by increasing representation of women across functions and leadership levels and ensuring equal opportunity practices. 4. Strengthen employee capability and workforce development through structured onboarding, training, upskilling and leadership development programmes.								

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6	**Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.**	The Company continues to make progress towards its identified sustainability commitments through various initiatives and management practices. The Company is currently refining its approach to measuring progress against these commitments and will continue to enhance its sustainability roadmap over time.								

Note : As the Company operates as a brand and product aggregator, all physical product development, manufacturing, and testing activities are carried out by vetted third-party partners. Compliance with these certifications is a key criterion in our supplier engagement and monitoring framework.

Governance, leadership and oversight

7	**Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**	
	This report comprehensively details our ESG performance, underscoring our core objective to mainstream sustainable consumption. We are committed to achieving sustainable, profitable growth by delivering durable, high-quality products that meet consumer demands while minimising our environmental footprint. We recognise that corporate enterprise plays a pivotal role in national development, necessitating the integration of environmental stewardship and social equity into our fundamental business strategy. To this end, we prioritise the protection of our ecological resources, the well-being of our value chain workforce, and the resilience of our host communities. Robust corporate governance underpins our operations, ensuring we consistently prioritise the interests of our stakeholders, including shareholders, customers, supply chain partners, and regulatory bodies. Guided by our BRSR policy, our governance framework is rooted in accountability, transparency, and strict regulatory compliance. Recognising that ESG integration is critical for long-term business resilience, we are continuously calibrating our strategy to align with evolving global frameworks and establishing ambitious, science-aligned targets. Moving forward, we are dedicated to continuous improvement across all ESG parameters, with a specific focus on enhancing our primary data collection protocols, advancing environmental stewardship, and deepening our socio-economic impact to foster inclusive, sustainable growth. Mr. Supam Maheshwari Managing Director & CEO DIN: 01730685	
8	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**	
	Mr. Supam Maheshwari Managing Director & CEO DIN: 01730685	
9	**Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).**	Yes
	If Yes please provide details	
	Mr. Supam Maheshwari Managing Director & CEO DIN: 01730685	

10	**Details of Review of NGRBCs by the Company**									
	Subject for Review	**Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee**								
		P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
a.	Performance against above policies and follow up action*	The Committees of the Board and the Board of Directors periodically review the adequacy and effectiveness of statutory policies. In addition, other policies are reviewed and monitored by the management and internal committees to ensure their relevance and operational effectiveness								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances									
	Subject for Review	**Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)**								
		P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
a.	Performance against above policies and follow up action	Specific matters brought to the management or the Committee are reviewed on a need basis. The frequency of such reviews may vary, occurring quarterly, half-yearly, or annually, depending on the nature and significance of the issues under consideration								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances									
11	**Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).**	No								
	If yes, provide name of the agency.									

*The Company's Board of Directors, alongside its Board-level Committees, including the Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Audit Committee, Risk Management Committee, and Corporate Social Responsibility Committee actively oversee governance matters. The Company's business responsibility performance is regularly monitored by the respective departmental heads and reported to the Board of Directors.

12	**If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
	It is planned to be done in the next financial year (Yes/No)									
	Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations and financial reporting as well as be accountable for their actions

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	Regular compliance updates	100%
Key Managerial Personnel	5	1. Implementation of amendments to SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015 2. Training for Unpublished Price Sensitive Information (UPSI) & Prohibition of Insider Trading Regulations 3. Prevention of Sexual Harassment of Women at Workplace 4. BRSR 5. Other Legal/Regulatory updates	100%
Employees other than BOD and KMPs*	1,110	1. App Awareness - Finbees/ PMS 2. Technical Training (Excel - Advance/ Intermediate / Basic/ PPT Creation) 3. Code of Conduct Training 4. Compliance Special Session 5. Cyber Security Training 6. Employee Health & Well Being 7. Skills Development Training (Email/ Communication/ Time Management/ Business English) 8. Sourcing Process Awareness Session 9. Induction 10. Train The Trainer - Leadership Training 11. Material Handling Equipment Training 12. Negotiation Skills Training for Buyers 13. POSH Training 14. Soft Skill Training 15. Safety training 16. Leadership Training	100%
Workers	0	Nil	0%

*All Employees have received at least one of the trainings and employees include both permanent and other than permanent employees.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

			Monetary		
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In Rs.) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Compounding fee	9	Senior Inspector Legal Metrology, Mirzapur, Uttar Pradesh	50,000	Violation of Rule 8 of the Legal Metrology (Packaged Commodities) Rules, 2011 and Section 18(1) / 36(1) of the Legal Metrology Act, 2009	No
Compounding fee	9	Inspector Legal Metrology, ILM, Malad, Mumbai	50,000	Violation of Rule 6 of Packaged Commodity Rules 2011 R/w Section 18/36 of Legal Metrology Act, 2009	No
Compounding fee	9	Senior Inspector, Legal Metrology, Mughalsarai Chandauli, Uttar Pradesh	50,000	Violation of Rule 6(2) & 8(1)a of Packaged Commodity Rules 2011	No
Compounding fee	9	Inspector of the Legal Metrology, Wilsong Garden Sub Division, Bangalore	60,000	Violation of Rule 6 of Packaged Commodity Rules 2011 R/w Section 18/36 of Legal Metrology Act, 2009	No
Compounding fee	9	Senior Inspector, Legal Metrology, Varanasi, Lahurabir	50,000	Violation of Rule 6 of Packaged Commodity Rules 2011 R/w Section 18/36 of Legal Metrology Act, 2009	No
Compounding fee	9	Senior Inspector, Legal Metrology, Hoshiarpur, Punjab	50,000	Violation of Rule 7(2) of Packaged Commodity Rules 2011 R/w Section 18(1)/36(1) of Legal Metrology Act 2009	No
Compounding fee	9	Senior Inspector, Legal Metrology, Moradabad	50,000	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.	No
Compounding fee	9	Senior Inspector, Legal Metrology, Mathura, Uttar Pradesh	50,000	Violation of Rule 7 of Packaged Commodity Rules 2011 R/w Section 18/36 of Legal Metrology Act, 2009	No
Compounding fee	9	Senior Inspector, Legal Metrology, Rupnagar, Punjab	50,000	Violation of Rules 6 (2) and 8 (1) (a) of Legal Metrology (Packaged Commodities) Rules 2011 read with Rule 36 of Legal Metrology Act 2009.	No
Compounding fee	9	Senior Inspector, Legal Metrology, Mohan Nagar Ghaziabad	50,000	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	No

Monetary					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In Rs.) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Compounding fee	9	Senior Inspector Legal Metrology, Andhra Pradesh	10,000	Violation of 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	No
Penalty	1	The Assistant Commissioner, Customs Division, Group-V, NS-V, Commissionerate. JNCH, Nhava Sheva	-	The Company has received an Original in Order dated April 30, 2025, from Customs Commissionerate, Mumbai for an amount of Rs. 1,39,374/- (Service Tax Rs. 46,458/-, interest amount Rs. 46,458/- and penalty Rs. 46,458/-) as per Customs Act, 1962 for re-classification of breast pump under a different HSN code.	Yes
Penalty	1	Office of the State Tax Officer, GST department, PUNE CANTT_704, PUNE_SOUTH, PUNE_SOUTH_WEST, Maharashtra	-	Demand Order passed by the authority on December 04, 2025 under Section 73 of CGST/MGST Act r/w rule 142 of CGST/MGST Rules and has demanded amount of Rs. 9,17,014/- (including Tax, Interest and Penalty) for ITC claimed from RC cancelled suppliers.	Yes
Penalty	1	Commissioner of Customs, Mumbai	-	Demand order served on the Company by the office of the Commissioner of Customs (Adjudication) dated January 13, 2026, demanding a differential duty along with redemption fine and penalty on the Company amounting to Rs. 6,56,58,134/- (exclusive of applicable interest under Section 28AA of the Customs Act, 1962), which has been confirmed primarily on interpretational grounds relating to procedural aspects of documentation relating to country of origin of the imported goods, under Asia-Pacific Trade Agreement (APTA) framework.	Yes

Monetary					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In Rs.) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty	1	Income Tax Department Office of the Assistant Commissioner of Income Tax, Pune	-	Assessment order and a corresponding notice of demand served on the Company by the office of the Assistant Commissioner of Income Tax, Pune dated January 30, 2026, under the Income-Tax Act, 1961, wherein an addition of Rs. 93,57,99,520/- has been made to the total income of the Company for AY 2022-23 w.r.t Transfer Pricing adjustment of Rs. 10,84,95,240/- and addition on account of disallowance of ESOP expenses: Rs. 82,73,04,280/-, and consequently a tax demand of Rs. 31,36,30,330/- has been raised. In continuation to Assessment order and a corresponding notice of demand served on the Company by the office of the Assistant Commissioner of Income Tax, Pune, Company made an application to the Authority and on verification of the case records by the said Authority, the Company is in receipt of the rectification order and demand notice from the Authority wherein the total income of the Company for AY 2022-23 is now recomputed as Rs. 52,54,110/-, thereby reducing the amount of demand for AY 2022-23 from Rs. 31,36,30,330/- to Rs. 38,37,210/- (i.e. by Rs. 30,97,93,120/-).	Yes

Non-Monetary				
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	NIL			
Punishment	NIL			

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies / judicial institutions
The company has filed an appeal on June 24, 2025, against the order issued by the Assistant Commissioner, Customs Division, Group-V, NS-V, Commissionerate. JNCH, Nhava Sheva taking a position of no further tax payable by the Company, however, the hearing date is awaited from the customs.	The Commissioner (Appeals), Customs Zone-II, JNCH, Nhava Sheva
The Company has filed an appeal on February 25, 2026, against the order issued by the Office of the State Tax Officer, GST department, PUNE CANTT_704, PUNE_SOUTH, PUNE_SOUTH_WEST, Maharashtra, taking a position of no further tax payable by the Company.	The Commissioner (Appeals), Goods and Services Tax (GST)
The company has filed an appeal on April 11, 2026, against the order issued by the Commissioner of Customs, Mumbai taking a position of no further tax payable by the Company.	Customs, Excise and Service Tax Appellate Tribunal
The Company has filed an appeal on March 26, 2026, against the Assessment order and a corresponding notice of demand served on the Company by the office of the Assistant Commissioner of Income Tax, Pune	Income Tax Appellate Tribunal (ITAT)

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)

Yes

If Yes, provide details in brief

The Company's Anti-Corruption and Anti-Bribery Policy forms part of the governing policies on ethical conduct and is available on the internal portal accessible to all employees.

If yes, provide details in brief and if available, provide a web-link to the policy

Not available on website of the Company, since it's an internal policy.

5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particular	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Case Details	FY 2025-26		FY 2024-25	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Nil	0	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Nil	0	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables in the following format:

Particular	FY 2025-26	FY 2024-25
Number of days of accounts payables	54	61

Note- For the purpose of this calculation:

1. Accounts Payable include trade payables (Note no. 23) from Audited Standalone Financial Statement (FS) for the year ended March 31, 2026.
2. Cost of Goods/Services procured includes other expenses (Note no. 33 from FS), Purchases of stock-in-trade (Note no. 27 from FS), gross capex, intangible assets additions and Net CWIP movement (Note no. 4 and 7 from FS).
3. The disclosures have been prepared in accordance with Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (the SEBI Master Circular).

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0%	0%
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0%	0%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0%	0%
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	23.55%	21.56%
	b. Sales (Sales to related parties / Total Sales)	67.93%	63.88%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100%	100%
	d. Investments in related parties as % of Total Investments made	100%	100%

Note-

1. We procure from direct manufacturers and do not have any purchases with Trading Houses as per the definition of Trading Houses given in the Industry Standards Forum guidelines on BRSR Core.
2. As per the defined criteria and definition of a dealers/distributor that, the Company, on a standalone basis, does not have any sales to dealers/distributors.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Sr. No.	Particular	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
1	R&D	0%	0%	NA
2	Capex	0%	0%	NA

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   No

   b. **If yes, what percentage of inputs were sourced sustainably?**

   NA

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a)	Plastics (including packaging)	As Company does not operate any manufacturing facilities, the Company's product related waste generation is limited to expired and damaged products. The Company employs authorised vendors to ensure the safe disposal of such waste.
(b)	E-waste	-
(c)	Hazardous waste	-
(d)	other waste	-

4. a **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No)**

   Yes

   b **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**

   The Company is registered as the Brand owner on EPR portal of Central Pollution Control Board (CPCB) and complies with EPR registration on plastics used in packaging. The Company employs CPCB-registered recyclers to ensure the safe disposal of plastic waste generated from packaging.

   c **If not, provide steps taken to address the same**

   NA

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	2,282	2,282	100%	2,282	100%	NA	NA	0	0%	0	0%
Female	1,014	1,014	100%	1,014	100%	1,014	100%	NA	NA	0	0%
Total	**3,296**	**3,296**	**100%**	**3,296**	**100%**	**1,014**	**100%**	**0**	**0%**	**0**	**0%**
Other than permanent employees											
Male	2,501	0	0%	0	0%	NA	NA	0	0%	0	0%
Female	622	0	0%	0	0%	0	0%	NA	NA	0	0%
Total	**3,123**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

1. b. **Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	0	0	0%	0	0%	NA	NA	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	NA	NA	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**
Other than permanent workers											
Male	0	0	0%	0	0%	NA	NA	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	NA	NA	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

1. c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	FY 2025-26	FY 2024-25
Cost incurred on well- being measures as a % of total revenue of the Company	0.08%	0.06%

Note: The above disclosures are aligned with SEBI Master Circular. The well-being expenditure for the current year includes costs related to health insurance, accidental insurance and paid leave for Maternity Benefits.

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	0%	Yes	100.00%	0.00%	Yes
Gratuity	100%	0%	Yes	100.00%	0.00%	Yes
ESI	31.19%	0%	Yes	31.74%	0.00%	Yes
Others – please specify	-	-	-	-	-	-

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Not Applicable

If not, whether any steps are being taken by the entity in this regard.

Currently, the premises are not accessible to differently abled employees and workers. However, Brainbees is exploring ways to improve accessibility. At present, Brainbees does not have any differently-abled employees.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

Yes

If so, provide a web-link to the policy.

The policy is available on the Company's intranet portal accessible to all employees.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male*	NA	NA	NA	NA
Female	85%	38%	0%	0%
Total	**85%**	**38%**	**0%**	**0%**

*The Company does not provide paternity leave benefits to the employees.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	No	NA
Other than Permanent Workers	No	NA
Permanent Employees	Yes	Established policy is available for employees on their intranet and concerns can be raised at complaints@firstcry.com. The Whistle Blower Policy is hosted on the website of the Company at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Whistle_Blower_Policy.pdf. All employees can reach out at whistleblower@firstcry.com and anonymously raise actual or suspected concerns regarding their grievances, incidents of wrongdoing, fraud or any unethical practices that violates Company's code of conduct. The Company has also adopted policy on Prevention of Sexual Harassment of Women at Workplace. All the complaints under this policy should be reported at: complaints@firstcry.com

Category	Yes/No	If Yes, then give details of the mechanism in brief
Other than Permanent Employees	Yes	Concerns can be raised at complaints@firstcry.com. The Whistle Blower Policy is hosted on the website of the Company at https://cdn.fcglcdn.com/brainbees/firstcry-ir/Whistle_Blower_Policy.pdf. All employees can reach out at whistleblower@firstcry.com and anonymously raise actual or suspected concerns regarding their grievances, incidents of wrongdoing, fraud or any unethical practices that violates Company's code of conduct.

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26			FY 2024-25		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	3,296	0	0%	3,752	0	0%
Male	2,282	0	0%	2,629	0	0%
Female	1,014	0	0%	1,123	0	0%
Total Permanent Workers	0	0	0%	0	0	0%
Male	0	0	0%	0	0	0%
Female	0	0	0%	0	0	0%

8. **Details of training given to employees and workers:**

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (F / D)
Employees										
Male	2,282	1,574	68.97%	1,166	51.10%	2,629	1,995	75.88%	1,170	44.50%
Female	1,014	745	73.47%	526	51.87%	1,123	906	80.68%	588	52.36%
Total	**3,296**	**2,319**	**70.36%**	**1,692**	**51.33%**	**3,752**	**2,901**	**77.32%**	**1,758**	**46.86%**
Workers										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**

Note - Disclosure is provided for permanent employees.

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	2,282	1,047	45.88%	2,629	1,598	60.78%
Female	1,014	395	38.95%	1,123	653	58.15%
Total	**3,296**	**1,442**	**43.75%**	**3,752**	**2,251**	**59.99%**
Workers						
Male	0	0	0%	0	0	0%
Female	0	0	0%	0	0	0%
Total	**0**	**0**	**0%**	**0**	**0**	**0%**

Note - Disclosure is provided for permanent employees.

10. **Health and safety management system**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)**

Yes

If Yes, the Coverage such systems?

The Company maintains a robust Safety, Health, and Environment (SHE) policy dedicated to fostering a secure and healthy workplace. We have institutionalised a comprehensive Occupational Health and Safety Management System (OHSMS) that encompasses both strategic and operational controls. On the ground, the organisation strictly adheres to established safety practices, including mandatory Personal Protective Equipment (PPE) usage, routine safety inspections, and regular toolbox talks to maintain high safety awareness. Facility-level safeguards include the deployment of fire safety infrastructure, first-aid resources, dedicated employee rest areas, and comprehensive medical insurance. Systemically, our commitment is demonstrated through defined policies, assigned roles, training programmes, an incident investigation process, and regular management reviews that reflect our structured approach to health and safety management.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company conducts hazard identification and risk assessment through daily, weekly, and monthly workplace inspections designed to detect and mitigate unsafe conditions. We ensure operational readiness through regular emergency preparedness drills encompassing both fire and natural disasters. Furthermore, essential safety infrastructure, such as fire extinguishers, is systematically monitored via stringent compliance checklists. At the operational level, continuous safety oversight for both routine and non-routine activities is governed by mandatory Store Checklists, which are executed by Store Managers four times per month in strict accordance with Area Operations Management directives.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/ No)**

Yes

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company is committed to fostering a secure and healthy work environment through implementation of occupational health and safety (OHS) policies and periodic workplace inspections. We ensure operational resilience through emergency preparedness protocols, including regular safety drills and systematic equipment maintenance. Prioritising employee well-being, we provide accessible first-aid and medical support, alongside ergonomically optimised workstations to mitigate occupational strain. Furthermore, we maintain stringent facility hygiene standards, facilitate continuous OHS capacity-building programs, and have institutionalised transparent incident reporting mechanisms to address and remediate any safety concerns.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	84	0	Nil	72	0	Nil
Health & Safety	0	0	Nil	0	0	Nil

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

The Company did not have any safety related incident during the reporting period. However, the Company has still undertaken specific corrective actions to address identified safety concerns and improve workplace conditions. Upgrades to fire safety infrastructure included the updating of fire extinguishers, smoke detectors, and emergency evacuation maps. Following a facility cleanliness audit, the cleaning frequency for high-contact surfaces was increased to maintain baseline hygiene standards. Furthermore, occupational health and safety policies were reviewed, and refresher training on emergency response and hazard reporting was administered to all employees to ensure continued safety awareness and preparedness.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company actively identifies and engages with its stakeholders, including customers, investors, shareholders, value chain partners, communities, regulatory bodies, and employees. Key stakeholders are determined based on their significance to the Company's operations and success. This process involves evaluating and acknowledging individuals, groups, or institutions that play a crucial role in its activities. Regular engagement with stakeholders ensures their concerns, complaints and suggestions are heard and integrated into decision-making. The Company establishes stakeholder groups based on mutual influence, considering the impact they have on the Company and vice versa.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Advertisements, social media/ E-commerce websites and respective Brand Apps, E-mail Communications, Text/WhatsApp messages, National Consumer Helpline, store visits, stores & distributors directly raising customer complaints on behalf of customers in our internal ticketing portal & other government consumer complaints forums.	Regularly	Selling products, Advertise about the product offerings, Resolve product related queries, Ascertain product satisfaction, to improve customer service and products, retain them, improve overall experience
Investors and Shareholders	No	Earnings call and presentation, Emails, SMS, Newspaper, Company/ Stock Exchange websites, Complaints and grievance mechanism of SEBI/Stock Exchanges and the Company.	Quarterly and as required	Highlight Company performance, Financial Results, Financial Statements, matters requiring approval of shareholders as per applicable laws, to connect with Analysts/ Investors
Value chain Partner	No	Supplier/Vendor meetings, Franchisee meetings, e-mails	Regularly	Vendor Selection, Onboarding, Work execution, invoice processing and payments, business scaling, ideas to attract customers, and brand partnerships
Employees	No	Mail, notice boards, meetings, internal portals	Regularly	To share policies and updates, talent management, Skill Development Sessions, ensure workplace satisfaction
Regulatory Bodies	No	Respective Portal for regulatory filing	Regularly	Disclosure and matters to be reported / filed with regulatory bodies as per applicable laws
Communities	No	Email	Need based	To facilitate resolution of any grievances and complaints received from community.

PRINCIPLE 5: Businesses should respect and promote human rights.

This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Benefits	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	3,296	3,296	100%	3,752	3,752	100%
Other than permanent	3,123	3,123	100%	2,574	2,574	100%
Total Employees	**6,419**	**6,419**	**100%**	**6,326**	**6,326**	**100%**
Workers						
Permanent	0	0	0%	0	0	0%
Other than permanent	0	0	0%	0	0	0%
Total Workers	**0**	**0**	**0%**	**0**	**0**	**0%**

Note: All the permanent and other than permanent employees are given trainings on Code of Conduct, POSH and workplace safety which covers the human rights aspects.

2. Details of minimum wages paid to employees and workers

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Employees										
Permanent										
Male	2,282	0	0%	2,282	100%	2,629	0	0%	2,629	100%
Female	1,014	0	0%	1,014	100%	1,123	0	0%	1,123	100%
Total	**3,296**	**0**	**0%**	**3,296**	**100%**	**3,752**	**0**	**0%**	**3,752**	**100%**
Other than Permanent										
Male	2,501	0	0%	2,501	100%	2,202	134	6.09%	2,068	93.91%
Female	622	0	0%	622	100%	372	0	0%	372	100%
Total	**3,123**	**0**	**0%**	**3,123**	**100%**	**2,574**	**134**	**5.21%**	**2,440**	**94.79%**
Workers										
Permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**
Other than Permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**

3. **Details of remuneration/salary/wages**

a. **Median remuneration / wages:**

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD)	4	20,50,000	3	13,05,000
Key Managerial Personnel	2	1,00,38,615	0	0
Employees other than BOD and KMP	2,279	4,41,425	1,014	3,42,256
Workers	0	0	0	0

Note:

i. The Managing Director & CEO has been omitted from the Key Managerial Personnel (KMPs) metric, as this position is already reflected in the Board of Directors (BoDs) count.

ii. BODs & KMPs remuneration data excludes perquisites on ESOPs.

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

Particulars	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	21.73%	19.96%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes, the Company's Human Resources department is responsible for addressing human rights issues, and the Company has constituted an Internal Complaints Committee to handle complaints related to sexual harassment.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company has established internal processes to address grievances related to human rights. In addition, it has implemented Whistle-blower Mechanisms to receive and manage complaints, feedback on human rights violations, and suggestions for process improvements. The Policy provides a secure platform for employees, directors, and other stakeholders to report unethical conduct, fraud, or violations of the Company's Code of Conduct, ethics, and principles without fear of retaliation, while also ensuring direct access to the Chairperson of the Audit Committee. Further, the Company has adopted a Human Rights Policy and a POSH Policy, which outline grievance redressal mechanisms, including procedures for reporting grievances and sexual harassment, conducting inquiries and investigations, providing avenues for resolution, and ensuring protection against retaliation.

6. **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	Nil	0	0	Nil
Discrimination at workplace	0	0	Nil	9	0	Nil
Child Labour	0	0	Nil	0	0	Nil
Forced Labour / Involuntary Labour	0	0	Nil	0	0	Nil
Wages	0	0	Nil	0	0	Nil
Other human rights related issues	0	0	Nil	0	0	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We ensure that the identity of the complainant is kept confidential, with information disclosed strictly on a need-to-know basis. Our policies incorporate a strong non-retaliation provision, under which any act of retaliation attracts disciplinary action. Managers and employees are regularly sensitised to identify and prevent retaliatory behavior, and any substantiated incidents are treated as serious misconduct, with consequences that may include warnings, demotion, suspension, or termination.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)

Yes, our business agreements and contracts address human rights, through various elements by integrating statutory and safety compliance requirements. These elements ensure that business and vendor partners uphold these standards in their operations, aligning with core human rights principles.

10. Assessments for the year :

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There were no cases where corrective action was required.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2025-26 (in Giga Joules)	FY 2024-25 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	939.24	402.34
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	**939.24**	**402.34**

Parameter	FY 2025-26 (in Giga Joules)	FY 2024-25 (in Giga Joules)
From non-renewable sources		
Total electricity consumption (D)	31,741.02	36,692.17
Total fuel consumption (E)	1,204.45	1,369.83
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**32,945.47**	**38,062**
Total energy consumed (A+B+C+D+E+F)	**33,884.71**	**38,464.34**
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	0.0000012405	0.0000015567
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP]	0.0000252312	0.0000321619
Energy intensity in terms of physical output [Total energy consumed (in GJ) / Full-time employee equivalent]	5.2788144571	6.0803572558
Energy intensity (optional) – the relevant metric may be selected by the entity		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		Yes
If yes, name of the external agency.	Vinay & Keshava LLP	

Note:

1. Electricity consumption has been calculated using the spend-based method for locations where actual consumption was not readily available.
2. The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.
3. As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)

No

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The Company is not classified as an energy-intensive industry under the Government of India's PAT Scheme. Consequently, the specific energy efficiency reporting requirements outlined in the PAT Scheme do not apply.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	89,256.20	78,853.59
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**89,256.20**	**78,853.59**

Parameter	FY 2025-26	FY 2024-25
Total volume of water consumption (in kilolitres)	**17,851.24**	**15,770.72**
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.0000006535	0.0000006383
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP]	0.000132924	0.0000131866
Water intensity in terms of physical output [Total water consumption (in KL) / Full-time employee equivalent]	2.7810001558	2.4930003162
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)		Yes
If yes, name of the external agency.	Vinay & Keshava LLP	

Note:

1. As per CGWA guidelines, water consumption across offices, stores, warehouses, and field teams is based on an assumption of 45 litres per employee per day and is included in third-party water.
2. For the current reporting period, water consumption is estimated as 20% of withdrawal basis CGWA water requirement guidelines, last year's figures have been restated accordingly.
3. As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output.

4. Provide the following details related to water discharged:

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
No treatment	71,404.96	63,082.87
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	**71,404.96**	**63,082.87**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		Yes
If yes, name of the external agency.	Vinay & Keshava LLP	

Note:

For the current reporting period, water discharge is estimated as 80% of withdrawal basis CGWA water requirement guidelines, last year's figures have been restated accordingly.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge?**

No

If yes, provide details of its coverage and implementation.

Not Applicable

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	-	0	0
SOx	-	0	0
Particulate matter (PM)	-	0	0
Persistent organic pollutants (POP)	-	0	0
Volatile organic compounds (VOC)	-	0	0
Hazardous air pollutants (HAP)	-	0	0
Others – please specify	-	0	0
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.	Not Applicable		

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	676.96	104.36
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	6,260.03	7,409.78
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]		0.0000002540	0.0000003041
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations in rupees adjusted for PPP]		0.0000051654	0.0000062829
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Full-time employee equivalent]		1.0806963702	1.1878185267
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			Yes
If yes, name of the external agency.	Vinay & Keshava LLP		

Note:

1. The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India, which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.
2. In FY 2024-25, Refill gas consumption in air conditioners is excluded from Scope-1 calculation due to active Annual Maintenance contracts with vendors.
3. Source of emission factors used - EPA's GHG Emission Factors Hub, CEA's CDM - CO_2 Baseline Database User Guide Version 21 has been used for the purpose of GHG Emissions calculations.
4. As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output.

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)

Yes

If Yes, then provide details.

The Company has generated 939.24 GJ of energy through a solar power plant at one of its warehouses, through which 185.24 $MTCO_2e$ emissions have been mitigated in FY 2025-26.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	10.60	0
E-waste (B)	0.16	0.44
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. (G)	0	0
Other Non-hazardous waste generated (H).	791.44	714.65
Total (A+B + C + D + E + F + G + H)	**802.20**	**715.10**
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	0.0000000294	0.0000000289
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP]	0.0000005973	0.0000005979
Waste intensity in terms of physical output [Total waste generated (in MT) / Full-time employee equivalent]	0.1249727372	0.1130409014
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2025-26	FY 2024-25
(i) Recycled	0.16	0.44
(ii) Re-used	0	0
(iii) Other recovery operations	802.04	364.19
Total	**802.20**	**364.64**

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2025-26	FY 2024-25
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	350.46
Total	**0**	**350.46**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		Yes
If yes, name of the external agency.	Vinay & Keshava LLP	

Note –

1. FY 2024-25 waste figures were estimated based on NBC commercial refuse standards (taken in Other disposal operations) as well as from financial records (taken in Other recovery operations) , whereas FY 2025-26 figures reflect actual data captured via established data collection systems (taken in Other recovery operations).

2. The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India, which is 20.34 for FY 2025-26 and 20.66 for FY 2024-25.
3. As per the Industry Standards Forum, Full-Time Equivalent (FTE) has been considered as the input measure for physical output.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company generates mainly non-hazardous waste and minimal e-waste at its establishments. Non-hazardous waste is segregated at the source and disposed of through authorised waste collection agencies in compliance with the Solid Waste Management Rules, 2016. The Company does not undertake manufacturing activities involving hazardous chemicals; therefore, the generation of hazardous and toxic waste is negligible. For e-waste management, authorised recyclers/vendors are engaged to ensure safe collection, recycling, disposal, and proper documentation in accordance with the E-Waste (Management) Rules, 2016. The Company also promotes responsible resource usage, paper reduction, and environmentally sustainable practices across its operations.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
Not Applicable				

Note – The Company does not have any operations/offices in/around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

Note – The Company has not undertaken an Environmental Impact Assessment of any project during FY 2025-26.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable			

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   None

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
	NIL	

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
No cases of anticompetitive conduct observed in the reporting period. There is no action taken or underway against the Company.		

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

   Note – The Company has not undertaken a Social Impact Assessment (SIA) for any project in FY 2025-26.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In Rs.)
Not Applicable						

   Note – The Company has not undertaken Rehabilitation and Resettlement (R&R) for any project in FY 2025-26.

3. **Describe the mechanisms to receive and redress grievances of the community.**

   The Company upholds the highest standards of ethical conduct through its Whistleblower Policy. This policy provides a secure, confidential platform for all stakeholders to report suspected fraud, unethical behavior, or other corporate misconduct.

   Reports can be submitted directly via the designated email address: whistleblower@firstcry.com. All complaints received through this channel are thoroughly investigated and addressed in strict accordance with the procedures outlined in the policy.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	17.66%	10.75%
Directly from within India	99.70%	99.65%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2025-26	FY 2024-25
Rural	4.16%	14.97%
Semi-urban	15.55%	11.93%
Urban	6.07%	8.02%
Metropolitan	74.22%	65.08%
(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)		

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.

This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Consumers can register their complaints by calling the toll-free number, mentioned on the product labels, on weekdays during business hours, or by visiting the stores, wherein the tickets may be raised by our staff on behalf of the customers on the Company's internal ticket system.

   Consumers may also share their complaints at customercare@firstcry.com or grievance@firstcry.com, with responses typically provided within 24–48 hours. The team collaborates with the customer, provides regular updates and work towards a resolution. Customer feedback is embraced constructively and considered to ensure the utmost satisfaction of the customer.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about**

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	50%
Safe and responsible usage	80%
Recycling and/or safe disposal	25%

   Note: As per the business model, we offer a diverse range of SKUs across multiple product categories, and the percentage varies accordingly

3. **Number of consumer complaints in respect of the following:**

Particular	FY 2025-26		Remark	FY 2024-25		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	Nil	0	0	Nil
Advertising	0	0	Nil	0	0	Nil
Cyber-security	0	0	Nil	0	0	Nil

Particular	FY 2025-26		Remark	FY 2024-25		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Delivery of essential services	0	0	Nil	0	0	Nil
Restrictive Trade Practices	0	0	Nil	0	0	Nil
Unfair Trade Practices	0	0	Nil	0	0	Nil
Other	11,135	74	The pending customer complaints are currently under investigation and primarily relate to cases involving missing parts/items with logistics partners. Certain cases also require review of packaging footage by the Origins team or coordination with the sourcing/vendor team for replacement of defective or damaged parts identified after use or otherwise.	7,674	0	Nil

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web link of the policy

The policy outlines guidelines for secure access, data protection, and user responsibilities

https://www.firstcry.com/privacypolicy

https://www.firstcry.com/termsofuse

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The Company has enhanced SOC operations by integrating SIEM (Security Information and Event Management) tools and in-house developed threat prevention techniques for faster threat response. Akamai WAF and AWS WAF (Web Application Firewall) are implemented for web security. Akamai CDN is used to deliver the best website and mobile app experiences with automated acceleration. Image framework is used for image optimisation, caching, and secure delivery. Tokenisation is used for secure authentication and authorisation. Loggerbees is deployed for logging and monitoring, while Network Firewall ensures strong network security. Regular security audits, vulnerability assessments, and compliance checks are conducted to meet regulatory standards. No penalties or regulatory actions have been issued against the Company regarding cyber security or data privacy.

7. Provide the following information relating to data breaches

a. Number of instances of data breaches along-with impact

0

b. Percentage of data breaches involving personally identifiable information of customers

0%

c. Impact, if any, of the data breaches

There were no data breaches during the year.

INDEPENDENT PRACTITIONER'S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN BRAINBEES SOLUTIONS LIMITED'S BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To the Board of Directors of Brainbees Solutions Limited,

1. We have undertaken to perform Reasonable Assurance engagement, for Brainbees Solutions Limited (the "Company" or "FirstCry") vide our engagement letter dated January 20, 2026 in respect of the agreed Sustainability Information listed below (the "Identified Sustainability Information" or "BRSR Core indicators") in accordance with the Criteria stated in paragraph 3 below. This Sustainability Information is included in the Business Responsibility and Sustainability Report (the "BRSR" or the "Report") of the Company for the year ended March 31, 2026.

   This engagement was conducted by our multidisciplinary team including assurance practitioners, environmental engineers and specialists.

2. IDENTIFIED SUSTAINABILITY INFORMATION

Our scope of reasonable assurance consists of the BRSR Core indicators listed in the Appendix I to our report. The reporting boundary of the Report is as disclosed in Question 13 of Section A: General Disclosures of the BRSR with exceptions disclosed by way of note under respective questions of the BRSR, where applicable.

Our reasonable assurance engagement was with respect to the year ended March 31, 2026 information only and we have not performed any procedures with respect to earlier periods, and any elements thereto, and, therefore, do not express any opinion thereon.

3. CRITERIA

The criteria used by the Company to prepare the Identified Sustainability Information is the "BRSR Core", which is a subset of the BRSR, consisting of a set of Key Performance Indicators ("KPIs")/ metrics under nine Environmental, Social and Governance ("ESG") attributes, as per the format of BRSR Core specified in Annexure 17A, read with the format of BRSR and the Guidance Note given in Annexure 16 and 17, respectively, the Securities and Exchange Board of India (SEBI) Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, and the 'Industry Standards on Reporting of BRSR Core' issued by SEBI vide circular No. SEBI/HO/CFD-POD1/P/CIR/2024/177 dated December 20, 2024 (collectively referred to as the "SEBI Circulars").

4. MANAGEMENT'S RESPONSIBILITY

The Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information including the reporting boundary of the Report, disclosing environmental information basis operational control approach, taking into account applicable laws and regulations, if any, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of the Report and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

The Management and the Board of Directors of the Company are also responsible for overseeing the Company's compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars in relation to the BRSR Core.

5. INHERENT LIMITATIONS

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different but acceptable measures and measurement techniques and can affect comparability between companies.

Measurement of certain amounts and BRSR Core metrics, some of which are estimates, is subject to inherent measurement uncertainty, for example, GHG emissions, water footprint, energy footprint and waste. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics.

6. OUR INDEPENDENCE AND QUALITY CONTROL

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") and the SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, and its clarifications thereto and have the required competencies and experience to conduct this assurance engagement.

We apply Standard on Quality Control (the "SQC") 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements", and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

7. OUR RESPONSIBILITY

Our responsibility is to express a reasonable assurance opinion on the Identified Sustainability Information listed in Appendix I based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000 "Assurance Engagements on Sustainability Information", and Standard on Assurance Engagements (SAE) 3410 "Assurance Engagements on Greenhouse Gas Statements" (together the "Standards"), both issued by the Sustainability Reporting Standards Board (the "SRSB") of the ICAI.

These Standards require that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information listed in Appendix I and included in the Report are prepared, in all material respects, in accordance with the Criteria.

As part of reasonable assurance engagement in accordance with the Standards, we exercise professional judgment and maintain professional scepticism throughout the engagement.

8. REASONABLE ASSURANCE

A reasonable assurance engagement involves identifying and assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Obtained an understanding of the Identified Sustainability Information and related disclosures.
- Obtained an understanding of the assessment criteria and their suitability for the evaluation and/ or measurements of the Identified Sustainability Information.
- Made inquiries of Company's management, including secretarial team, finance team, human resource team amongst others and those with the responsibility for preparation of the Report.
- Obtained an understanding and performed an evaluation of the design of the key systems, processes and controls for recording, processing and reporting on the Identified Sustainability Information at the corporate office and at other locations/offices on a sample basis under the reporting boundary. This included evaluating the design of those controls relevant to the engagement and determining whether they have been implemented by performing procedures in addition to inquiry of the personnel responsible for the Identified Sustainability Information.
- Based on the above understanding and the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures.
- Where applicable, for the Identified Sustainability Information in the BRSR, we have relied on the information in the audited standalone financial statements of the Company for the year ended March 31, 2026 and the underlying trial balance.
- Evaluated the reasonableness and appropriateness of significant estimates and judgements made by the management in the preparation of the Identified Sustainability Information.
- Tested the Company's process for collating the sustainability information through agreeing or reconciling the Identified Sustainability Information with the underlying records on a sample basis.
- Tested the consolidation working of the corporate office and other locations/offices on a sample basis under the reporting boundary for ensuring the completeness of data being reported; and
- Obtained management representations as required.

We also performed such other procedures as we considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

9. EXCLUSIONS

Our assurance scope excludes the following and therefore we do not express an opinion on:

- Operations of the Company other than the Identified Sustainability Information in Appendix I;
- Aspects of the Report and the data/information (qualitative or quantitative) included in the BRSR other than the Identified Sustainability Information; and Data and information outside the defined reporting period i.e., April 1, 2025 – March 31, 2026; and
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

10. OTHER INFORMATION

The Company's management is responsible for the other information. The other information comprises the information included within the BRSR other than Identified Sustainability Information and our independent assurance report dated 13/08/2026 thereon.

Our opinion on the Identified Sustainability Information does not cover the other information and we do not express any form of assurance thereon.

In connection with our assurance engagement of the Identified Sustainability Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Identified Sustainability Information or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

11. REASONABLE ASSURANCE OPINION

Based on the procedures we have performed and the evidence we have obtained, the BRSR Core indicators for the year ended March 31, 2026 listed in Appendix I are prepared in all material respects, in accordance with the Criteria specified in the "Criteria" section of our report.

12. RESTRICTION ON USE

Our Reasonable Assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on Company's sustainability performance and activities.

Accordingly, we accept no liability to anyone, other than the Company. Our Reasonable Assurance report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For Vinay and Keshava LLP
Chartered Accountants,
Firm Reg No.: 005586S/S-200008

Sd/-
CA Prasanna K S
Partner
Membership No: 232959
UDIN: 26232959CHBKKM9914

Place: Bengaluru
Date: 13/08/2026
Encl: Appendix I

APPENDIX I

Identified Sustainability Information subject to Reasonable Assurance

Sr. No.	Principle and Indicator Reference	Attribute	Parameters (Key Performance Indicators)
1	Principle 6 – E7	Green-house gas (GHG) footprint	1. Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available) 2. Total Scope 2 emissions (Break-up of the GHG (CO_2e) into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available) 3. GHG Emission Intensity (Scope 1 + 2) a) Total Scope 1 and Scope 2 emissions (MT) / Total Revenue from Operations adjusted for PPP b) Total Scope 1 and Scope 2 emissions (MT) / Total Output of Product or Services)
2	Principle 6 – E3 Principle 6 – E4	Water footprint	1. Total water consumption 2. Water consumption intensity a) Water Intensity per rupee of turnover adjusted for PPP b) Water Intensity in terms of physical output 3. Water Discharge by destination and levels of Treatment
3	Principle 6 – E1	Energy footprint	1. Total Energy Consumed (in Joules or multiples) 2. % of energy consumed from renewable sources 3. Energy intensity a) Energy Intensity per rupee of turnover adjusted for PPP b) Energy Intensity in terms of physical output
4	Principle 6 – E9	Embracing circularity-details related to waste management by the entity	1. Plastic waste (A) 2. E-waste (B) 3. Bio-medical waste (C) 4. Construction and demolition waste (D) 5. Battery waste (E) 6. Radioactive waste (F) 7. Other Hazardous waste. Please specify, if any. (G) 8. Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) 9. Total waste generated (A+B+C+D+E+F+G+H) 10. Waste intensity a) Waste Intensity per rupee of turnover adjusted for PPP b) Waste intensity in terms of physical output 11. Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations 12. For each category of waste generated, total waste disposed of by nature of disposal method

Sr. No.	Principle and Indicator Reference	Attribute	Parameters (Key Performance Indicators)
5	Principle 3 – E1(c) Principle 3 – E11	Enhancing employee wellbeing and Safety	1. Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company 2. Details of safety-related incidents for employees and workers (including contract workers e.g. workers in the company's construction sites) a) Number of Permanent Disabilities b) Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) c) No of fatalities
6	Principle 5 – E3(b) Principle 5 – E7	Enabling Gender Diversity in Business	1. Gross wages paid to females as a % of wages paid 2. Complaints on POSH a) Total Complaints on Sexual Harassment (POSH) reported b) Complaints on POSH as a % of female employees/workers c) Complaints on POSH upheld
7	Principle 8 – E4 Principle 8 – E5	Enabling Inclusive Development	1. Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/small producers and from within India 2. Job creation in smaller towns – wages paid to people employed in smaller towns (permanent or non-permanent/on contract) as % of total wage cost
8	Principle 9 – E7 Principle 1 – E8	Fairness in Engaging with Customers and Suppliers	1. Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events 2. Number of days of accounts payable (Accounts payable *365) / Cost of goods/services procured)
9	Principle 1 – E9	Open-ness of business	1. Concentration of purchases & sales done with trading houses, dealers, and related parties a) Purchases from trading houses as % of total purchases b) Number of trading houses where purchases are made from c) Purchases from top 10 trading houses as % of total purchases from trading houses d) Sales to dealers/distributors as % of total sales e) Number of dealers/distributors to whom sales are made f) Sales to top 10 dealers/distributors as % of total sales to dealers/distributors 2. Loans, advances & investments with related parties – Share of RPTs (as respective %age) in: a) Purchases b) Sales c) Loans & advances d) Investments

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Brainbees Solutions Limited

Report on the Audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying standalone financial statements of Brainbees Solutions Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Key audit matters	How our audit addressed the key audit matters
Revenue recognition Refer note 3(h) of the Standalone Financial Statements for material accounting policy information on revenue recognition and note 25 for the details of revenue recognised during the year. The Company generates revenue from sale of goods through number of owned retail outlets, franchisee outlets, and wholesale business which comprises of high volume of transactions.	Our audit procedures in relation to revenue recognition included, but was not limited to, the following procedures: • Assessed the appropriateness of the accounting policy for revenue recognition in accordance with Ind AS 115. • Evaluated the design and implementation of key financial controls and tested their operating effectiveness with respect to revenue recognition process. This evaluation includes test of IT general controls and key application controls over the IT system which impact revenue recognition. • Tested the operating effectiveness of IT dependent manual controls. • Tested the sale transactions on a sample basis, by examining the underlying documents such as sales invoice, customer contracts, along with proof of delivery.

Key audit matters	How our audit addressed the key audit matters
The Company recognises the revenue from customers in accordance with Ind AS 115 Revenue from Contracts with Customers ('Ind AS 115') when the performance obligation is satisfied, which is determined to be at a point in time when the customer obtains control of the goods in accordance with the terms of contracts with the customers. Also, recognition of revenue requires determination of the net selling price after considering forecast of sales returns and discounts. The estimate of sales returns and discounts depends on the Company's return policy, contract terms, forecast of sales volumes and past history of quantum of return. There is a risk of inappropriate revenue recognition for sales conducted through retail outlets on a cash-and-carry basis due to high volume and frequency of transactions. Revenue is determined to be an area involving significant risk in line with the requirements of the Standards on Auditing and hence, requiring significant auditor attention. In view of the above complexities involved and considering the volume of transactions and significance of the amount involved, revenue recognition is determined as a key audit matter for current year audit. **Impairment assessment of investment in subsidiaries:** Refer note 3(a) of material accounting policy information and note 8 of the standalone financial statements of the Company for the year ended 31 March 2026 for financial disclosures. As at 31 March 2026, the Company has made investments in subsidiaries amounting to Rs. 28,115.97 million which are carried at cost less impairment. The recoverability of the aforesaid amounts are dependent on the operational performance of subsidiaries including its step- down subsidiaries. The management reviews annually, whether the impairment indicators exist in the carrying value of investments in accordance with the requirements of Ind AS 36, Impairment of Assets (Ind AS 36). If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.	• Evaluated the Company's policy for returns and performed an analysis of trend for sales return in case of business and tested appropriateness of the provision for sales return as at the year-end. • Performed cut-off procedures, on sample basis for the period before and after the year end by testing the underlying documents and ensured that the revenue is recognised in the correct period. • Tested entries impacting revenue including credit notes, claims etc., selected on a risk-based criteria by inspecting supporting documents and understanding business rationale, where necessary. • For sales made to franchisee partners, tested samples of revenue transactions by inspecting relevant underlying documents including sales invoices and contracts with franchisees to ascertain whether revenue is booked with correct amount and only upon satisfaction of performance obligation basis the terms of such contracts. • Performed analytical review procedures on revenue recognized during the year to identify any unusual and/or material variances such as data analytics and trend analysis. • Performed confirmation procedures on selected balances outstanding as at the year end. Ensured the adequacy and appropriateness of disclosures made in the standalone financial statements in accordance with the requirements of Ind AS 115. Our audit procedures relating to testing of impairment of Investment in Subsidiaries included but were not limited to the following: • Obtained an understanding from the management with respect to process and controls implemented by the Company to identify impairment indicators and determine recoverability of the amounts from its subsidiaries including testing of such controls; • Assessed the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 36.

Key audit matters	How our audit addressed the key audit matters
Management has considered losses incurred by these subsidiaries as an indicator for impairment assessment. Considering the existence of the impairment indicators in the current year, management has therefore performed impairment assessment by determining the recoverable amount of the investments in these subsidiaries using the value in use method and comparing the same with the carrying value. Where the carrying value exceeds the recoverable amount, an impairment loss is recognized. The management has determined the value in use using the discounted cash flow method with the help of management's external valuation experts which required management to make significant estimates, judgements and assumptions relating to forecast of future revenue, operating margins, growth rate and selection of the discount rates. Considering the materiality of the above matter to the standalone financial statements, complexities and judgement involved in the calculation of recoverable value and significant auditor attention required to test such management's judgement, we have determined this as a key audit matter for current year audit.	• Assessed the professional competence and objectivity of the external valuation expert where engaged by the management for performing the valuations to estimate the recoverable value of the amounts receivable from the subsidiaries; • Involved auditors' valuation experts for review of the valuation methodology including appropriateness of valuation assumptions used by the management's expert including independent assessment of certain assumptions underlying the cash flow projections, discount rate, terminal value etc; • Traced the future cash flow projections to approved business plans of the subsidiaries including step down subsidiaries by their management and evaluated the reasonableness of the inputs used in the projections by comparing past projections with actual results, and considering our understanding of the business and market conditions, as relevant; • Evaluated sensitivity analysis performed by the management and further performed independent sensitivity analysis on these key assumptions to determine estimation uncertainty involved and impact on conclusions drawn basis headroom available; and • Evaluated the appropriateness and adequacy of disclosures made in the standalone financial statements in accordance with the applicable accounting standards.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report, is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records

in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
    - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The standalone financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

    f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and

    h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. the Company, as detailed in note 36 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;

        iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 51(g) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 51(h) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 50 to the standalone financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2025, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software except that, the audit trail feature was not enabled to log any direct data changes at the database level, for accounting software used for maintenance of sales and inventory management accounting records by the Company. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given above. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN: 26504662KZBDDX4113

Place: Mumbai
Date: 26 May 2026

ANNEXURE I REFERRED TO IN PARAGRAPH 16 OF THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BRAINBEES SOLUTIONS LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investments in subsidiaries and granted unsecured loans to companies during the year, in respect of which:

(a) The Company has provided loans to Subsidiaries during the year as per details given below:

Particulars	Guarantees	Security	Loans	Advances in the nature of loans
Aggregate amount provided/granted during the year (Rs. in millions)				
- Subsidiaries	-	-	199.63	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	-	-
Balance outstanding as at balance sheet date (Rs. in million):				
- Subsidiaries	-	-	6,287.08	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	-	-

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/ receipts of principal and interest are regular.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.

(f) The Company has granted loans which are repayable on demand, as per details below:

(Rs. in millions)

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans (Rs. in millions)			
- Repayable on demand (A)	-	-	2,113.14
- Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	**-**	**-**	**2,113.14**
Percentage of loans			33.61%

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (Rs.)	Amount paid under Protest (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	3.84	-	AY 2022-23	Income Tax Appellate Tribunal
Income tax Act, 1961	Income tax	42.71	-	AY 2016-17	Commissioner of Income Tax (Appeals)
Income tax Act, 1961	Income tax	-	-	AY 2016-17	Commissioner of Income Tax (Appeals)

ANNEXURE I REFERRED TO IN PARAGRAPH 16 OF THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BRAINBEES SOLUTIONS LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

Name of the statute	Nature of dues	Gross Amount (Rs.)	Amount paid under Protest (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	96.98	-	AY 2016-17	Commissioner of Income Tax (Appeals)
Income tax Act, 1961	Income tax	82.01	-	AY 2017-18	Commissioner of Income Tax (Appeals)
Income tax Act, 1961	Income tax	-	-	AY 2017-18	Commissioner of Income Tax (Appeals)
State Goods & Services Tax, 2017	Maharashtra Goods & services tax	0.85	0.05	FY 2021-22	GST Appellate Tribunal
Customs Act, 1952	Customs duty	65.66	-	FY 2020-21	Custom Commissionerate
Customs Act, 1952	Customs duty	0.08	0.005	FY 2018-19 & 2019-20	Custom Commissionerate

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, we report that the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Further, in our opinion and according to the information and explanations given to us, money raised in the previous year by way of initial public offer were applied for the purposes for which these were obtained, though idle funds which were not required for immediate utilisation have been invested in readily realisable liquid investments.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN: 26504662KZBDDX4113

Place: Mumbai
Date: 26 May 2026

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Brainbees Solutions Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on "the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on "the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN: 26504662KZBDDX4113

Place: Mumbai
Date: 26 May 2026

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipment	4	904.43	1,230.24
Capital work-in-progress	4	60.75	46.95
Right of use assets	5	3,983.00	4,151.52
Goodwill	6	3,032.47	3,032.47
Other intangible assets	7	351.35	367.01
Financial assets			
(a) Investments	8	28,115.97	24,778.77
(b) Loans	17	4,173.94	3,682.75
(c) Other financial assets	9 (a)	1,895.49	590.19
Deferred tax assets (net)	10	1,223.80	1,361.92
Income tax assets (net)	11	313.73	83.57
Other non-current assets	12(a)	30.11	515.38
Total non-current assets		**44,085.04**	**39,840.77**
Current assets			
Inventories	13	6,440.02	6,842.79
Financial assets			
(a) Trade receivables	14	7,309.19	7,497.88
(b) Cash and cash equivalents	15	756.58	878.67
(c) Bank balances other than (b) above	16	10,350.42	11,249.48
(d) Loans	17	2,113.14	3,093.44
(e) Other financial assets	9 (b)	506.71	379.12
Other current assets	12(b)	1,179.12	797.40
Total current assets		**28,655.18**	**30,738.78**
Total Assets		**72,740.22**	**70,579.55**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	1,044.09	1,042.67
Other equity	20	62,430.66	59,423.50
Total equity		**63,474.75**	**60,466.17**
Liabilities			
Non-current liabilities			
Financial liabilities			
(a) Lease liabilities	5	3,990.90	4,146.03
(b) Other financial liabilities	21(a)	2.73	2.73
Provisions	22(a)	204.41	203.93
Total non-current liabilities		**4,198.04**	**4,352.69**
Current liabilities			
Financial liabilities			
(a) Lease liabilities	5	762.84	638.99
(b) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	23	390.00	277.26
Total outstanding dues of creditors other than micro enterprises and small enterprises	23	2,875.03	3,411.63
(c) Other financial liabilities	21(b)	109.03	140.94
Other current liabilities	24	864.68	1,229.14
Provisions	22(b)	65.85	62.73
Total current liabilities		**5,067.43**	**5,760.69**
Total equity and liabilities		**72,740.22**	**70,579.55**

Summary of material accounting policy information 2-3

See accompanying notes forming integral part of Standalone financial statements 4-51

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Ashish Gupta
Partner
Membership Number - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited
CIN: L51100PN2010PLC136340

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. A40533
Place: Pune
Date: May 26, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Income			
Revenue from operations	25	27,315.94	24,708.56
Other income	26	1,718.48	1,662.98
Total Income		**29,034.42**	**26,371.54**
Expenses			
Purchases of stock-in-trade	27	17,421.32	17,716.01
Changes in inventories of Stock-in-Trade	28	402.77	(2,033.31)
Employee benefits expense			
(i) Employee benefits expense	29	2,423.30	2,567.36
(ii) Employee share based payment expense	30	1,661.64	1,363.01
Finance costs	31	514.23	509.33
Depreciation and amortisation expenses	32	1,349.30	1,375.97
Other expenses	33	4,428.12	4,070.27
Total expenses		**28,200.68**	**25,568.64**
Profit/(Loss) before exceptional items and tax		**833.74**	**802.90**
Exceptional Items (Expenses)/Income (Net)	49	389.59	(3.89)
Profit/(Loss) before tax		**1,223.33**	**799.01**
Tax expense			
Current tax		-	-
Deferred tax	34	(134.03)	(200.25)
Total tax expense		**(134.03)**	**(200.25)**
Profit/(Loss) for the year		**1,089.30**	**598.76**
Other comprehensive income			
Items that will not be reclassified to statement of profit or loss			
Re-measurement of post-employment benefit obligations	39	16.21	(3.75)
Income tax relating to items that will not be reclassified to statement of profit or loss		(4.08)	0.94
Total other comprehensive income/(loss) for the year		**12.13**	**(2.81)**
Total comprehensive income/(loss) for the year		**1,101.43**	**595.95**
Earning per equity share			
Basic earning per share (Rs.)	35	2.09	1.18
Diluted earning per share (Rs.)	35	2.09	1.18

Summary of material accounting policy information 2-3

See accompanying notes forming integral part of Standalone financial statements 4-51

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Ashish Gupta
Partner
Membership Number - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited
CIN: L51100PN2010PLC136340

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. A40533
Place: Pune
Date: May 26, 2026

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities			
Net profit/(loss) before tax		1,223.33	799.01
Adjustments for:			
Depreciation on property, plant and equipment		419.38	501.78
Amortisation of intangible assets		40.14	25.42
Amortisation of right of use assets		889.78	848.77
Employee share based payment expense		1,661.64	1,363.01
Gain on swap of shares in subsidiary		(470.66)	-
Balances written off/(back)		1.21	0.18
Unrealised foreign currency gain		2.33	1.74
Insurance claim received in excess of loss due to fire at warehouse		-	(11.95)
Net loss on sale of property plant & equipments		20.42	12.90
Gain on termination of leases		(42.24)	(139.53)
Interest income on fixed deposits with banks		(741.93)	(679.71)
Interest income on security deposits		(37.35)	(44.29)
Finance costs		514.23	509.33
Operating cash flow before working capital changes		**3,480.28**	**3,186.66**
Working capital changes			
Increase in trade receivables		209.69	(731.80)
Increase in inventories		402.81	(2,094.36)
Decrease/(increase) in other financial assets		11.99	347.84
(Increase)/decrease in other non-current assets		485.27	(65.14)
(Increase)/decrease in other current assets		(381.72)	(452.77)
Increase in trade payables		(423.86)	556.30
Increase in other current liabilities		(364.46)	648.29
Increase in provisions		19.81	48.29
Increase/(decrease) in current and non-current financial liabilities		(31.91)	28.48
Cash generated from operating activities		3,407.90	1,471.79
Income tax refund/(paid)		(230.16)	117.78
Net cash generated from operating activities	**(A)**	**3,177.74**	**1,589.57**
Cash flow from investing activities			
Acquisition of property, plant and equipment		(141.79)	(346.68)
Proceeds from sale of property, plant and equipment		14.01	8.17
Proceeds from Insurance claim for property, plant and equipment due loss by fire		-	149.54
Acquisition of intangible assets		(24.48)	(17.55)
Investments in bank deposits		(16,820.11)	(30,939.17)
Proceeds from bank deposits		16,013.26	21,381.07
Investments in subsidiaries and other entities		(2,625.46)	(5,187.32)
Loans given to Subsidiaries		489.11	(1,790.01)
Interest received		1,015.91	299.06
Net cashflow used in investing activities	**(B)**	**(2,079.55)**	**(16,442.89)**
Cash flow from financing activities			
Proceeds from issue of shares on account of exercise of share options		18.41	16.69
Proceeds from issue of shares on account of initial public offering ("IPO")		-	16,660.00
Share issue expenses related to initial public offering ("IPO")		(38.51)	(503.32)
Repayment of principal portion of lease liabilities		(685.95)	(595.09)
Repayment of interest portion of lease liabilities		(513.41)	(499.22)
Interest paid		(0.82)	(10.11)
Net cash (used in)/generated from financing activities	**(C)**	**(1,220.28)**	**15,068.95**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(122.09)	215.63
Cash and cash equivalents at the beginning of the year		878.67	663.04
Cash and cash equivalents at the end of the year		**756.58**	**878.67**

STANDALONE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)
(All amounts in Rupees million, unless otherwise stated)

Notes:

1. Components of cash and cash equivalents:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash on hand	0.22	0.23
Balances with banks		
In current accounts	496.36	618.44
In deposit accounts having original maturity less than 3 months	260.00	260.00
Total	**756.58**	**878.67**

2. Reconciliation of liabilities arising from financing activities

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance of lease liabilities	4,785.02	5,288.54
Movement		
Cash flows	(1,199.36)	(1,094.31)
Non cash changes	1,168.08	590.79
Closing balance of lease liabilities	**4,753.74**	**4,785.02**

Non-cash movement represents:

- With respect to leases, accrual of interest on lease liabilities, rent concessions, new additions and deletions to the leases. (refer note 5)

Summary of material accounting policy information 2-3

See accompanying notes forming integral part of Standalone financial statements 4-51

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Ashish Gupta
Partner
Membership Number - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited
CIN: L51100PN2010PLC136340

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

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Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. A40533
Place: Pune
Date: May 26, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

A Equity share capital and Equity Component of Compulsorily Convertible Preference Shares

Particulars	Equity share capital		Equity Component of Compulsorily Convertible Preference Shares	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	1,042.67	896.32	-	70.37
Changes in equity share capital/Equity Component of Compulsorily Convertible Preference Shares	1.42	146.35		(70.37)
Balance as at end of the year	**1,044.09**	**1,042.67**	**-**	**-**

B Other equity

	Reserves & Surplus					Total
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	
Balance as at April 01, 2025	**4,278.78**	**6,563.68**	**48,531.40**	**6.59**	**43.05**	**59,423.50**
Profit for the year	1,089.30	-	-	-	-	1,089.30
Other comprehensive loss (net of tax)	-	-	-	-	12.13	12.13
Total comprehensive income/(loss) for the year	**1,089.30**	**-**	**-**	**-**	**12.13**	**1,101.43**
Transactions with owners, recorded directly in equity						
Share-based payment expense (refer note 20, 30 and 44)	-	1,927.25	-	-	-	1,927.25
Transfer from share options outstanding account to retained earnings	843.89	(843.89)	-	-	-	-
Premium on exercise of stock options (refer note 18 and 44)	-	-	16.99	-	-	16.99
Premium on issue of shares on account of Initial Public Offering (net of issue expenses) (refer note 18)	-	-	(38.51)	-	-	(38.51)
Total transactions with owners	**843.89**	**1,083.36**	**(21.52)**	**-**	**-**	**1,905.73**
Balance as at March 31, 2026	**6,211.97**	**7,647.04**	**48,509.88**	**6.59**	**55.18**	**62,430.66**

	Reserves & Surplus					Total
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	
Balance as at April 01, 2024	**2,626.93**	**6,067.28**	**32,434.01**	**6.59**	**45.86**	**41,180.67**
Profit for the year	598.76	-	-	-	-	598.76
Other comprehensive loss (net of tax)	-	-	-	-	(2.81)	(2.81)
Total comprehensive income/(loss) for the year	**598.76**	**-**	**-**	**-**	**(2.81)**	**595.95**
Transactions with owners, recorded directly in equity						
Share-based payment expense (refer note 20, 30 and 44)	-	1,549.49	-	-	-	1,549.49
Transfer from share options outstanding account to retained earnings	1,053.09	(1,053.09)	-	-	-	-
Premium on exercise of stock options (refer note 18 and 44)	-	-	12.38	-	-	12.38
Premium on issue of shares on account of Initial Public Offering (net of issue expenses)	-	-	16,085.01	-	-	16,085.01
Total transactions with owners	**1,053.09**	**496.40**	**16,097.39**	**-**	**-**	**17,646.88**
Balance as at March 31, 2025	**4,278.78**	**6,563.68**	**48,531.40**	**6.59**	**43.05**	**59,423.50**

Summary of material accounting policy information 2-3

See accompanying notes forming integral part of Standalone financial statements 4-51

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Ashish Gupta
Partner
Membership Number - 504662
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for and on behalf of the Board of Directors
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Membership No. A40533
Place: Pune
Date: May 26, 2026

NOTES FORMING PART OF THESE STANDALONE FINANCIAL STATEMENTS

(All amounts in Rupees million, unless otherwise stated)

1 NATURE OF OPERATIONS

Brainbees Solutions Limited (the 'Company') is a company domiciled in India, with its registered office situated in Pune. The Company is engaged in the business of buying, selling, advertising, promoting baby and kids products and Fast Moving Consumer Goods ('FMCG') goods on a wholesale basis through various business partners. The Company also runs pre-school business for kids through various franchisee partners in India.

2 BASIS OF PREPARATION FOR STANDALONE FINANCIAL STATEMENTS

A. Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on May 26, 2025.

Details of the Company's accounting policies are included in Note 3.

These standalone financial statements have been prepared on accrual and going concern basis.

B. Functional and presentation currency

These Standalone Financial Statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to the nearest million, unless otherwise indicated.

C. Basis of measurement

The Standalone Financial Statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Equity-settled share-based payment arrangements	Fair value

D. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 19: Classification of Compulsorily Convertible Preference Shares (CCPS) and certain equity shares.

Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment are included in the following notes:

- Note 3(e)(ii) Impairment of goodwill and brand value: key assumptions being discount rate and terminal growth rate.
- Note 10 Recognition of DTA, availability of future taxable profit against which tax losses carried forward can be used.

- Note 39 measurement of defined benefit obligations: key actuarial assumptions;
- Note 44 Fair Value of ESOPs.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation where performed, is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company.

Provision for expected credit losses of trade receivables and contract assets

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Standalone Financial Statements:

Determining the lease term of contracts – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

D. Significant accounting judgements, estimates and assumptions

Revenue from contracts with customers

- *Determining method to estimate variable consideration and assessing the constraint*

  Certain contracts for the sale of products include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

  The Company determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of products with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of equipment with volume rebates, the Company determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The Company has an established control framework with respect to the measurement of fair values wherein the overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values is supervised by the chief financial officer.

This includes reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified is assessed.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 44 - Share based payment arrangements
- Note 45 - Fair value measurements
- Note 46 - Financial instruments - Risk management

F. Current/non-current classification

The Company presents assets and liabilities in the Balance Sheet based on the current and non-current classification.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset and liability are classified as Non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The operating cycle of the Company is less than 12 months.

3 MATERIAL ACCOUNTING POLICY INFORMATION

a. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Recognition and initial measurement

Trade receivables and debt instruments (such as security deposits) issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) - debt investment;
- Fair Value through Other Comprehensive Income (FVOCI) - equity investment; or
- Fair Value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an instrument- by-instrument basis.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, at FVTPL including any interest or dividend income, are recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities

Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated amortisation and accumulated impairment losses, if any.

Capital work-in-progress is stated at cost, net of accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Cost of replacing part of the PPE, borrowing costs where recognition criteria is met, cost of major inspection and estimated costs of dismantling and removing the item and restoring the site on which it is located is recognised in the carrying amount of PPE All other repairs and maintenance are recognised in statement of Profit & Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Advances paid towards the acquisition of property plant and equipment outstanding at each Balance sheet date are disclosed as capital advances under Non-current assets.

ii. Subsequent expenditure

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing assets beyond it previously assessed standard performance.

All other expenses on existing property, plant and equipment, including day to day repairs and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the year during which such expenses are incurred.

iii. Depreciation

Depreciation is calculated on costs of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method, and is generally recognised in the statement of profit and loss.

The useful lives of items of property, plant and equipment for the current and comparative periods estimated by management are also in line with those specified in Schedule II to the Companies Act, 2013 and are as follows:

Asset	Useful life (years)
Computers	3
Network and Servers (disclosed within Computers)	6
Office equipment	5
Furniture and fixtures	10
Furniture and fixtures - Bin Boxes	2
Leasehold improvements	5
Plant and machinery	15

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

c. Intangible assets

i. Brands

Brands acquired on business combination is initially recognised at fair value. Subsequent to initial recognition the Brands are assessed between those having indefinite useful lives and those having definite useful lives. Brands with indefinite useful lives are recognised at their carrying value less impairment losses. Brands with definite useful lives, are amortised over their estimated useful lives.

Amortisation method and amortisation period is reviewed by the management and changes in the estimated useful life are made if the same are expected to be used for shorter period than the initial estimated period.

ii. **Customer contracts**

Customer contracts/relationships acquired on business combination is initially recognised at fair value. Subsequent to initial recognition the intangible asset's amortisation method and amortisation period is reviewed by the management and changes in the estimated useful life are made if the same are expected to be used for shorter period than the initial estimated period.

iii. **Content writing**

Intangible assets for content writing are initially recognised at cost of acquisition. Subsequent measurement is at cost less accumulated amortisation and impairment loss, if any.

iv. **Other intangible assets**

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

v. **Internally generated Intangible Asset**

Research costs are charged to the statement of Profit and Loss in the year in which they are incurred. Platform development costs incurred are recognised as intangible assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that asset will generate future economic benefits. The costs capitalised includes the salary cost of employees exclusively working on platform development upto the date the asset is available for use. Platform costs is amortised on a straight line basis over a period of 4 years. Platform development is measured at cost less accumulated amortisation and accumulated impairment, if any

vi. **Subsequent expenditure**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

vii. **Amortisation**

Goodwill and brand with indefinite useful lives are not amortised and are tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method for contract value and written down value method for other intangible assets is included in amortisation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset	Useful life (years)
Computer software	1-5
Contract value	7.6
Content Writing	4
Dubai Platform	4
Brand - School	3.5

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

d. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on weighted average method, and includes expenditure incurred in acquiring the inventories, and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses and discounts.

The comparison of cost and net realisable value is made on an item-by-item basis.

e. Impairment

i. **Impairment of financial instruments**

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

ii. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and brand value are tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortisation or amortisation, if no impairment loss had been recognised.

f. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

iii. **Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iv. **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

v. **Other long term employee benefit**

The Company's liability in respect of other long-term employee benefits (compensated absences is the amount of future benefit that employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligations measured on the basis of an annual independent actuarial valuation using the Projected Unit Credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

g. Provisions (other than for employee benefits), Contingent liabilities and contingent assets

i. **Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

ii. **Contingent liabilities and contingent assets**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount can not be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised in the Standalone Financial Statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefit will arise, the asset and related income are recognised in the period in which the change occurs. A contingent asset is disclosed, where an inflow of economic benefits is probable.

h. **Revenue**

Revenue from contracts with customers is recognised upon transfer of control of promised goods/services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/services. To recognise revenues, the Company applies the following five-step approach:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenues when a performance obligation is satisfied.

i. **Revenue from sale of products**

Revenue towards satisfaction of performance obligation is measured at amount of consideration received or receivable net of returns and allowances, trade discounts and rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government. Goods and Service Tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The Company generally works on cash and carry model.

ii. **Loyalty points programmes**

For customer loyalty programmes, the fair value of the consideration received or receivable in respect of the initial sale is allocated between the loyalty points and the other components of the sale. The amount allocated to loyalty points is deferred and is recognised as revenue when the loyalty points are redeemed and the Company has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed.

iii. **Internet display charges**

Income from internet display charges is recognised on an accrual basis to the extent that it is probable that the economic benefits will flow to the Company and the revenue from such services can be reliably measured. The performance obligation is satisfied over a time and payment is generally due within 30 to 60 days from satisfaction of performance obligation.

iv. **Service income**

Service income arising from Brand & Platform (Website) License usage is recognised on an accrual basis and in accordance with the agreement. The performance obligation is satisfied over a time and payment is generally due within 45 days from satisfaction of performance obligation.

v. **Preschool revenue**

Revenue from royalty and sales of student kit to franchisee schools is recognised on accrual basis.

vi. Contract balances

The Policy for Contract balances i.e. contract assets, trade receivables and contract liabilities is as follows:

a. Contract assets and trade receivables

The Company classifies its right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset where the right to consideration is unconditional upon passage of time. Unbilled revenue which is conditional is classified as other current asset. Trade receivables and unbilled revenue is presented net of impairment. Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

b. Contract liabilities

A contract liability is the obligation to deliver services to a customer for which the Company has received consideration or part thereof (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company deliver services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

i. Other Income

i. Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

ii. Rental income

Rental income from sub-leasing activities is recognised on an accrual basis based on the underlying sub-lease arrangements.

j. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

k. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

l. Foreign currency transactions

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange difference are recognised in profit and loss.

m. Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

n. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option, and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option in assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Company as a lessee

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. As per Ind AS 116, lease commencement date is the date on which a lessor makes an underlying asset available for use by a lessee. The Company generally has two types of leases, one being leases for company owned physical stores and other being the leases for warehouses of the Company. In case of leases for company owned physical stores, the Company recognises right of use asset on the lease commencement date. However, in case of leases for warehouses, lessor provides a rent-free period to facilitate fitting out and essential modifications to the assets to make it available for use by the Company. The assets cannot be used until the modifications are completed, hence the Company recognises right-of-use asset for warehouse leases on completion of the initial rent free period i.e., the date on which asset is available for use.

The cost of the right of use asset measured at inception shall comprise of the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of use assets subsequently measured at cost less any accumulated amortisation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right of use asset is depreciated in the straight line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of use assets are tested for impairment where there any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases and leases of low value assets.

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset is classified as an operating lease. Assets subject to operating leases are included in the property, plant and equipment. Rental income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss.

o. Earning per share

Basic earnings per share are calculated by dividing the net profit and loss for the year attributable to equity shareholders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity and compulsorily convertible preference shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit and loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company are identified as Chief operating decision maker. Refer note 43 for segment information.

q. Business combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

r. Recent accounting pronouncements

I. Ind AS 1 (Presentation of Financial Statements): Classification of Liabilities

Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 01, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

II. Ind AS 7 and Ind AS 107 (Cash Flows and Financial Instruments): Supplier Finance Arrangements

Companies are required to provide detailed disclosures on supplier finance arrangements (reverse factoring), including terms, outstanding balances, and liquidity risk, to improve transparency.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any impact on its financial statements.

III. Ind AS 12 (Income Taxes – Pillar Two): Global Minimum Tax

Introduces a temporary exception to deferred tax accounting related to Pillar Two model rules. It requires new disclosures about exposure to this tax, which treats top-up taxes as current tax expenses.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any impact on its financial statements.

IV. Ind AS 21 (Effects of Changes in Foreign Exchange Rates): Lack of Exchangeability

Provides guidance on assessing when a currency is exchangeable and how to determine the spot rate when it is not.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any significant impact on its financial statements.

NOTES FORMING PART OF THESE STANDALONE FINANCIAL STATEMENTS (CONTD.)
(All amounts in Rupees million, unless otherwise stated)

4 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

Particulars	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipment	Computer	Total (A)	Capital work in progress (B)	Total (A+B)
Gross Block								
Balance as at April 01, 2024	609.80	229.25	2,125.45	317.58	253.61	3,535.69	3.73	3,539.42
Additions for the year	36.06	33.05	161.26	49.25	29.13	308.75	168.10	476.85
Disposals during the year	(59.69)	(15.30)	(172.21)	(24.31)	(6.01)	(277.52)	-	(277.52)
Capitalised/transfer during the year	(0.77)	-	(7.17)	(5.69)	-	(13.63)	(124.88)	(138.51)
Balance as at March 31, 2025	**585.40**	**247.00**	**2,107.33**	**336.83**	**276.73**	**3,553.29**	**46.95**	**3,600.24**
Balance as at April 01, 2025	585.40	247.00	2,107.33	336.83	276.73	3,553.29	46.95	3,600.24
Additions for the year	19.42	23.19	60.15	11.80	16.89	131.45	51.84	183.29
Disposals during the year	(12.96)	(8.70)	(36.58)	(17.12)	(1.82)	(77.18)		(77.18)
Capitalised/transfer during the year	(5.01)	-	(5.36)	(3.36)	(0.09)	(13.82)	(38.04)	(51.86)
Balance as at March 31, 2026	**586.85**	**261.49**	**2,125.54**	**328.15**	**291.71**	**3,593.74**	**60.75**	**3,654.49**
Accumulated Depreciation								
Balance as at April 01, 2024	411.02	125.87	1,055.96	196.81	219.88	2,009.54	-	2,009.54
Additions for the year	87.45	49.11	277.54	62.51	25.17	501.78	-	501.78
Disposals during the year	(45.85)	(11.96)	(99.03)	(17.77)	(5.32)	(179.93)	-	(179.93)
Transfer during the year	(0.65)	-	(3.48)	(4.21)	-	(8.34)	-	(8.34)
Balance as at March 31, 2025	**451.97**	**163.02**	**1,230.99**	**237.34**	**239.73**	**2,323.05**	**-**	**2,323.05**
Balance as at April 01, 2025	451.97	163.02	1,230.99	237.34	239.73	2,323.05	-	2,323.05
Additions for the year	71.92	37.67	241.49	44.92	23.38	419.38	-	419.38
Disposals during the year	(10.42)	(3.13)	(16.34)	(11.21)	(1.66)	(42.76)	-	(42.76)
Transfer during the year	(4.56)	-	(2.95)	(2.77)	(0.08)	(10.36)	-	(10.36)
Balance as at March 31, 2026	**508.91**	**197.56**	**1,453.19**	**268.28**	**261.37**	**2,689.31**	**-**	**2,689.31**
Carrying amounts (net)								
Balance as at March 31, 2025	133.43	83.98	876.34	99.49	37.00	1,230.24	46.95	1,277.19
Balance as at March 31, 2026	**77.94**	**63.93**	**672.35**	**59.87**	**30.34**	**904.43**	**60.75**	**965.17**

(All amounts in Rupees million, unless otherwise stated)

4(a) Ageing schedule of Capital-work-in progress

As at March 31, 2026

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	60.75	-	-	-	60.75
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	46.95	-	-	-	46.95
Projects temporarily suspended	-	-	-	-	-

Note: There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as at each of the reporting period ends.

5 RIGHT-OF-USE ASSETS (ROU)

The changes in the carrying value of ROU assets for the year ended March 31, 2026 and year ended March 31, 2025 are as follows:

Particulars	Buildings
Balance as on April 01, 2024	4,735.01
Additions during the year	789.46
Deletions during the year	(524.18)
Amortisation for the year	(848.77)
Balance as on March 31, 2025	**4,151.52**
Balance as on April 01, 2025	4,151.52
Additions during the year	929.18
Deletions during the year	(207.92)
Amortisation for the year	(889.78)
Balance as on March 31, 2026	**3,983.00**

The aggregate amortisation expenses on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025 is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Current lease liabilities	762.84	638.99
Non-current lease liabilities	3,990.90	4,146.03
Total lease liabilities	**4,753.74**	**4,785.02**

(All amounts in Rupees million, unless otherwise stated)

The movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening Balance	4,785.01	5,288.54
Additions during the year	904.73	755.64
Interest Cost accrued during the year	513.41	499.22
Deletions during the year	(250.04)	(664.08)
Payments made during the year	(1,199.37)	(1,094.31)
Closing Balance	**4,753.74**	**4,785.01**

Amounts recognised in the Statement of profit and loss

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Amortisation expense on right-of-use assets (refer note 32)	889.78	848.77
Interest expense on lease liabilities (refer note 31)	513.41	499.22
Expenses related to short-term leases or low value leases (included in other expenses) (refer note 33)	5.95	83.69
Gain on termination of lease contract (included in other income) (refer note 26)	(42.24)	(139.53)

Amounts recognised in the Statement of cashflows

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash outflow for leases	1,199.37	1,094.31

Notes:

When measuring lease liabilities for operating leases, the Company discounted lease payments using its incremental borrowing rate at the date of inception of the leases. The weighted average pre tax rate applied is 10% p.a. for all the years.

For maturity analysis of lease liabilities, refer note 46(iii).

6 GOODWILL

Particulars	As at March 31, 2026	As at March 31, 2025
Gross Block		
At the beginning of the year	3,032.47	3,032.47
Additions for the year	-	-
At the end of the year	**3,032.47**	**3,032.47**

Impairment assessment for Goodwill

Goodwill is tested for impairment on an annual basis. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company's Cash Generating Unit (CGU) or groups of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying amount of a CGU, including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of CGU is higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU. The recoverable amount of goodwill is based on value-in-use.

(All amounts in Rupees million, unless otherwise stated)

The carrying amount was computed by allocating the net assets to the CGU for the purpose of impairment testing.

Value-in-use is calculated using after tax assumptions. The use of after tax assumptions does not result in a value-in-use that is materially different from the value-in-use that would result if the calculation was performed using before tax assumptions.

The average range of key assumptions used for calculation of value in use are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	14.78%	14.65%
Terminal growth rate	4.50%	4.50%

The discount rate is a pre-tax measure based on the rate of 10 year government bonds issued by government in the relevant market and in the same currency as the cash flows, adjusted for risk premium to reflect both the increased risk of investing in equities generally and the systemic risk of specified CGU.

The cash flow projection include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimate at which company's free cash flow are expected to grow perpetually beyond the explicit period, consistent with the assumptions that a market participant would make.

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash - generating unit. Based on the above, no impairment was identified as of March 31, 2026 and March 31, 2025 as the recoverable value of the CGUs exceeded the carrying value.

(All amounts in Rupees million, unless otherwise stated)

7 OTHER INTANGIBLE ASSETS

Particulars	Computer software	Brand value having definite Life	Contract value	Content Writing	Trademark	Platform	Total (A)	Intangible Asset under Development	Total (A+B)
Gross Block									
Balance as at April 01, 2024	68.54	370.40	197.67	83.17	7.56	8.08	735.42	-	735.42
Additions for the year	17.55	-	-	-	-	-	17.55	-	17.55
Disposals during the year	-	-	-	-	-	-	-	-	-
Capitalised/transfer during the year	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	**86.09**	**370.40**	**197.67**	**83.17**	**7.56**	**8.08**	**752.97**	**-**	**752.97**
Balance as at April 01, 2025	86.09	370.40	197.67	83.17	7.56	8.08	752.97	-	752.97
Additions for the year	22.04	-	-	-	2.44	-	24.48		24.48
Disposals during the year	-	-	-	-	-	-	-		-
Capitalised/transfer during the year	-	-	-	-	-	-	-		-
Balance as at March 31, 2026	**108.13**	**370.40**	**197.67**	**83.17**	**10.00**	**8.08**	**777.45**	**-**	**777.45**
Accumulated Depreciation									
Balance as at April 01, 2024	58.30	26.00	197.67	67.23	3.26	8.08	360.54	-	360.54
Additions for the year	15.97	-	-	8.63	0.82	-	25.42	-	25.42
Disposals during the year	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	**74.27**	**26.00**	**197.67**	**75.86**	**4.08**	**8.08**	**385.96**	**-**	**385.96**
Balance as at April 01, 2025	74.27	26.00	197.67	75.86	4.08	8.08	385.96	-	385.96
Additions for the year	24.19	8.61	-	5.34	2.00	-	40.14		40.14
Disposals during the year	-	-	-	-	-	-	-		-
Balance as at March 31, 2026	**98.46**	**34.61**	**197.67**	**81.20**	**6.08**	**8.08**	**426.10**	**-**	**426.10**
Carrying amounts (net)									
Balance as at March 31, 2025	**11.82**	**344.40**	**-**	**7.31**	**3.48**	**-**	**367.01**	**-**	**367.01**
Balance as at March 31, 2026	**9.67**	**335.79**	**-**	**1.97**	**3.92**	**-**	**351.35**	**-**	**351.35**

(All amounts in Rupees million, unless otherwise stated)

8 NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Investment in equity instruments		
Unquoted - Carried at cost		
Investment in equity instruments of subsidiaries (fully paid up)*		
Firstcry Management DWC LLC: 39,10,00,000 (March 31, 2025: 35,00,00,000) equity shares of face value of AED 1 per share.	8,899.95	7,799.25
Shenzhen Starbees Services Ltd: Registered Capital Contribution of USD 2,00,000 (March 31, 2025: USD 2,00,000)	14.21	14.21
Intellibees Solutions Private Limited: 9,999 (March 31, 2025: 9,999) equity shares of face value of Rs. 10 per share	0.10	0.10
Joybees Private Limited: 9,999 (March 31, 2025: 9,999) equity shares of face value of Rs. 10 per share	0.10	0.10
Swara Baby Products Limited: 187,086,380 (March 31, 2025: 95,87,998) equity shares of face value of Rs. 10 per share	4,592.25	2,874.56
Firmroots Private Limited: 55,609 (March 31, 2025: 22,752) equity shares of face value of Rs. 10 per share	33.20	33.20
Solis Hygiene Private Limited: NIL (March 31, 2025: 52,890) Series A equity shares of face value of Rs. 10 per share	-	373.35
Globalbees Brands Private Limited: 75,259 (March 31, 2025: 75,259) Equity shares of Rs. 5 each and 7,906 (March 31, 2025: 7,906) Series C Equity Shares of Rs. 5 each	6,245.21	6,202.22
Digital Age Retail Private Limited: 11,26,921 (March 31, 2025: 11,26,921) Equity shares of Rs. 10 each	5,717.37	5,654.23
Investment in preference shares		
Unquoted - Carried at cost		
Investment in preference shares of subsidiaries (fully paid up)		
Swara Baby Products Limited: 1,28,48,221 (March 31, 2025: 1,28,48,221) Series A Compulsorily Convertible Preference Shares of face value of Rs. 10 per share.	-	873.68
Firmroots Private Limited: 715 (March 31, 2025: 715) Seed C Compulsorily Convertible Preference Shares of face value of Rs. 10 per share and 1,00,00,000 (March 31, 2025: 1,00,00,000) Series A Compulsorily Convertible Preference Shares of face value of Rs. 10 per share.	105.42	105.42
Globalbees Brands Private Limited: 6,721 (March 31, 2025: 1,674) Series C1 Compulsorily Convertible Preference Shares of face value of Rs. 5 each.	2,508.15	848.44
Investment in trusts - Carried at cost		
Edubees Educational Trust Corpus fund contribution	0.01	0.01
Total	**28,115.97**	**24,778.77**
Aggregate amount of unquoted investments	28,115.97	24,778.77
Aggregate amount of impairment in value of investments	-	-

* Investments in subsidiaries also includes cost of ESOP contribution for options granted to employees of subsidiaries and its step down subsidiaries as per Company's ESOP plan.

Note:

The Company reviews it carrying value of investments in material subsidiaries carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

The recoverable amounts of the respective investments in such subsidiaries have been assessed using a value in use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the respective subsidiaries to which the Investment is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

(All amounts in Rupees million, unless otherwise stated)

Key assumptions upon which the Group has based its determinations of value in use includes:

a) The Company prepares its cash flow forecast for operating five to seven years based on management's projections.

b) A terminal value is arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant longterm growth rate in the range of 2.50% - 5.00%.

c) Discount rates: Management estimates discount rates that reflect current market assessments of the risks specific to the subsidiaries, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the subsidiaries and its operating Industry and is derived from its weighted average cost of capital (WACC) within the range of 13.00% to 15.00%.

d) Sensitivity: Reasonable sensitivities in key assumptions consequent to the change in estimated growth rate and discount rate is unlikely to cause the carrying amount to exceed the recoverable amount of the subsidiaries.

9 (a) OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Security deposits	357.22	316.81
Bank deposits (maturity more than 12 months)	1538.27	273.38
Total	**1,895.49**	**590.19**

9 (b) OTHER CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Security deposits	12.98	37.80
Interest accrued on financial assets	231.58	64.54
Custom duty receivable	0.66	0.66
Other Receivables	261.49	276.12
Total	**506.71**	**379.12**

10 DEFERRED TAX ASSETS (NET)

The break-up of deferred tax liability and deferred tax assets is as under:

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets		
Property, plant and equipment and Intangibles	423.69	446.94
Employees' benefits	67.99	67.12
Right of Use Assets and Lease Liabilities	235.01	202.55
Carry forward losses	413.92	575.53
Other temporary disallowances	83.19	69.79
Total	**1,223.80**	**1,361.92**

(All amounts in Rupees million, unless otherwise stated)

Significant components and movements in deferred tax assets and liabilities for year ended March 31, 2026:

Particulars	As at April 01, 2025	Recognised in		Others	As at March 31, 2026
		in profit or loss	in OCI		
Property, plant and equipment and Intangibles	446.94	(23.25)	-	-	423.69
Employees' benefits	67.12	4.95	(4.08)	-	67.99
Right of Use Assets and Lease Liabilities	202.55	32.46	-	-	235.01
Carry forward losses	575.53	(161.61)	-	-	413.92
Other temporary disallowances	69.79	13.40	-	-	83.19
Total	**1,361.92**	**(134.05)**	**(4.08)**	**-**	**1,223.80**

Significant components and movements in deferred tax assets and liabilities for year ended March 31, 2025:

Particulars	As at April 01, 2024	Recognised in		Others	As at March 31, 2025
		in profit or loss	in OCI		
Property, plant and equipment and Intangibles	485.11	(38.17)	-	-	446.94
Employees' benefits	54.02	12.16	0.94	-	67.12
Right of Use Assets and Lease Liabilities	186.39	16.16	-	-	202.55
Carry forward losses	835.71	(260.18)	-	-	575.53
Other temporary disallowances	-	69.79	-	-	69.79
Total	**1,561.23**	**(200.25)**	**0.94**	**-**	**1,361.92**

11 INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Income Tax Assets (net)	313.73	83.57
Total	**313.73**	**83.57**

12 (a) OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Capital Advances	20.88	24.02
Balance with Government authorities		
GST receivable	-	482.08
Amount paid under protest	9.23	9.28
Total	**30.11**	**515.38**

12 (b) OTHER CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Advance to employees	13.25	20.02
Prepaid expenses	23.41	41.21

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Government authorities		
GST receivable	462.46	137.93
Advance to suppliers	622.88	512.77
Receivables from vendors	57.12	85.47
Total	**1,179.12**	**797.40**

13 INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Traded goods *	6,440.02	6,842.79
Total	**6,440.02**	**6,842.79**

*Above Inventories includes goods-in-transit amounting to Rs. 741.73 million (March 31, 2025: Rs. 573.09 million). The provision for inventories is Rs. 108.67 million (March 31, 2025: Rs. 56.87 million).

14 TRADE RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Considered good – Secured	-	-
Considered good – Unsecured	249.20	300.52
Considered good – Unsecured – Receivable from related parties (refer note 40)	7,059.99	7,197.36
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables – credit impaired	-	-
Total	**7,309.19**	**7,497.88**

Trade receivables ageing schedule as at March 31, 2026

Particulars	Unbilled Revenue	Not Due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	622.14	6,616.76	8.77	35.16	10.71	15.65	7,309.19
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

(All amounts in Rupees million, unless otherwise stated)

Trade receivables ageing schedule as at March 31, 2025

Particulars	Unbilled Revenue	Not Due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	124.32	6,516.48	811.97	13.30	11.13	13.70	6.98	7,497.88
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

15 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	0.22	0.23
Balances with banks		
In current accounts	496.36	618.44
In deposit accounts having original maturity less than 3 months	260.00	260.00
Total	**756.58**	**878.67**

16 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with banks with original maturity of more than three months but less than twelve months	10,350.42	11,249.48
Total	**10,350.42**	**11,249.48**

17 LOANS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current (A)		
Unsecured, considered good		
Loan to Subsidiaries (refer note 40)*	4,173.94	3,682.75
Total (A)	**4,173.94**	**3,682.75**
Current (B)		
Unsecured, considered good		
Loan to Subsidiaries (refer note 40)*	2,113.14	3,093.44
Total (B)	**2,113.14**	**3,093.44**
Total (A+B)	**6,287.08**	**6,776.19**

*There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties, either severally or jointly with any other person, that are:

(All amounts in Rupees million, unless otherwise stated)

(a) repayable on demand; or

(b) without specifying any terms or period of repayment

However, out of the loans made to subsidiaries. loans amounting to Rs. 2,113.14 million as on March 31, 2026, and Rs. 2,913.14 million as on March 31, 2025 are repayable on demand. These loans carry interest rate ranging between 8.00% - 13.50% p.a.

18 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Authorised				
Equity shares of Rs. 2 each	552,455,000	1,104.91	552,455,000	1,104.91
Issued, subscribed and fully paid up equity shares				
Equity shares of Rs. 2 each	522,050,127	1,044.09	521,338,641	1,042.67
Total	**522,050,127**	**1,044.09**	**521,338,641**	**1,042.67**

Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
At the commencement of the year	521,338,641	1,042.67	448,165,900	896.32
Fresh issue of shares on account of Initial Public Offering*	-	-	35,834,699	71.67
Shares issued during the year on account of exercise of stock options (refer note 40)	711,486	1.42	2,154,472	4.31
Increase in shares on account of conversion of CCPS**	-	-	35,183,570	70.37
Total issued, subscribed and paid up share capital	**522,050,127**	**1,044.09**	**521,338,641**	**1,042.67**

*During the previous year, the Company had completed an Initial Public Offering ("IPO") of 90,194,432 equity shares with a face value of Rs. 2 each at an issue price of Rs. 465 per share (including 71,258 equity shares issued to eligible employees with a face value of Rs. 2 each at an issue price of Rs. 421 per share), comprising fresh issue of 35,834,699 shares and offer for sale of 54,359,733 shares. The Company's equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on August 13, 2024.

**In accordance with the resolution passed by circulation by the Company's board of directors on July 05, 2024, all compulsorily convertible preference shares (CCPS) i.e. Series A CCPS, Series B CCPS, Series C CCPS, Series C1 CCPS, Series C2 CCPS, Series D1 CCPS and Series D2 CCPS, have been converted to equity shares at a 1:1 ratio.

Rights, preferences and restrictions attached to Equity Shares

Equity Shares

The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity is entitled to one vote per share. Dividends (including proposed dividends), if any, are declared and paid or proposed in Indian rupees. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Employee stock options/share purchase plan

Terms attached to stock options granted/share purchase plan to employees are described in note 44 regarding share based payments.

(All amounts in Rupees million, unless otherwise stated)

For details of shares reserved for issue on conversion of Compulsorily Convertible Preference Shares, please refer note 19 related to terms of conversion of Compulsorily Convertible preference shares.

Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos. of shares held	% of paid-up share capital	Nos. of shares held	% of paid-up share capital
Equity shares				
SVF Frog (Cayman) Limited	103,265,246	19.78%	103,774,246	19.91%
Mahindra & Mahindra Limited	45,041,821	8.63%	50,233,661	9.64%
SBI Mutual Funds	43,713,286	8.37%	42,158,586	8.09%
Brainbees ESOP Trust	36,854,200	7.06%	38,868,779	7.46%
Mr. Supam Maheshwari	27,069,016	5.19%	27,069,016	5.19%
PI Opportunities Fund – 1 Scheme II	26,457,268	5.07%	26,457,268	5.07%

Particulars of Shareholding of promoters

As of March 31, 2026 and March 31, 2025, the Company does not have an identifiable promoter in terms of the Companies Act, 2013 and accordingly disclosures related to promoter shareholding is not given. The Company is a professionally managed Company.

Equity shares movement during 5 years preceding March 31, 2026

There were no equity shares issued as bonus or without consideration during last 5 years as on March 31, 2026

19 EQUITY COMPONENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Authorised				
Series A CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	155,000.00	0.31	155,000	0.31
Series B CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	866,165.00	1.73	866,165	1.73
Series C CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	21,856,650.00	43.71	21,856,650	43.71
Series C1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	438,100.00	0.88	438,100	0.88
Series C2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	77,900.00	0.16	77,900	0.16
Series D1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	12,217,950.00	24.44	12,217,950	24.44
Series D2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	14,197,750.00	28.40	14,197,750	28.40
Option 1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	30,500.00	0.06	30,500	0.06
Option 2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	70,000.00	0.14	70,000	0.14

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Equity Component of Compulsorily Convertible Preference Shares				
Series A CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series B CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series D1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series D2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Total	**-**	**-**	**-**	**-**

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Instruments entirely equity in nature				
Series A CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	72,315	0.14
Decrease on account of conversion of shares*	-	-	(72,315)	(0.14)
At the end of the year	**-**	**-**	**-**	**-**
Series B CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	36,755	0.07
Decrease on account of conversion of shares*	-	-	(36,755)	(0.07)
At the end of the year	**-**	**-**	**-**	**-**
Series C CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	17,500,900	35.00
Decrease on account of conversion of shares*	-	-	(17,500,900)	(35.00)
At the end of the year	**-**	**-**	**-**	**-**
Series C1 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	438,100	0.88
Decrease on account of conversion of shares*	-	-	(438,100)	(0.88)
At the end of the year	**-**	**-**	**-**	**-**
Series C2 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	77,900	0.16
Decrease on account of conversion of shares*	-	-	(77,900)	(0.16)
At the end of the year	**-**	**-**	**-**	**-**

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Series D1 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	12,217,950	24.44
Decrease on account of conversion of shares*	-	-	(12,217,950)	(24.44)
At the end of the year	**-**	**-**	**-**	**-**
Series D2 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	4,839,650	9.68
Decrease on account of conversion of shares*	-	-	(4,839,650)	(9.68)
At the end of the year	**-**	**-**	**-**	**-**
Total	**-**	**-**	**-**	**-**

* In accordance with the resolution passed by circulation by the Company's board of directors on July 05, 2024, all compulsorily convertible preference shares (CCPS) i.e. Series A CCPS, Series B CCPS, Series C CCPS, Series C1 CCPS, Series C2 CCPS, Series D1 CCPS and Series D2 CCPS, have been converted to equity shares at a 1:1 ratio.

Investor shares shall include the following:

1 Series A CCPS
2 Series B CCPS
3 Series C CCPS
4 Series C1 CCPS
5 Series C2 CCPS
6 Series D1 CCPS
7 Series D2 CCPS

Rights, preferences and restrictions attached to Series A, Series B, Series C, Series C1, Series C2, Series D1 & D2 Compulsorily Convertible Preference Shares

Series A and Series B CCPS

The Company has issued Series A and Series B CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series A CCPS and Series B CCPS shall be entitled to vote on Series A CCPS and Series B CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series A CCPS shall be entitled to payment of 0.001% cumulative coupon per annum on each Series A CCPS by way of dividends from the Company in accordance with applicable Laws and when the Board declares any dividend. The dividend would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares and Series A Equity Shares. The holders of the Series A CCPS and Series B CCPS shall have the right to convert all or any portion of the Series A CCPS and Series B CCPS held by them at any time at the then applicable Series A CCPS and Series B CCPS conversion ratio ranging of 1:1 into Equity Shares of the Company, prior to expiry of 19 years from the allotment of shares.

Series C, Series C1 and Series C2 CCPS

The Company has issued Series C, Series C1 and Series C2 CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series C, Series C1 and Series C2 CCPS shall be entitled to vote on Series C, Series C1 and Series C2 CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series C, Series C1 and Series C2 CCPS shall be entitled to payment of higher of 0.001% cumulative coupon per annum on the Face value of each of Series C, Series C1 and Series C2 CCPS or the amount receivable by them in the dividend declared based on their shareholding in the Company on an as is converted basis, as and when the Board declares any dividend. The dividends would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares (save the Series A Equity Shares as set out herein). The holders of the Series C, Series C1 and Series C2 CCPS shall have the right to convert all or any portion of the Series C, Series C1 and Series C2 CCPS held by them at any time at the then applicable Series C, Series C1 and Series C2 CCPS conversion ratio of 1:1 into Equity Shares, prior to expiry of 19 years from the allotment of shares.

(All amounts in Rupees million, unless otherwise stated)

Series D1 and Series D2 CCPS

The Company has Series D1 and Series D2 CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series D1 and Series D2 CCPS shall be entitled to vote on Series D1 and Series D2 CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series D1 and Series D2 CCPS shall be entitled to payment of higher of 0.001% cumulative coupon per annum on the Face value of each of Series D1 and Series D2 CCPS or the amount receivable by them in the dividend declared based on their shareholding in the Company on an as is converted basis, as and when the Board declares any dividend. The dividends would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares (save the Series A Equity Shares as set out herein). The holders of Series D1 and Series D2 CCPS shall have the right to convert all or any portion of the Series D1 and Series D2 CCPS held by them at any time at the then applicable Series D1 and Series D2 CCPS conversion ratio of 1:1 into Equity Shares, prior to expiry of 19 years from the allotment of shares.

Equity shares movement during 5 years preceding March 31, 2026

There were no Compulsorily Convertible Preference Shares issued as bonus or without consideration during last 5 years as on March 31, 2026. Also there were no Compulsorily Convertible Preference Shares which were bought back or extinguished during last 5 years as on March 31, 2026.

20 OTHER EQUITY

Particulars	As at March 31, 2026	As at March 31, 2025
Securities premium	48,509.88	48,531.40
Capital redemption reserve	6.59	6.59
Shares options outstanding account	7,647.04	6,563.68
Retained earnings	6,267.15	4,321.83
Total	**62,430.66**	**59,423.50**

(i) Securities premium

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	48,531.40	32,434.01
Premium on issue of shares on account of Initial Public Offering (net of issue expenses)	(38.51)	16,085.01
Premium on exercise of Stock options (refer note 44)	16.99	12.38
Total	**48,509.88**	**48,531.40**

(ii) Capital redemption reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	6.59	6.59
Total	**6.59**	**6.59**

(All amounts in Rupees million, unless otherwise stated)

(iii) Shares options outstanding account

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	6,563.68	6,067.28
Share based payment expense*	1,927.25	1,549.49
Transfer to retained earnings	(843.89)	(1,053.09)
Total	**7,647.04**	**6,563.68**

* Includes cost of options granted to employees of wholly owned subsidiaries, which is included in the investments in note 8, amounting to Rs. 241.08 million (31 March 2025: Rs. 174.19 million)

(iv) Retained earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	4,321.83	2,672.79
Profit/(loss) for the year	1,089.30	598.76
Transfer from share options outstanding account	843.89	1,053.09
Remeasurement of post employment benefit obligations	12.13	(2.81)
Closing Balance	**6,267.15**	**4,321.83**

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Capital redemption reserve

The Companies Act, 2013 (the "Companies Act") requires that where a company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares.

Shares options outstanding account

The Share Options Outstanding account is used to recognise the grant date fair value of options issued to employees under the Brainbees Employee Stock Option Plan 2011, 2022 and 2023 Plan.

Retained earnings

Retained earnings are the profits that the Company has earned till date.

21 (a) OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits (refer note 40)	2.73	2.73
Total	**2.73**	**2.73**

21 (b) OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Accrued employee liabilities	77.08	56.03
Payables for property, plant and equipment	31.22	83.84
Other Payable	0.73	1.07
Total	**109.03**	**140.94**

(All amounts in Rupees million, unless otherwise stated)

22(a) NON-CURRENT PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Provision for compensated absences	13.92	57.17
Provision for gratuity (refer note 39)	190.49	146.76
Total	**204.41**	**203.93**

22(b) CURRENT PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Provision for compensated absences	9.33	21.51
Provision for gratuity (refer note 39)	56.52	41.22
Total	**65.85**	**62.73**

23 TRADE PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises (refer note 38)	390.00	277.26
Total outstanding dues of creditors other than micro and small enterprises	2,875.03	3,411.63
Total	**3,265.03**	**3,688.89**

Note: Payables to related parties are included in above trade payables. For details refer note 40.

Trade payables ageing schedule as at March 31, 2026

Particulars	Unbilled Dues	Not Due	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
MSME	-	295.40	87.02	1.79	4.41	1.38	390.00
Others	769.77	1,695.57	406.56	3.13	-	-	2,875.03
Disputed dues- MSME							-
Disputed dues- Others							-

Trade payables ageing schedule as at March 31, 2025

Particulars	Unbilled Dues	Not Due	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
MSME	46.11	102.19	115.47	2.65	7.64	3.20	277.26
Others	891.46	1,540.45	962.72	-	-	17.00	3,411.63
Disputed dues- MSME	-	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-	-

24 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
GST/Sales tax Payable	7.47	7.74
TDS payable	78.46	553.35
PF, PT Payable	13.48	15.13
Advance from customers (refer note 40)	605.34	511.10
Others	159.93	141.82
Total	**864.68**	**1,229.14**

(All amounts in Rupees million, unless otherwise stated)

25 REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of products		
Sale of baby and kids products	25,765.68	23,259.00
Total (A)	**25,765.68**	**23,259.00**
Other operating revenue		
Internet display charges	804.51	779.65
Other Operating Revenue	745.75	669.91
Total (B)	**1,550.26**	**1,449.56**
Revenue from operations (A+B)	**27,315.94**	**24,708.56**

Reconciliation of revenue from contract with customer

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contract Price	30,132.12	27,112.35
Loyalty Points	(0.18)	(0.05)
Discounts, Rebates, etc.	(2,816.00)	(2,403.74)
Revenue from operations for the year ended	**27,315.94**	**24,708.56**

Refer accounting policy 3(h) for satisfaction of performance obligation and when the revenue is recognised.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from customers

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contract assets		
Trade Receivables	7,309.19	7,497.88
Contract liabilities		
Advance from customers	**605.34**	**511.10**

Movement in contract liabilities during the year:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at beginning of the year	511.10	434.87
Revenue recognised that was included in the contract liability balance at the beginning of the year	(511.10)	(434.87)
Advance received during the year	605.34	511.10
Balance as at end of the year	**605.34**	**511.10**

Refer note 43 for Segment reporting.

The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

(All amounts in Rupees million, unless otherwise stated)

26 OTHER INCOME

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income:		
On fixed deposits with banks	741.93	679.71
On others	330.66	294.21
Lease rentals	490.4	482.41
Miscellaneous income	155.49	206.65
Total	**1,718.48**	**1,662.98**

27 PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchases of stock-in-trade	17421.32	17,716.01
Total	**17,421.32**	**17,716.01**

28 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening stock of Stock-in-trade	6,842.79	4,809.48
Closing stock of Stock-in-trade	6,440.02	6,842.79
Total	**402.77**	**(2,033.31)**

29 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages, bonus and other allowances	2,306.18	2,439.11
Contributions to provident and other funds	86.64	96.18
Staff welfare expenses	30.48	32.07
Total	**2,423.30**	**2,567.36**

30 EMPLOYEE SHARE BASED PAYMENT EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employee share based payment expense (refer note 44)	1,661.64	1,363.01
Total	**1,661.64**	**1,363.01**

31 FINANCE COSTS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities (refer note 5)	513.41	499.22
Other borrowing costs	0.82	10.11
Total	**514.23**	**509.33**

(All amounts in Rupees million, unless otherwise stated)

32 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 4)	419.38	501.78
Amortisation of right of use assets (refer note 5)	889.78	848.77
Amortisation of intangible assets (refer note 7)	40.14	25.42
Total	**1,349.30**	**1,375.97**

33 OTHER EXPENSES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Subcontractor expenses	439.05	337.25
Packing expenses	123.96	93.33
Courier expenses	491.12	458.82
Power and fuel	120.10	136.84
Rent	5.95	83.69
Repairs and maintenance	55.88	60.21
Insurance	52.84	51.82
Rates and taxes	22.43	17.10
Travelling and conveyance	164.94	173.43
Legal and professional expenses*	103.82	99.85
Advertising and sales promotion expenses	2,369.49	2,083.58
Telephone and internet charges	284.51	309.14
Printing and stationary	2.33	4.99
Payments to auditors (refer note (i) below)	4.79	4.87
Corporate social responsibility expenditure (refer note 48)	-	0.37
Miscellaneous expenses	186.91	154.98
Total	**4,428.12**	**4,070.27**

*includes director sitting fees amounting to Rs. 6.16 million (March 31, 2025: Rs. 8.49 million) (refer note 40).

(i) Payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor		
Statutory audit	4.15	4.23
Tax audit	0.10	0.10
Other Audit Services	0.54	0.54
Less - Amount transferred to other receivables - other current financial assets	-	-
Total	**4.79**	**4.87**

34 INCOME TAX

A Amounts recognised in Statement of Profit and Loss

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax (expense)/income	(134.03)	(200.25)
Total	**(134.03)**	**(200.25)**

(All amounts in Rupees million, unless otherwise stated)

B Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss before tax	1,223.33	799.01
Tax using the Company's domestic tax rate @25.17%	307.89	201.09
Prior year adjustment	(175.16)	1.45
Disallowance under section 37 of the Income Tax Act, 1961	5.14	(0.01)
Others	(3.84)	(2.28)
Total	**134.03**	**200.25**

35 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit and equity share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit attributable to equity shareholders (A)	1,089.30	598.76
Weighted average number of equity shares for calculation of Basic EPS (B)	521,832,631	506,412,237
Basic EPS (A/B)	**2.09**	**1.18**
Weighted average number of equity shares outstanding	521,832,631	506,412,237
Weighted average number of potential equity shares* (C)	411,687	3,009,533
Weighted average number of equity shares for calculation of Diluted EPS (D = B+C)	522,244,318	509,421,770
Diluted EPS (A/B)	**2.09**	**1.18**

36 CONTINGENT LIABILITIES AND COMMITMENTS

i. a) For the assessment year 2016-17, the Assessing Officer has made the addition of Rs. 42.71 million and had reduced the brought forward losses, however, even after such addition there is no tax liability. The Company has filed appeals against such additions made to Commissioner of Income Tax (Appeals), which is pending for disposal.

b) For the assessment year 2017-18, the Assessing Officer has made the addition of Rs. 82.01 million and had reduced the brought forward losses, however, even after such addition there is no tax liability. The Company has filed appeals against such additions made to Commissioner of Income Tax (Appeals), which is pending for disposal.

c) For the assessment year 2017-18, the Company has received a penalty notice under Section 274 w.r.s 271(1)(c). The Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before CIT(A).

d) For the assessment year 2017-18, the Company has received a penalty notice under Section 274 w.r.s 270A. The Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before CIT(A).

e) For the assessment year 2022-23, the Assessing Officer has made the addition of Rs. 935.80 million and had reduced the brought forward losses and unabsorbed depreciation, after such addition there is an tax liability amounting to 3.84 million. The Company has filed appeals against such additions to Hon'ble Income Tax Appellate Tribunal (ITAT), Pune, which is pending disposal.

(All amounts in Rupees million, unless otherwise stated)

f) For the assessment year 2022-23, the Company has received a penalty notice under Section 274 r.w.s 270A(9) and 271AAD(1)(i). The Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before ITAT.

ii. a) The Company has received a Order from Custom Commissionerate, Mumbai on April 30, 2025 for an amount of 0.04 million towards duty and 0.04 million towards penalty (exclusive of interest) for re-classification of breast pump under a different HSN code. The Company has filed appeal against said order on June 24, 2025 taking a position of no further tax payable by the Company, however, the hearing Date: May 26, 2026 is awaited from the customs.

b) The office of the Commissioner of Customs (Adjudication) has demanded a differential duty along with redemption fine and penalty on the Company amounting to 65.66 million (exclusive of applicable interest under Section 28AA of the Customs Act, 1962), which has been confirmed primarily on interpretational grounds relating to procedural aspects of documentation relating to country of origin of the imported goods, under Asia-Pacific Trade Agreement (APTA) framework. The order issued by the Office of Commissioner of Customs (Adjudication) comprises of:

1. Demand of the differential duty amounting to 21.33 million under Section 28(8) of the Customs Act, 1962.
2. Redemption of impugned goods on payment of Redemption Fine of 11.50 million under Section 125(1) of the Customs Act, 1962.
3. Imposition of penalty of Rs. 21.33 million under Section 114A of the Customs Act, 1962.
4. Imposition of penalty of Rs. 11.50 million under Section 114AA of the Customs Act, 1962.

The Company believes that it has a strong case on merit and is actively seeking appropriate legal advice in order to safeguard its interests in the aforesaid matter. The Company will be filing an appeal to the appellate forum in due course.

iii. a) For FY 2021-22, The Company has received demand from Maharashtra State GST Authority for In-eligible ITC claimed from RC for cancelled suppliers in ISD registration of 0.44 million, Interest of 0.37 million and Penalty of 0.04 million. The Company has filed an appeal.

37 CAPITAL COMMITMENTS

The estimated amount of contracts remaining to be executed on capital account and not provided for:

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Commitments	89.49	99.91

38 DUES TO MICRO AND SMALL ENTERPRISES

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
a) Principal amount payable to suppliers as at year end	390.00	277.26
b) Interest due thereon as at year end *	-	-
c) Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the period, irrespective of the period to which interest relates	-	-
d) Amount of delayed payments actually made to suppliers during the year	1,352.03	1,236.68
e) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding interest specified under the MSMED Act*	13.72	16.12

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
f) Interest accrued and remaining unpaid at the end of the year*	13.72	16.12
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006 *	48.67	34.95

*Above interest amounts have not been provided in the books

The Company has compiled this information based on intimations received from the suppliers of their status as Micro or Small Enterprises and or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

39 EMPLOYEE BENEFIT PLANS

Liabilities relating to employee benefits

Particulars	As at March 31, 2026	As at March 31, 2025
Gratuity	**247.01**	**187.98**
Non-current	190.49	146.76
Current	56.52	41.22

For details about the related employee benefit expenses, see note 29.

a) Defined contribution plans

The Company has a defined contribution plan in form of provident fund, ESIC and others. Contributions are made to the fund for employees at the rates specified by regulations. For provident fund, contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is Rs. 86.64 million (March 31, 2025 Rs. 96.18 million).

b) Defined benefit plans

The Company operates the following post-employment defined benefit plans.

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

These defined benefit plans expose the Group to actuarial risks, such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk - The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk - A decrease in the bond interest rate will increase the plan liability;

Longevity risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(All amounts in Rupees million, unless otherwise stated)

A. Funding

Company's defined benefit plan is unfunded.

B. Reconciliation of the net defined benefit liability

a) Reconciliation of present value of defined benefit obligation

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	187.98	145.15
Benefits paid	(20.56)	(4.93)
Current service cost	40.72	34.42
Past Service cost	45.11	
Interest cost	11.67	10.26
Transfer in/Out	(1.70)	(0.66)
Actuarial (gains) losses recognised in other comprehensive income		
- changes in financial assumptions	(1.83)	4.18
- experience adjustments	(14.38)	(0.43)
Balance at the end of the year	**247.01**	**187.98**

b) Amounts to be recognised in Balance Sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of obligation at the end of year	(247.01)	(187.98)
Net liability recognised in Balance Sheet	(247.01)	(187.98)
Current liability	(56.52)	(41.22)
Non-current liability	(190.49)	(146.76)
Net liability recognised in Balance Sheet	**(247.01)**	**(187.98)**

c) Expenses to be recognised in the Statement of Profit and Loss

Particulars	As at March 31, 2026	As at March 31, 2025
Service cost	40.72	34.42
Net interest expense	11.67	10.26
Transfer out	(1.70)	(0.66)
Expense to be recognised in Statement of Profit and Loss	**50.69**	**44.02**

d) Actuarial gains/(losses) recognised in Other Comprehensive Income

Particulars	As at March 31, 2026	As at March 31, 2025
Remeasurement for the year - obligation (Gain)/Loss	(16.21)	3.75
Remeasurement for the year - plan asset (Gain)/Loss	-	-
Total Remeasurements Credit/(Cost) for the year recognised in OCI	16.21	(3.75)

(All amounts in Rupees million, unless otherwise stated)

C. Defined benefit obligation

i. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	6.80%	6.60%
Future salary growth	15% for the 1st year and 8% thereafter	15% for the 1st year and 8% thereafter
Attrition rate	25.00%	25.00%

Mortality rates have been considered in accordance with the Indian Assured Lives Mortality (2012-14) ultimate (IALM ult).

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	238.26	256.42	181.12	195.39
Future salary growth (1% movement)	252.75	241.44	192.69	183.45
Attrition rate (1% movement)	246.38	247.64	187.30	188.69

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior periods.

The weighted average duration of the defined benefit obligation ranged between 4.95 years (March 31, 2025: 5.35 years).

Maturity profile of defined benefit obligations:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	56.52	41.22
Between 1-5 years	188.96	142.25
Over 5 years	173.73	150.93

c) Compensated Absences

The Company has recognised reversal of expense towards compensated absences amounting to Rs. 55.43 million (March 31, 2025 Rs. 9.21 million).

40 RELATED PARTY TRANSACTIONS

A) Name of the related parties and nature of relationship

(i) where control exists:

Wholly owned subsidiaries

1. Intellibees Solutions Private Limited
2. Firstcry Management DWC - LLC
3. Shenzhen Starbees Services Ltd
4. Joybees Private Limited
5. Digital Age Retail Private Limited

Other Direct subsidiaries

1. Swara Baby Products Limited
2. Firmroots Private Limited
3. Solis Hygiene Private Limited
4. Globalbees Brands Private Limited

Step down subsidiaries

1. Firstcry Retail DWC - LLP
2. Firstcry Trading Company
3. Firstcry General Trading LLC
4. Merhaki Foods and Nutrition Private Limited
5. Maxinique Solutions Private Limited
6. Better and Brighter Homecare Private Limited
7. Eyezen Technologies Private Limited
8. Cloud Lifestyle Private Limited
9. HealthyHey Foods LLP
10. Butternut Ventures Private Limited
11. Dynamic IT Solution Private Limited
12. Kubermart Private Limited
13. Mush Textiles Private Limited
14. Globalbees Brands DWC LLC
15. HS Fitness Private Limited
16. DF Pharmacy Limited
17. Candes Technology Private Limited
18. Solarista Renewables Private Limited
19. Encasa Homes Private Limited
20. Frootle India Private Limited
21. Prayosha Expo Private Limited

(All amounts in Rupees million, unless otherwise stated)

22. Wellspire India Private Limited
23. Plantex E-Commerce Private Limited
24. JW Brands Private Limited
25. Kitchenopedia Appliances Private Limited
26. Swara Hygiene Private Limited
27. Swara Corp

Other Entities where control exists

1. Edubees Educational Trust
2. Brainbees ESOP Trust

B) Other Related Parties

i. Entities having significant influence

1. SVF Frog (Cayman) Limited
2. Mahindra & Mahindra Limited

ii. Key management personnel

1. Mr. Supam Maheshwari - Managing Director & Chief Executive Officer.
2. Ms. Bala C Deshpande - Non executive & Independent Director
3. Mr. Gopalakrishnan Jagadeeswaran - Non executive & Independent Director
4. Mr. Neeraj Sagar - Non executive & Independent Director
5. Mr. Sanket Hattimattur - Executive Director & Chief of Staff (resigned from the position of Chief of Staff w.e.f March 31, 2025 and is associated with the Company in the capacity of Non-Executive Director w.e.f April 01, 2025)
6. Ms. Sujata Vilas Bogawat - Non executive & Independent Director
7. Mr. Puneet Renjhen - Non-executive Director (till February 13, 2026)
8. Mr. Gautam Sharma - Chief Financial Officer
9. Ms. Neha Surana - Company Secretary & Compliance Officer (till December 26, 2025)
10. Ms. Neelam Jethani - Company Secretary & Compliance Officer (till March 15, 2025)
11. Mr. Mandar Joshi - Company Secretary and Compliance Officer (w.e.f December 27, 2025.)

I Transactions with related parties

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Wholly owned subsidiaries		
Firstcry Management DWC LLC		
A) Investment made	965.75	1,142.91
B) Share based payments (included in Investments as per note 8)	88.49	41.14
C) Cost charge back expense	-	9.53
D) Cost charge back income	2.20	-

(All amounts in Rupees million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Digital Age Retail Private Limited		
A) Sale of trading goods	17,575.41	14,907.44
B) Rent Income	468.55	462.94
C) Brand and Platform License Fees	12.80	12.80
D) Investment made	-	2,995.99
E) Share based payments (included in Investments as per note 8)	63.13	68.91
F) Purchase of Traded Goods	2,488.79	2,565.67
G) Cross Charge	377.74	358.79
H) Loan given	-	870.00
I) Interest Income	41.30	41.04
J) Purchase of property, plant and equipment	2.84	0.70
K) Sale of property, plant and equipment	10.07	8.18
L) Loan Repayment	50.00	-
Intellibees Solutions Private Limited		
A) Purchase of property, plant and equipment	0.29	0.74
B) Cross charge of expenses	-	0.08
Step down subsidiaries and other entities		
Firstcry Retail DWC - LLC		
A) Sale of trading goods	348.45	439.18
B) Service Income	85.61	86.26
C) Cost charge back	3.63	0.80
D) Share based payments (included in Investments as per note 8)	50.31	36.90
E) Royalty Income	167.23	156.58
F) Salary Cross Charge		
Firstcry Trading Company		
A) Sale of trading goods	195.97	130.17
B) Service Income	75.63	78.33
C) Cost charge back	3.23	1.69
D) Royalty Income	87.19	74.32
E) Share based payments (included in Investments as per note 8)	(3.83)	27.23
Step down subsidiaries and other entities		
Edubees Educational Trust		
A) Royalty income	4.72	4.97
B) Sale of trading goods	2.55	2.94
Firmroots Private Limited		
A) Rent Received	0.01	0.01
Swara Baby Products Limited		
A) Purchase of Traded Goods	2,485.00	2,013.69
B) Interest Income	36.00	36.00
C) Interest Repayment	36.00	-
Swara Hygiene Private Limited		
A) Interest Income	40.00	40.00
B) Interest Repayment	64.54	-
C) Rent Expense	59.38	-

(All amounts in Rupees million, unless otherwise stated) 249

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Solis Hygiene Private Limited		
A) Purchase of Traded Goods	149.92	195.83
Globalbees Brands Private Limited		
A) Loan Given	199.61	2,391.99
B) Investment made	1,659.71	848.45
C) Sublease Rent Income	21.84	10.37
D) Cost charge back expenses	-	14.96
E) Interest Income	176.01	115.76
F) Business Support Service	8.62	4.31
G) Share based payments (included in Investments as per note 8)	42.99	-
H) Loan Repayment	449.61	-
Merhaki Foods and Nutrition Private Limited		
A) Business Support Service	-	3.11
B) Sale of property, plant and equipment	-	0.09
C) Sublease Rent Income	-	9.09
Prayosha Expo Private Limited		
A) Purchase of traded goods	0.26	0.24
Frootle India Private Limited		
A) Loan given	-	380.00
B) Interest income	-	2.02
Brainbees ESOP Trust		
A) Loan Repayment	8.81	-
Remuneration to Key management personnel*		
Short-term employee benefits and share-based payment		
Mr. Supam Maheshwari	-	587.18
Mr. Sanket Hatimattur (w.e.f May 05, 2022 till March 31, 2025)	-	72.63
Mr. Gautam Sharma	-	54.38
Ms. Neelam Jethani (w.e.f December 16, 2022 till March 15, 2025)	-	2.03
Ms. Mandar Joshi (w.e.f March 25, 2025)	-	0.08
Remunration paid to Key management personnel (other than Independent Directors)	463.23	-
Remuneration and Sitting Fees to Independent Directors		
Mr. Gopalakrishnan Jagadeeswaran	2.05	2.56
Mrs. Bala C Deshpande	1.34	1.94
Mr. Neeraj Sagar	1.50	2.02
Mrs. Sujata Vilas Bogawat	1.27	1.98

*Remuneration to key management personnel includes short term employment benefits, Share based payments accrual and excludes provisions for gratuity, compensated absences and other long term employment benefit which have been actuarially determined for the Company as a whole and the amounts pertaining to the KMP are not material.

(All amounts in Rupees million, unless otherwise stated)

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II Outstanding balances with related parties

Particulars	As at March 31, 2026	As at March 31, 2025
Firstcry Management DWC LLC		
Payable for cost charge back	1.05	17.04
Digital Age Retail Private Limited		
Receivable for sale of goods and services	6,527.60	6,680.32
Security Deposit receivable	2.71	2.71
Loan receivable	370.00	420.00
Capital advance	-	7.48
Advance from Customers	59.30	111.62
Intellibees Solutions Private Limited		
Capital advance	1.11	2.87
Other receivable	1.50	-
Receivable for cross charge	0.08	0.08
Firstcry Retail DWC - LLC		
Receivable for sale of goods	159.13	190.78
Receivable for Service charge	85.61	86.26
Receivable for cost charge back	1.05	0.80
Receivable for Royalty Income	167.76	156.58
Firstcry Trading Company		
Receivable for sale of goods	70.83	52.04
Receivable for Service charge	153.96	78.33
Receivable for cost charge back	2.12	1.69
Receivable for Royalty Income	87.93	74.32
Edubees Educational Trust		
Receivable towards security deposit	37.50	37.50
Receivable towards sale of services and goods	38.69	31.17
Firmroots Private Limited		
Receivable towards rent	0.01	0.00
Swara Baby Products Limited		
Advance given towards purchase of goods	169.66	189.45
Payable towards purchase of goods	0.56	-
Loan receivable	450.00	450.00
Swara Hygiene Private Limited		
Interest receivable	36.00	64.54
Loan receivable	500.00	500.00
Solis Hygiene Private Limited		
Payable for purchase of goods	0.27	-
Globalbees Brands Private Limited		
Interest on loan receivable	158.41	115.76
Security Deposit Payable	0.02	0.02
Receivable towards sublease rent income	4.83	9.66
Loan receivable	1,293.14	1,543.14

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Merhaki Foods and Nutrition Private Limited		
Receivable from Services	0.07	-
Prayosha Expo Private Limited		
Payable for purchase of goods	0.03	0.00
Brainbees ESOP Trust		
Loan receivable	3,673.94	3,682.75
Reimbursement receivable	15.43	91.21

All transactions with these related parties are priced on an arm's length basis. There is no allowance for receivables in relation to any outstanding balances, and no loss allowance has been recognised during the year in respect of receivables due from related parties.

41 RATIOS AS PER SCHEDULE III REQUIREMENTS

a) Current ratio = Current assets divided by Current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current assets	28,655.18	30,738.78
Current liabilities	5,067.43	5,760.69
Ratio	5.65	5.34
% Change from previous year (Refer note below)	5.97%	

Note - During the year ended March 31, 2025, the Company has raised 16,660 million through Initial Public Offering (IPO). The Company has invested these funds in fixed deposits and the same will be utilised as per the objects of the offer.

b) Debt equity ratio = Total Debt divided by Total equity

Particulars	As at March 31, 2026	As at March 31, 2025
Total debt	4,753.74	4,785.02
Total equity	63,474.75	60,466.17
Ratio	0.07	0.08
% Change from previous year (Refer note below)	(5.36%)	

Note - Total equity increased mainly due to profits generated during the year and the recognition of an ESOP reserve arising from share-based payment expenses. For further details, refer to note 18.

c) Debt service coverage ratio = Earnings available for debt services divided by Total interest and principal payments

Particulars	As at March 31, 2026	As at March 31, 2025
Profit/(loss) after tax	1,089.30	598.76
Add: Non cash operating expenses and finance cost		
- Depreciation and amortisation (refer note 32)	1,349.30	1,375.97
- Finance costs (refer note 31)	514.23	509.33
Earnings available for debt services	2,952.83	2,484.06
Interest cost on borrowings	514.23	509.33
Principal repayments and lease payments	685.14	584.98
Total Interest and principal repayments	1,199.37	1,094.31
Ratio	2.46	2.27
% Change from previous year (Refer note below)	8.46%	

(All amounts in Rupees million, unless otherwise stated)

Note - During the current year, the Company recognised a gain on the sale of its stake in a subsidiary. As a result of this there is improvement in the debt service coverage ratio.

d) Return on Equity Ratio/Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Profit/(Loss) after tax	1,089.30	598.76
Total Equity	63,474.75	60,466.17
Ratio	0.02	0.01
% Change from previous year (Refer note below)	73.30%	

Note - During the current year, the Company recognised a gain on the sale of its stake in a subsidiary. As a result of this there is improvement in the return on equity ratio.

e) Inventory Turnover Ratio = Cost of material consumed divided by average inventory

Particulars	As at March 31, 2026	As at March 31, 2025
Purchase of traded goods (refer note 27)	17,421.32	17,716.01
Changes in inventory (refer note 28)	402.77	(2,033.31)
Cost of material consumed	17,824.09	15,682.70
Average Inventory	6,641.41	5,826.14
Ratio	2.68	2.69
% Change from previous year	(0.30%)	

f) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Revenue from operations (refer note 25)	27,315.94	24,708.56
Average Trade Receivables	7,403.54	7,126.81
Ratio	3.69	3.47
% Change from previous year	6.42%	

g) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Credit Purchases	17,421.32	17,716.01
Average Trade Payables	3,476.96	3,410.74
Ratio	5.01	5.19
% Change from previous year	(3.54%)	

h) Net working capital Turnover Ratio = Sales divided by Net Working capital where net working capital = current assets - current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Revenue from operations (refer note 25)	27,315.94	24,708.56
Net working capital	23,587.75	24,978.09
Ratio (Times)	1.16	0.99
% Change from previous year (Refer note below)	17.07%	

(All amounts in Rupees million, unless otherwise stated)

i) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at March 31, 2026	As at March 31, 2025
Profit/(Loss) after tax	1,089.30	598.76
Revenue from operations (refer note 25)	27,315.94	24,708.56
Ratio	0.04	0.02
% Change from previous year	64.56%	

Note - During the current year, the Company recognised a gain on the sale of its stake in a subsidiary. As a result of this there is improvement in the net profit ratio.

j) Return on Capital employed = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at March 31, 2026	As at March 31, 2025
Profit/(Loss) before tax (A)	833.74	802.90
Finance costs (B)	514.23	509.33
Finance income (C)		-
EBIT (D) = (A)+(B)-(C)	1,347.97	1,312.23
Total equity (E)	63,474.75	60,466.17
Borrowings (including lease liabilities) (F)	4,753.74	4,785.02
Intangible assets (G)	351.35	367.01
Capital Employed (H)=(E)+(F)-(G)	67,877.14	64,884.18
Ratio	1.62	1.58
% Change from previous year	2.85%	

42 DETAILS OF SIGNIFICANT INVESTMENTS IN SUBSIDIARIES

Name of the Company	Country of incorporation/Place of business	% direct holding	
		As at March 31, 2026	As at March 31, 2025
Subsidiaries			
Intellibees Solutions Private Limited	India	100.00%	100.00%
Firstcry Management DWC - LLC	United Arab Emirates	100.00%	100.00%
Shenzhen Starbees Services Ltd	China	100.00%	100.00%
Joybees Private Limited	India	100.00%	100.00%
Digital Age Retail Private Limited	India	100.00%	100.00%
Swara Baby Products Limited	India	76.59%	87.30%
Firmroots Private Limited	India	67.90%	67.90%
Solis Hygiene Private Limited	India	0.00%	79.34%
Globalbees Brands Private Limited	India	53.26%	52.35%
Other entities			
Edubees Educational Trust	India	100.00%	100.00%
Brainbees ESOP Trust	India	100.00%	100.00%

43 OPERATING SEGMENT

In accordance with para 4 of Notified Indian Accounting Standard 108 (Ind AS 108) “Operating Segments”, the Company has disclosed the segment information only in consolidated financial statements which are presented together with the standalone financial statements.

(All amounts in Rupees million, unless otherwise stated)

Information concerning principal geographic areas is as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net sales to external customer by geographic area by location of customer		
Within India	26,471.99	23,860.36
Outside India	843.95	848.20
Total	**27,315.94**	**24,708.56**

All the assets of the Company are located within India except for foreign currency receivables.

Major Customers

The Company has no external customer which accounts for more than 10% of the Company's total revenue for the year ended March 31, 2026 and March 31, 2025.

44 SHARE BASED PAYMENTS

See accounting policy in Note 3(f)(ii).

A. Description of share-based payment arrangements

The Company has the following share-based payment arrangements:

Share option plans (equity-settled)

On March 31, 2011 the Company established share option plans ('Brainbees Employee Stock Option Plan 2011') that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at 10% of the market price of the shares determined at the immediately preceding round of equity raised by the Company. All the options have a vesting condition of 25% every year over a period of 4 years and have an exercise life of 10 years.

On April 01, 2019 the Company established share option plans that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The options have a vesting condition of 25% every year over a period of 4 years.

On January 21, 2022 Company established share option plans that entitle the employees to purchase shares in the Brainbees Solutions Private Limited. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The options have a vesting condition of 25% every year over a period of 4 years.

On February 14, 2022 the Company established share option plans that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The vesting of these options is linked to certain market based conditions.

On December 16, 2023 the Company established share option plans that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 243.72 per share price. The options have a vesting condition of 25% every year over a period of 4 years.

On December 16, 2023 the Company established share option plans that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 243.72 per share price. The vesting of these options is linked to certain market based conditions.

B. Measurement of fair values and Reconciliation of outstanding share options

Equity-settled share-based payment arrangements

Weighted average exercise price for:

Particulars	As at March 31, 2026	As at March 31, 2025
Outstanding as at the beginning of the year	116.80	2.73
Granted during the year	238.00	243.72
Forfeited during the year	219.89	128.99
Cancelled during the year	-	-
Exercised during the year	7.60	5.10
Outstanding at the end of the year	123.35	116.80
Exercisable at end of the year	**35.55**	**2.38**

(All amounts in Rupees million, unless otherwise stated)

The fair value of employee share options has been measured using Black-Scholes option pricing model.

The fair value of the options, the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans and number of share options outstanding are as follows:

March 31, 2026

Grants	Fair value at grant date	Share price at grant date	Exercise price	Expected volatility (weighted average volatility)	Expected life (expected weighted average Life)	Expected dividends	Risk-free interest rate*	O/s as at April 1, 2025	Granted during the year	Forfeited during the year	Exercised during the year	O/s at at March 31, 2026	Exercisable as at March 31, 2026
Grant 1	9.29	9.29	2.32	251%	7.50	-	8.30%	-	-	-	-	-	-
Grant 2	25.08	25.08	6.27	251%	8.05	-	8.81%	-	-	-	-	-	-
Grant 3	33.47	33.47	8.36	251%	8.07	-	8.81%	-	-	-	-	-	-
Grant 4	74.37	74.40	7.44	251%	6.25	-	8.81%	14,895	-	(2,313)	(12,582)	-	-
Grant 5	74.37	74.40	7.44	251%	6.25	-	8.81%	2,825	-	-	(2,825)	-	-
Grant 6	92.40	93.75	9.37	251%	7.53	-	8.81%	2,310	-	-	(1,155)	1,155	1,155
Grant 7	94.00	94.00	9.40	251%	6.53	-	8.81%	1,060	-	-	-	1,060	1,060
Grant 8	94.00	94.00	9.40	251%	6.53	-	8.81%	66,597	-	-	(57,097)	9,500	9,500
Grant 9	157.19	161.06	15.44	112%	7.25	-	6.60%	9,000	-	-	(9,000)	-	-
Grant 10	157.19	161.06	15.44	112%	7.25	-	6.60%	264,578	-	-	(173,774)	90,804	90,804
Grant 11	157.19	161.06	2.00	112%	7.25	-	6.60%	-	-	-	-	-	-
Grant 12	257.48	280.87	28.09	72%	3.00	-	4.99%	68,345	-	-	(45,487)	22,858	22,858
Grant 13	279.71 - 258.78	281.58	2.00	68%	1.50	-	4.44%	18,153,410	-	-	(1,063,980)	17,089,430	12,551,078
Grant 14	279.90	281.58	2.00	72%	3.00	-	5.71%	484,584	-	(6,875)	(409,566)	68,143	68,143
Grant 15	279.90	281.58	2.00	72%	3.00	-	5.71%	2,037,046	-	(51,919)	(978,463)	1,006,664	1,005,418
Grant 16	441.07	442.81	2.00	57%	2.25	-	6.20%	146,305	-	(2,439)	(126,043)	17,823	11,155
Grant 17	441.20	442.81	2.00	58%	3.00	-	7.06%	28,409	-	(3,063)	(8,249)	17,097	8,188
Grant 18	485.91 - 485.92	487.53	2.00	51.64% - 52.19%	3.00	-	6.99% - 7.16%	239,061	-	(49,849)	(59,316)	129,896	84,077
Grant 19	485.91	487.53	2.00	50%	3.00	-	7.05%	6,531	-	(438)	(2,030)	4,063	-
Grant 20	485.92	487.53	2.00	49%	3.00	-	7.16%	140,684	-	(6,664)	(35,750)	98,270	17,706
Grant 21	333.16	519.10	243.72	46%	3.00	-	6.76%	9,539,270		(1,026,044)	(53,136)	8,460,090	2,208,481
Grant 22	7.73 - 328.60	371.65 - 649	243.72	10.73% - 12.58%	4 yrs - 8 yrs	NA	6.500% - 6.729%	9,933,803		(100,000)	-	9,833,803	-
Grant 23	206.46	372.25	243.72	53%	3.00	-	6.48%	74,994		(3,250)	-	71,744	17,936
Grant 24	219.78	390.80	243.72	52%	3.00	-	5.88%	-	8,000	-	-	8,000	-
Grant 25	204.99	374.90	243.72	51%	3.00	-	6.00%	-	16,326	-	-	16,326	-
Grant 26	222.13	223.78	2.00	52%	3.00	-	6.38%	-	8,125	-	-	8,125	-
Grant 27	101.78	223.78	243.72	52%	4.00	-	6.66%	-	310,851	-	-	310,851	-

*based on government bonds

(All amounts in Rupees million, unless otherwise stated)

March 31, 2025

Grants	Fair value at grant date	Share price at grant date	Exercise price	Expected volatility (weighted average volatility)"	Expected life (expected weighted average Life)	Expected dividends	Risk-free interest rate*	O/s as at April 1, 2025	Granted during the year	Forfeited during the year	Exercised during the year	O/s at at March 31, 2025	Exercisable as at March 31, 2025
Grant 1	9.29	9.29	2.32	251%	7.50	-	8.30%	-	-	-	-	-	-
Grant 2	25.08	25.08	6.27	251%	8.05	-	8.81%	-	-	-	-	-	-
Grant 3	33.47	33.47	8.36	251%	8.07	-	8.81%	85,152	-	-	(85,152)	-	-
Grant 4	74.37	74.40	7.44	251%	6.25	-	8.81%	149,073	-	(19,000)	(115,178)	14,895	14,894
Grant 5	74.37	74.40	7.44	251%	6.25	-	8.81%	2,825	-	-	-	2,825	2,825
Grant 6	92.40	93.75	9.37	251%	7.53	-	8.81%	3,465	-	-	(1,155)	2,310	2,310
Grant 7	94.00	94.00	9.40	251%	6.53	-	8.81%	65,800	-	-	(64,740)	1,060	1,060
Grant 8	94.00	94.00	9.40	251%	6.53	-	8.81%	167,571	-	-	(100,974)	66,597	66,597
Grant 9	157.19	161.06	15.44	112%	7.25	-	6.60%	95,699	-	-	(86,699)	9,000	9,000
Grant 10	157.19	161.06	15.44	112%	7.25	-	6.60%	855,964	-	-	(591,386)	264,578	264,578
Grant 11	157.19	161.06	2.00	112%	7.25	-	6.60%	-	-	-	-	-	-
Grant 12	257.48	280.87	28.09	72%	3.00	-	4.99%	112,904	-	-	(44,559)	68,345	68,345
Grant 13	279.71 - 258.78	281.58	2.00	68%	1.50	-	4.44%	18,153,410	-	-	-	18,153,410	13,615,058
Grant 14	279.90	281.58	2.00	72%	3.00	-	5.71%	1,560,370	-	(11,157)	(1,064,629)	484,584	470,604
Grant 15	279.90	281.58	2.00	72%	3.00	-	5.71%	3,620,250	-	(45,501)	(1,537,703)	2,037,046	1,448,839
Grant 16	441.07	442.81	2.00	57%	2.25	-	6.20%	463,959	-	(1,250)	(316,404)	146,305	21,761
Grant 17	441.20	442.81	2.00	58%	3.00	-	7.06%	50,750	-	(9,219)	(13,122)	28,409	9,840
Grant 18	485.91 - 485.92	487.53	2.00	51.64% - 52.19%	3.00	-	6.99% - 7.16%	286,042	-	(10,687)	(36,294)	239,061	103,159
Grant 19	485.91	487.53	2.00	50%	3.00	-	7.05%	12,875	-	(4,312)	(2,032)	6,531	438
Grant 20	485.92	487.53	2.00	49%	3.00	-	7.16%	182,695	-	(10,005)	(32,006)	140,684	11,278
Grant 21	333.16	519.10	243.72	46%	3.00	-	6.76%	-	9,661,372	(122,102)	-	9,539,270	-
Grant 22	7.73 - 328.60	371.65 - 649	243.72	10.73% - 12.58%	4 yrs - 8 yrs	NA	6.500% - 6.729%	-	9,933,803	-	-	9,933,803	-
Grant 23	206.46	372.25	243.72	53%	3.00	-	6.48%	-	74,994	-	-	74,994	-
Grant 27	101.78	223.78	243.72	52%	4.00	-	6.66%	-	310,851	-	-	310,851	-

*based on government bonds

(All amounts in Rupees million, unless otherwise stated)

45 FAIR VALUE MEASUREMENTS

A Accounting classifications and fair values

Fair value of cash and short-term deposits, trade and other short term receivables, trade payables and other current financial liabilities approximates their carrying amounts largely due to short term maturities of these instruments.

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

As at March 31, 2026

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Investments	28,115.97	-	-	-
Security deposits	370.20	-	-	-
Loans	6,287.08	-	-	-
Trade receivables	7,309.19	-	-	-
Cash and cash equivalents	756.58	-	-	-
Other bank balances	10,350.42	-	-	-
Other Current financial assets	506.71	-	-	-
Total financial assets	**53,696.15**	**-**	**-**	**-**
Financial liabilities at amortised cost				
Lease Liabilities	4,753.74	-	-	-
Trade payables	3,265.03	-	-	-
Other non-current financial liabilities	2.73	-	-	-
Other current financial liabilities	109.03	-	-	-
Total financial liabilities	**8,130.53**	**-**	**-**	**-**

As at March 31, 2025

Particulars	Carrying amount	Fair value		
		Level 1	Level 2	Level 3
Financial assets at amortised cost				
Investments	24,778.77	-	-	-
Security deposits	354.61	-	-	-
Loans	6,776.19	-	-	-
Trade receivables	7,497.88	-	-	-
Cash and cash equivalents	878.67	-	-	-
Other bank balances	11,522.86	-	-	-
Other Current financial assets	341.32	-	-	-
Total financial assets	**52,150.30**	**-**	**-**	**-**
Financial liabilities at amortised cost				
Lease Liabilities	4,785.02	-	-	-
Trade payables	3,688.89	-	-	-
Other non-current financial liabilities	2.73	-	-	-
Other current financial liabilities	140.94	-	-	-
Total financial liabilities	**8,617.58**	**-**	**-**	**-**

46 FINANCIAL INSTRUMENTS - RISK MANAGEMENT

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

i) credit risk;

ii) liquidity risk; and

iii) market risk.

i. Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The senior management is for developing and monitoring the Company's risk management policies. The management reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

ii. Credit risk

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes in to account available external and internal credit risk factors and Company's historical experience for customers.

The Company has not made any provision on expected credit loss arising on trade receivables, loans and other financial assets, based on management estimates.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting Date. The amounts are gross and undiscounted, and include contractual interest payments.

(All amounts in Rupees million, unless otherwise stated)

As at March 31, 2026

Particulars	Carrying amount	Contractual cash flows		
		Less than 1 year	1- 3 years	More than 3 years
Trade payables	3,265.03	3,265.03	-	-
Lease liabilities	4,753.74	1,197.81	2,185.16	2,989.99
Other financial liabilities	111.76	111.76	-	-

As at March 31, 2025

Particulars	Carrying amount	Contractual cash flows		
		Less than 1 year	1- 3 years	More than 3 years
Trade payables	3,688.89	3,688.89	-	-
Lease liabilities	4,785.02	1,083.56	2,093.64	3,419.43
Other financial liabilities	143.67	143.67	-	-

iv. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Company's exposure to foreign currency risk is limited as majority of the transactions are in its functional currency. As at the balance-sheet date, the Company had following foreign currency exposures which have not been hedged by any derivative financial instruments as they are not material.

Particulars	As at March 31, 2026		As at March 31, 2025	
	Foreign currency	Rs.	Foreign currency	Rs.
Payable - USD	(0.04)	(4.15)	(0.00)	(0.10)
Payable - EURO	(0.14)	(15.05)	(0.02)	(1.96)
Payable - AED	-	-	(0.57)	(12.50)
Receivable - USD	3.41	317.14	7.10	605.51
Total	**3.22**	**297.94**	**6.51**	**590.95**

Sensitivity:

Particulars	Impact on profit before tax and equity	
	As at March 31, 2026	As at March 31, 2025
USD sensitivity		
USD/Rs. -Increase by 5%	15.65	30.27
USD/Rs. -Decrease by 5%	(15.65)	(30.27)
EURO sensitivity		
EURO/Rs. -Increase by 5%	(0.75)	(0.10)
EURO/Rs. -Decrease by 5%	0.75	0.10
AED sensitivity		
AED/Rs. -Increase by 5%	-	(0.63)
AED/Rs. -Decrease by 5%	-	0.63

(All amounts in Rupees million, unless otherwise stated)

Foreign Currency Sensitivity analysis:

The following table details the Company's sensitivity to a 5% increase and decrease in the Rupees against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and equity where the Rupee strengthens 5% against the relevant currency. For a 5% weakening of the Rupee against the relevant currency, there would be a comparable impact on the profit & equity and the balances below would be negative.

47 CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and other stakeholders' confidence and to sustain future development of the business. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new share or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital using a ratio of 'net debt' 'equity'. For this purpose, net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents and other balances with Banks. Equity comprises all components. The Company has no debt as on March 31, 2026 and March 31, 2025.

48 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

The details of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013 is as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(A) Gross amount required to be spent by the Company during the year	-	-
(B) Amount spent during the year on:		
(i) Construction/acquisition of any asset	Nil	Nil
(ii) For purposes other than (i) above	-	-
a) Paid in cash	-	-
b) Yet to be paid in cash	-	-
(C) Related party transactions in relation to Corporate Social Responsibility	-	-
(D) Provision movement during the year	-	-
(E) Amount earmarked for ongoing project (in separate Unspent CSR A/C)	-	
Opening balance	-	0.35
Amount transferred during the year	-	-
Amount paid towards the ongoing project	-	(0.35)
Closing balance	-	-
(F) Shortfall at the end of the year	-	-
(G) Reason for shortfall	Not Applicable	Not Applicable
(H) Nature of Corporate Social Responsibility		

49 EXCEPTIONAL ITEMS (EXPENSES)/INCOME (NET)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Insurance claim received in excess of loss due to fire at warehouse (refer note (i) below)	-	9.01
Impact on retirement benefits (including new labour code) (refer note (ii) below)	(60.66)	-
Gain on sale of stake in subsidiary	470.66	-
Others	(20.42)	(12.90)
Total Exceptional Items (Expenses)/Income (Net)	**389.58**	**(3.89)**

(i) On May 20, 2024, one of the warehouses of the Company in Hooghly, West Bengal caught fire and entire inventory and property, plant and equipment therein was destroyed due to this fire. The Company filed claims under the insurance policies, which adequately covered the losses incurred. The Company has received the claim in excess of loss incurred.

(ii) On November 21, 2025, the Government of India notified four Labour Codes-the Code on Wages, 2019; the Industrial Relations Code, 2020; the Code on Social Security, 2020; and the Occupational Safety, Health and Working Conditions Code, 2020 - thereby consolidating 29 existing labour laws. The Ministry of Labour & Employment subsequently issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the regulatory changes.

The Company has evaluated and disclosed the incremental impact of these changes based on the best information available, in line with the guidance issued by the Institute of Chartered Accountants of India. Considering the materiality and the regulatory-driven non-recurring nature of the impact, the Company has presented the incremental impact as "Impact on retirement benefits (including new labour code)" under "Exceptional Items" in the financial statement for the year ended March 31, 2026.

The Company continues to monitor the finalisation of Central and State Rules, as well as further clarifications from the Government, and will recognise appropriate accounting effects based on such developments, as and when required.

50 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company, in respect of financial year commencing on April 01, 2025, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software except that, the audit trail feature was not enabled to log any direct data changes at the database level, for accounting software used for maintenance of sales and inventory management accounting records by the Company. The audit trail has been preserved by the Company as per the statutory requirements for record retention.

51 Other Statutory information required by schedule III to the Companies Act, 2013

a) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

b) The Company does not have any charges or satisfaction which is yet to be registered with the ROC beyond the statutory period.

c) The Company has not traded or invested in Crypto currency or virtual currency during year ended March 31, 2025 and year ended March 31, 2024.

d) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

e) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

f) The Company has not entered into any scheme of arrangement which has an accounting impact on current year or previous financial year.

g) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise):

I) Directly or indirectly lend or invest in other person (s) or entities identified in any manner whatsoever on behalf of the Company (ultimate beneficiaries)

II) Provide any guarantee, any securities or the like to or on behalf of the ultimate beneficiaries.

h) The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

I) Directly or indirectly lend or invest in other person (s) or entities identified in any manner whatsoever on behalf of the Company (ultimate beneficiaries)

II) Provide any guarantee, any securities or the like to or on behalf of the ultimate beneficiaries.

i) The Company has not revalued any of its property, plants and equipments including Right of Use asset during the year.

j) The Company has no transactions with any struck off company during the year.

k) The Company does not have any immovable property whose title deeds are not held in the name of the Group except those held under lease arrangements for which lease agreements are duly executed in the favour of the Company.

l) The Company is in compliance with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Note:

Previous year's figures have been regrouped where necessary to conform with the current year's classification. The impact of such regrouping is not material to financial statements.

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Ashish Gupta
Partner
Membership Number - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited
CIN: L51100PN2010PLC136340

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. A40533
Place: Pune
Date: May 26, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of Brainbees Solutions Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated financial statements of Brainbees Solutions Limited ('the Holding Company') and its subsidiaries, (the Holding Company and its Subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2026, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition Refer note 3(h) of the Consolidated Financial Statements for material accounting policy information on revenue recognition and note 34 for the details of revenue recognised during the year. The Group generates revenue from sale of goods through number of owned retail outlets, franchisee outlets, e-commerce portals and wholesale business which comprises of high volume of transactions.	Our audit procedures in relation to revenue recognition included, but was not limited to, the following procedures: • Assessed the appropriateness of the accounting policy for revenue recognition in accordance with Ind AS 115. • Evaluated the design and implementation of key financial controls and tested their operating effectiveness with respect to revenue recognition process. This evaluation includes test of IT general controls and key application controls over the IT system which impact revenue recognition.

Key audit matter	How our audit addressed the key audit matter
The Group recognises the revenue from customers in accordance with Ind AS 115 Revenue from Contracts with Customers ('Ind AS 115') when the performance obligation is satisfied, which is determined to be at a point in time when the customer obtains control of the goods in accordance with the terms of contracts with the customers. Also, recognition of revenue requires determination of the net selling price after considering forecast of sales returns and discounts. The estimate of sales returns and discounts depends on the Group's return policy, contract terms, forecast of sales volumes and past history of quantum of return. There is a risk of inappropriate revenue recognition for sales conducted through retail outlets on a cash-and-carry basis due to high volume and frequency of transactions. Revenue is determined to be an area involving significant risk in line with the requirements of the Standards on Auditing and hence, requiring significant auditor attention. In view of the above complexities involved and considering the volume of transactions and significance of the amount involved, revenue recognition is determined as a key audit matter for current year audit.	• Tested the operating effectiveness of IT dependent manual controls. • Tested the sale transactions on a sample basis, by examining the underlying documents such as sales invoice, customer contracts, along with proof of delivery. • Evaluated the Group's policy for returns and performed an analysis of trend for sales return in case of business and tested appropriateness of the provision for sales return as at the year-end. • Performed cut-off procedures, on sample basis for the period before and after the year end by testing the underlying documents and ensured that the revenue is recognised in the correct period. • Tested entries impacting revenue including credit notes, claims etc., selected on a risk-based criteria by inspecting supporting documents and understanding business rationale, where necessary. • For sales made to franchisee partners, tested samples of revenue transactions by inspecting relevant underlying documents including sales invoices and contracts with franchisees in order to ascertain whether revenue is booked with correct amount and only upon satisfaction of performance obligation basis the terms of such contracts. • Performed analytical review procedures on revenue recognized during the year to identify any unusual and/or material variances such as data analytics and trend analysis. • Performed confirmation procedures on selected balances outstanding as at the year end. • Ensured the adequacy and appropriateness of disclosures made in the consolidated financial statements in accordance with the requirements of Ind AS 115.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

15. We did not audit the financial statements of 28 subsidiaries whose financial statements reflect total assets of Rs. 20,662.95 million as at 31 March 2026, total revenues of Rs. 29,227.08 million and net cash outflows amounting to Rs. 145.23 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.

    Further, of these subsidiaries, 4 subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. The accompanying consolidated financial statements include the financial information of 5 subsidiaries, which have not been audited, and whose financial information reflect total assets of Rs. 1,164.28 million as at 31 March 2026, total revenues of Rs. 1,351.78 million and net cash inflows amounting to Rs. 26.45 million for the year ended on that date, as considered in the consolidated financial statements. This financial information have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, this financial information is not material to the Group.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

17. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company and a subsidiary incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to 26 subsidiaries incorporated in India whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act.

18. A) As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2026 and covered under the Act we report that:

    Following are the observations reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date and made available to us:

Sr No	Name	CIN	Holding/ Subsidiary Company	Clause number of the CARO report where observations are given
1	Brainbees Solutions Limited	U51100PN2010PLC136340	Holding	(iii) & (vii)
2	Globalbees Brands Private Limited	U24299DL2021PTC380760	Subsidiary	(xvii)
3	Digital Age Retail Private Limited	U52100PN2011PTC139221	Subsidiary	(iii) & (vii)
4	Swara Baby Products Limited	U36999MP2016PTC068986	Subsidiary	(ii), (iii) & (vii)
5	Swara Hygiene Private Limited	U24246MP2022PTC061559	Subsidiary	(ii) & (vii)
6	Better & Brighter Homecare Private Limited	U24139WB2009PTC135807	Subsidiary	(vii)
7	Butternut Ventures Private Limited	U15500MH2020PTC344952	Subsidiary	(vii) & (xvii)
8	HS Fitness Private Limited	U71200HR2013PTC050241	Subsidiary	(ii), (vii), (xvii) & (xix)
9	Wellspire India Private Limited	U52390MH2021PTC370225	Subsidiary	(vii), (xvii) & (xix)
10	Candes Technology Private Limited	U31909DL2021PTC376160	Subsidiary	(vii), (ix), (xvii) & (xix)

Sr No	Name	CIN	Holding/ Subsidiary Company	Clause number of the CARO report where observations are given
11	Cloud Lifestyle Private Limited	U24100GJ2017PTC097708	Subsidiary	(vii) & (xvii)
12	Dynamic IT Solution Private Limited	U52399DL2002PTC117546	Subsidiary	(vii) & (xvii)
13	Maxinique Solution Private Limited	U52339HR2020PTC090918	Subsidiary	(vii)
14	Merhaki Foods and Nutrition Private Limited	U24100RJ2017PTC059188	Subsidiary	(ii), (iii), (vii), (ix) & (xvii)
15	Mush Textile Private Limited	U17303GJ2018PTC101321	Subsidiary	(vii)
16	Firmroots Private Limited	U15400KA2016PTC086485	Subsidiary	(xvii)
17	Eyezen Technologies Private Limited	U74999MH2016PTC282804	Subsidiary	(vii), (xvii) & (xix)
18	Frootle India Private Limited	U74999MH2019PTC332657	Subsidiary	(vii)
19	Kubermart Private Limited	U51909RJ2020PTC067933	Subsidiary	(vii)
20	Solarista Renewables Private Limited	U15121HR2018PTC075842	Subsidiary	(vii) & (xvii)
21	Encasa Homes Private Limited	U52100MH1983PTC406756	Subsidiary	(vii) & (xvii)
22	Kitchenopedia Appliances Private Limited	U31909HR2022PTC103777	Subsidiary	(vii)
23	Prayosha Expo Private Limited	U52100GJ2011PTC065612	Subsidiary	(iii) & (vii)
24	Plantex Ecommerce Private Limited	U28129GJ2020PTC115183	Subsidiary	(xiv)
25	JW Brands Private Limited	U18109KA2020PTC132453	Subsidiary	(vii)

19. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

    b) Except for the matters stated in paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

    c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

    e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries and taken on record by the Board of Directors of the Holding Company and its subsidiaries respectively, and the reports of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Holding Company and its subsidiaries, are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 19(b) above on reporting under section 143(3)(b) of the Act and paragraph 19(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 46 to the consolidated financial statements;

ii. The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries covered under the Act, during the year ended 31 March 2026;

iv. a. The respective managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively that, to the best of their knowledge and belief, as disclosed in note 58 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 58 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditors, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 50 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditors of the subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, except for matters mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 01 April 2025, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for matters mentioned below the audit trails have been preserved by the Holding Company and its subsidiaries as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of Sales and inventory management accounting records by the Holding Company and 1 Subsidiary. The accounting software used for maintenance of records by 4 subsidiaries is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we and respective auditors of the above referred subsidiaries are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.
Instances of non-preservation of the audit trail	The audit trail pertaining to financial year from 01 April 2025 to 31 March 2026 have not been preserved by the 1 subsidiary as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN: 26504662TDAUKR4423

Place: Mumbai
Date: 26 May 2026

ANNEXURE 1

List of entities included in the Statement

Sr. No.	Name of Entity	Relationship
1	Brainbees Solutions Limited	Holding Company
2	Digital Age Retail Private Limited	Subsidiary
3	Swara Baby Products Limited	Subsidiary
4	Firstcry Management DWC LLC	Subsidiary
5	Firmroots Private Limited	Subsidiary
6	Shenzhen Starbees Services LTD	Subsidiary
7	Joybees Private Limited	Subsidiary
8	Intellibees Solutions Private Limited	Subsidiary
9	Solis Hygiene Private Limited (upto 26 December 2025)	Subsidiary
10	Solis Hygiene Private Limited (w.e.f 26 December 2025)	Stepdown subsidiary
11	Firstcry Retail DWC LLC	Stepdown subsidiary
12	Firstcry trading Company	Stepdown subsidiary
13	Firstcry General trading LLC	Stepdown subsidiary
14	Swara Hygiene Private Limited	Stepdown subsidiary
15	Swara Corp (w.e.f 08 December 2025)	Stepdown subsidiary
16	Globalbees Brands Private Limited	Stepdown subsidiary
17	Merhaki Foods and Nutrition Private Limited	Stepdown subsidiary
18	Better and Brighter Homecare Private Limited	Stepdown subsidiary
19	Eyezen Technologies Private Limited	Stepdown subsidiary
20	Cloud Lifestyle Private Limited	Stepdown subsidiary
21	Maxinique Solutions Private Limited	Stepdown subsidiary
22	Kubermart Private Limited	Stepdown subsidiary
23	Butternut Ventures Private Limited	Stepdown subsidiary
24	Mush Textiles Private Limited	Stepdown subsidiary
25	Dynamic IT Solution Private Limited	Stepdown subsidiary
26	HS Fitness Private Limited	Stepdown subsidiary
27	DF Pharmacy Private Limited	Stepdown subsidiary
28	Candes Technology Private Limited	Stepdown subsidiary
29	Globalbees Brands DWC LLC	Stepdown subsidiary
30	Solarista Renewables Private Limited	Stepdown subsidiary
31	Encasa Homes Private Limited	Stepdown subsidiary
32	Frootle India Private Limited	Stepdown subsidiary
33	Wellspire India Private Limited	Stepdown subsidiary
34	Prayosha Expo Private Limited	Stepdown subsidiary
35	JW Brands Private Limited	Stepdown subsidiary
36	Plantex E-Commerce Private Limited	Stepdown subsidiary
37	Kitchenopedia Appliances Private Limited	Stepdown subsidiary
38	K.A. Enterprises (Hygiene) Private Limited (w.e.f 22 December 2025)	Stepdown subsidiary
39	HealthyHey Foods LLP	Limited Liability Partnership
40	Brainbees ESOP Trust	Controlled trust
41	Edubees Educational Trust	Controlled trust

ANNEXURE II

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. In conjunction with our audit of the consolidated financial statements of Brainbees Solutions Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

2. The respective Board of Directors of the Holding Company, its subsidiary Companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on "the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its Subsidiary Companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company, its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on "the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

OTHER MATTER

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 22 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of Rs. 13,125.49 million as at 31 March 2026, total revenues of Rs. 19,766.42 million and net cash inflows amounting to Rs. 65.39 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

10. We did not audit the internal financial controls with reference to financial statements in so far as it relates to 2 subsidiaries, which are companies covered under the Act, whose financial information reflect total assets of Rs. 963.31 million as at 31 March 2026, total revenues of Rs. 501.58 million and net cash inflows amounting to Rs. 24.82 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements of these subsidiary companies, which are companies covered under the Act, are unaudited and our opinion under Section 143(3)(i) of the Act on adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to the aforesaid subsidiaries, which are companies covered under the Act, is solely based on the corresponding internal financial controls with reference to financial statements reports certified by the management of such companies. In our opinion and according to the information and explanations given to us by the management, this financial information are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN: 26504662TDAUKR4423

Place: Mumbai
Date: 26 May 2026

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	4	8,141.57	7,296.84
Capital work-in-progress	4	202.97	68.22
Right of use asset	5	9,017.17	9,477.89
Goodwill	6	8,057.30	7,781.54
Other intangible assets	7	10,692.49	11,536.16
Intangible assets under development	7	-	0.05
Financial assets			
(a) Investments	8	50.08	50.08
(b) Other financial assets	10	4,543.82	1,602.98
Deferred tax assets	12	1,923.33	1,878.22
Income tax assets (net)	13	528.62	263.04
Other non-current assets	16	1,519.72	3,306.21
Total non-current assets		**44,677.07**	**43,261.23**
Current assets			
Inventories	18	19,938.35	21,304.78
Financial assets			
(a) Investments	9	0.05	0.05
(b) Trade receivables	19	3,680.39	2,825.16
(c) Cash and cash equivalents	20	2,462.83	2,711.72
(d) Bank balances other than (c) above	21	11,562.71	14,344.01
(e) Loans	15	0.63	0.21
(f) Other financial assets	11	645.51	556.41
Other current assets	17	7,317.43	3,575.06
Total current assets		**45,607.90**	**45,317.40**
Total assets		**90,284.97**	**88,578.63**
Equity and liabilities			
Equity			
Equity share capital	22	971.03	964.93
Other equity	24	47,296.02	46,449.31
Equity attributable to owners of the Company		48,267.05	47,414.24
Non-Controlling interests	25	5,287.56	5,387.84
Total equity		**53,554.61**	**52,802.08**
Liabilities			
Non-current liabilities			
Financial liabilities			
(a) Borrowings	26	1,790.10	2,099.89
(b) Lease liabilities	5	8,029.03	8,891.16
(c) Other financial liabilities	27	1,961.47	1,053.18
Provisions	29	388.70	322.39
Deferred tax liabilities	12	2,145.05	2,145.34
Other non-current liabilities	32	1,130.65	566.27
Total non-current liabilities		**15,445.00**	**15,078.23**
Current liabilities			
Financial liabilities			
(a) Borrowings	26	4,157.08	3,432.80
(b) Lease Liabilities	5	1,962.83	1,275.44
(c) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	31	1,307.25	1,197.24
Total outstanding dues of creditors other than micro enterprises and small enterprises	31	8,917.98	8,079.27
(d) Other financial liabilities	28	2,488.91	4,062.84
Other current liabilities	33	2,358.40	2,557.89
Provisions	30	87.07	76.53
Current tax liabilities (net)	14	5.84	16.31
Total current liabilities		**21,285.36**	**20,698.32**
Total equity and liabilities		**90,284.97**	**88,578.63**

Summary of material accounting policy information	2 - 3		
See accompanying notes forming integral part of these financial statements	4 - 60		

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration number - 001076N/N500013

for and on behalf of the Board of Directors
Brainbees Solutions Limited

Ashish Gupta
Partner
Membership No. - 504662
Place: Mumbai
Date: May 26, 2026

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. - A40533
Place: Pune
Date: May 26, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Income			
Revenue from operations	34	85,479.44	76,596.14
Other income	35	1,843.09	1,504.77
Total income		**87,322.53**	**78,100.91**
Expenses			
Cost of materials consumed	36	7,870.82	7,317.78
Purchases of stock-in-trade	37	45,239.62	45,350.07
Changes in inventories of stock-in-trade, finished goods and work in progress	38	1,414.10	(4,682.12)
Employee benefits expense			
(i) Employee benefits expense	39	5,699.88	5,741.92
(ii) Employee share based payment expense	40	2,236.13	1,542.46
Finance costs	41	1,556.95	1,583.26
Depreciation and amortisation expense	42	4,071.94	4,045.67
Other expenses	43	20,395.27	19,026.29
Total expenses		**88,484.71**	**79,925.33**
Loss before tax and before exceptional items and income tax		**(1,162.18)**	**(1,824.42)**
Exceptional items (Expenses) (net)	59	(500.09)	(495.53)
Loss before tax		**(1,662.27)**	**(2,319.95)**
Tax expense			
Current tax	44	(358.93)	(351.15)
Deferred tax	44	(3.90)	23.03
Income tax for earlier years	44	(11.48)	-
Total tax expense		**(374.31)**	**(328.12)**
		(2,036.58)	**(2,648.07)**
Loss for the year			
Other comprehensive income (OCI)			
Items that will not be reclassified to Statement of Profit or Loss			
Re-measurement of post-employment benefit obligations	48	34.69	(3.71)
Income tax relating to items that will not be reclassified to Statement of Profit or Loss			
Income tax relating to re-measurement of post-employment benefit obligations		(8.33)	1.32
Items that will be reclassified to Statement of Profit or Loss			
Gains and losses arising from translating the financial statements of a foreign operation		(30.81)	32.01
Income tax relating to items that will be reclassified to Statement of Profit or Loss			
Income tax relating to gains and losses arising from translating the financial statements of a foreign operation		7.75	(8.06)
Total other comprehensive income		**3.30**	**21.56**
Total comprehensive loss for the year		**(2,033.28)**	**(2,626.51)**
Loss for the year			
Attributable to:			
Owners of the Company		(1,402.23)	(1,914.67)
Non-controlling interests		(634.35)	(733.40)
		(2,036.58)	**(2,648.07)**
Total other comprehensive (loss)/income			
Attributable to:			
Owners of the Company		(0.93)	21.04
Non-controlling interests		4.23	0.52
		3.30	**21.56**
Total comprehensive loss for the year			
Attributable to:			
Owners of the Company		(1,403.16)	(1,893.63)
Non-controlling interests		(630.12)	(732.88)
		(2,033.28)	**(2,626.51)**
Earning per share			
Basic earning per share (Rs.)	45	(2.90)	(4.11)
Diluted earning per share (Rs.)	45	(2.90)	(4.11)

Summary of material accounting policy information 2 - 3

See accompanying notes forming integral part of these financial statements 4 - 60

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration number - 001076N/N500013

Ashish Gupta
Partner
Membership No. - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. - A40533
Place: Pune
Date: May 26, 2026

Corporate Overview

Statutory Reports

Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flows from operating activities			
Loss before tax		(1,662.27)	(2,319.95)
Adjustments for:			
Depreciation on property, plant and equipment		1,280.73	1,232.16
Amortisation of other intangible assets		876.01	1,055.73
Impairment of intangible assets		241.75	2,634.94
Amortisation of right of use assets		1,915.20	1,757.78
Employee share based payment expense		2,236.13	1,542.46
Loss on account of fire at warehouse (net of gain on insurance claim receipt)		41.41	125.22
Bad debts written off		78.82	107.01
Net Loss on Sale of Property Plant & Equipments		55.92	48.41
Gain on fair valuation of financial liabilities and assets		(239.67)	(1,736.53)
(Gain)/Loss on termination of leases		(118.41)	(180.15)
Unrealised foreign currency (gain)/loss		(41.24)	26.39
Interest income on fixed deposits with banks		(985.69)	(814.34)
Interest income on others		(73.57)	(106.07)
Finance cost		1,556.95	1,583.26
Operating Profit before working capital changes		**5,162.07**	**4,956.32**
Working capital changes			
(Increase)/Decrease in trade receivables		(712.63)	(748.10)
(Increase)/Decrease in inventories		1,457.21	(5,208.39)
Increase in other financial assets		(350.99)	46.95
Decrease/(Increase) in other non-current assets		1,735.62	(1,305.50)
Increase in other current assets		(3,728.26)	590.74
Increase/(Decrease) in trade payables		621.79	197.05
Increase in other current and Non-current liabilities		262.40	800.49
Increase in provisions		109.00	89.19
(Decrease)/Increase in current and non-current financial liabilities		(258.75)	75.47
Cash generated (used in)/from operating activities		**4,297.46**	**(505.78)**
Income tax refund/(paid)		(646.46)	(328.67)
Net cash generated from/(used in) operating activities	**(A)**	**3,651.00**	**(834.45)**
Cash flow from investing activities			
Acquisition of property, plant and equipment		(1,861.12)	(2,025.52)
Acquisition of intangible assets		(29.86)	(28.89)
Purchase of Leasehold land		-	(180.15)
Proceeds from Insurance claim for property, plant and equipment due to loss by fire		-	149.54
Investments in bank deposits		(23,060.78)	(36,047.61)
Proceeds from bank deposits		22,828.67	24,530.13
Acquisition of additional stakes in subsidiaries		(399.23)	(1,576.68)
Loan to Employees		(0.42)	360.61
Interest received		1,447.30	434.13
Net cash (used in)/generated from investing activities	**(B)**	**(1,075.44)**	**(14,384.44)**
Cash flow from financing activities			
Proceeds from issue of shares		6.10	-
Proceeds from issue of shares on account of exercise of share options including securities premium		16.99	20.56
Proceeds from issue of shares on account of initial public offering ("IPO")		-	16,660.00
Share issue expenses related to initial public offering ("IPO")		(41.25)	(503.32)
Repayment of principal portion of lease liabilities		(1,511.21)	(1,185.80)
Repayment of interest portion of lease liabilities		(1,034.38)	(1,003.44)
Repayment of borrowings		(1,692.86)	(808.01)
Proceeds from borrowings		1,954.73	1,713.48
Interest paid		(522.57)	(579.82)
Net cash (used in)/generated from financing activities	**(C)**	**(2,824.45)**	**14,313.65**

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(All amounts in Rupees million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(248.89)**	**(905.24)**
Cash and cash equivalents at the beginning of the year	**2,711.72**	**3,616.96**
Cash and cash equivalents at the end of the year	**2,462.83**	**2,711.72**

Notes:

Particulars	As at March 31, 2026	As at March 31, 2025
1. Components of cash and cash equivalents:		
Cash in hand	2.50	2.36
Fund in Transit	-	-
Balances with banks		
- in current accounts	1,790.67	1,990.34
In deposit accounts having original maturity less than 3 months	669.66	719.02
Total	**2,462.83**	**2,711.72**

Reconciliation of liabilities arising from financing activities

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance of borrowings		
Non-current borrowings	2,099.89	550.40
Current borrowings*	3,432.80	1,214.34
Lease liabilities	10,166.60	7,226.35
Interest accrued but not due on borrowings	22.04	7.66
Movement		
Cash flows	(230.07)	848.42
Non cash changes	500.45	4,419.64
Closing balance of borrowings		
Non-current borrowings	1,790.10	2,099.89
Current borrowings*	4,157.08	3,432.80
Lease liabilities	9,991.86	10,166.60
Interest accrued but not due on borrowings	52.67	22.04

*Current borrowings includes current maturities of non-current borrowings.

Non-cash movement represents:

- With respect to long-term borrowings, accrual of interest on liability component of compound financial instruments and reclassification of liability component to Instrument entirely equity in nature (refer note 23 and 26).
- With respect to leases, accrual of interest on lease liabilities, rent concessions, new additions and deletions to the leases (refer note 5).

Summary of material accounting policy information
See accompanying notes forming integral part of these financial statements

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration number - 001076N/N500013

Ashish Gupta
Partner
Membership No. - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. - A40533
Place: Pune
Date: May 26, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in Rupees million, unless otherwise stated)

A SHARE CAPITAL

(i) Equity Share capital

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	**964.93**	**814.71**
Changes in equity share capital during the year	-	150.22
Outstanding at the end of the year	**964.93**	**964.93**

(ii) Equity component of compulsorily convertible preference shares

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the year	**-**	**70.37**
Changes in equity component of compulsorily convertible preference shares during the year	-	(70.37)
Outstanding at the end of the year	**-**	**-**

B OTHER EQUITY

March 31, 2026

Particulars	Attributable to the owners of the Company							
	Reserves & Surplus					Item of OCI	Total	Non-Controlling Interests
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	Foreign Currency Translation Reserve	Total attributable to owners of the Company	
Balance as at April 01, 2025	**(5,372.57)**	**6,804.66**	**44,929.60**	**6.59**	**48.53**	**32.50**	**46,449.31**	**5,387.84**
Loss for the period	(1,402.23)						(1,402.23)	(634.35)
Other comprehensive loss (net of tax)					22.13		22.13	4.23
Total comprehensive loss for the period	**(1,402.23)**	**-**	**-**	**-**	**22.13**	**-**	**(1,380.10)**	**(630.12)**
Transactions with owners, recorded directly in equity								
Premium on issue of shares on account of Initial Public Offering (net of issue expenses) (refer note 22)			(41.33)				(41.33)	
Shares issued during the year on account of exercise of stock options (refer note 22 and 51)			16.99				16.99	
Transfer from share options outstanding account to retained earnings	47.54	(831.03)					(783.49)	
Share based payment expense (refer note 40)		2,223.31					2,223.31	
Adjustments due to change in share of Holding Company	843.88						843.88	529.85
Others	(5.11)					(5.22)	(10.33)	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)
(All amounts in Rupees million, unless otherwise stated)

Particulars	Attributable to the owners of the Company							
	Reserves & Surplus					Item of OCI	Total	Non-Controlling Interests
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	Foreign Currency Translation Reserve	Total attributable to owners of the Company	
Gains and losses arising from translating the financial statements of a foreign operation						(22.21)	(22.21)	
Equity shares of controlled entity held by legal owner							-	
Total	**886.31**	**1,392.28**	**(24.34)**	**-**	**-**	**(27.43)**	**2,226.82**	**529.85**
Balance at March 31, 2026	**5,888.49)**	**8,196.94**	**44,905.26**	**6.59**	**70.66**	**5.07**	**47,296.03**	**5,287.57**

March 31, 2025

Particulars	Attributable to the owners of the Company							
	Reserves & Surplus					Item of OCI	Total	Non-Controlling Interests
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	Foreign Currency Translation Reserve	Total attributable to owners of the Company	
Balance as at April 01, 2024	**(4,502.31)**	**6,429.48**	**28,832.21**	**6.59**	**51.44**	**4.87**	**30,822.28**	**6,207.17**
Loss for the period	(1,914.67)	-	-	-	-	-	(1,914.67)	(733.40)
Other comprehensive loss (net of tax)	-	-	-	-	(2.91)	-	(2.91)	0.52
Total comprehensive loss for the period	**(1,914.67)**	**-**	**-**	**-**	**(2.91)**	**-**	**(1,917.58)**	**(732.88)**
Transactions with owners, recorded directly in equity								
Premium on issue of shares on account of Initial Public Offering (net of issue expenses) (refer note 22)	-	-	16,085.01	-	-	-	16,085.01	-
Shares issued during the year on account of exercise of stock options (refer note 22 and 51)	-	-	12.38	-	-	-	12.38	-
Transfer from share options outstanding account to retained earnings	1,168.83	(1,168.83)	-	-	-	-	-	-
Share based payment expense (refer note 40)	-	1,544.01	-	-	-	-	1,544.01	-
Adjustments due to change in share of Holding Company	(113.55)						(113.55)	(86.45)
Others	(10.87)	-	-	-	-	3.68	(7.19)	-

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(All amounts in Rupees million, unless otherwise stated)

Particulars	Attributable to the owners of the Company							
	Reserves & Surplus					Item of OCI	Total	Non-Controlling Interests
	Retained earnings	Share options outstanding account	Securities premium	Capital redemption reserve	Remeasurement of the net defined benefit Plans	Foreign Currency Translation Reserve	Total attributable to owners of the Company	
Gains and losses arising from translating the financial statements of a foreign operation	-	-	-	-	-	23.95	23.95	-
Equity shares of controlled entity held by legal owner	-	-	-	-	-	-	-	-
Total	**1,044.41**	**375.18**	**16,097.39**	**-**	**-**	**27.63**	**17,544.61**	**(86.45)**
Balance at March 31, 2025	**5,372.57)**	**6,804.66**	**44,929.60**	**6.59**	**48.53**	**32.50**	**46,449.31**	**5,387.84**

Summary of material accounting policy information 2 - 3

See accompanying notes forming integral part of these financial statements 4 - 60

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration number - 001076N/N500013

Ashish Gupta
Partner
Membership No. - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. - A40533
Place: Pune
Date: May 26, 2026

MATERIAL ACCOUNTING POLICY INFORMATION

(All amounts in Rupees million, unless otherwise stated)

1 REPORTING ENTITY

Brainbees Solutions Limited {the 'Holding Company'} is a company domiciled in India, with its registered office situated in Pune. The Holding Company is engaged in the business of buying, selling, advertising, promoting baby and kids products and Fast Moving Consumer Goods ('FMCG') goods on a wholesale basis through various business partners The Holding Company has also ventured into pre school business for kids through various franchisee partners in India. The Consolidated Financial Statements comprises the financial statements of the Holding Company, its subsidiaries and step down subsidiaries (together referred to as "the Group").

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

A. Statement of compliance

These Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Consolidated Financial Statements were authorised for issue by the Holding Company's Board of Directors on May 26, 2025.

Details of the Group's material accounting policy information are included in Note 3.

These Consolidated Financial Statements are prepared on accrual and going concern basis.

B. Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (Rs.), which is also the Holding Company's functional currency. All amounts have been rounded-off to the nearest million, up to two places of decimal, unless otherwise indicated

C. Basis of measurement

The Consolidated Financial Statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Investments	Fair value
Consideration payable to selling shareholders due to business combination	Fair value
Equity-settled share-based payment arrangements	Fair value

D. Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statement from the date on which control commences until the date on which control ceases.

(ii) Non-controlling interests (NCI)

Non-controlling interests are measured at fair value at the date of acquisition. Changes in the Group's equity interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Equity accounted investees

The Group's interests in equity accounted investees comprise interests in associates and joint ventures. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interests in associates and joint ventures are accounted for using the equity method. They are recognised initially at cost which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence or joint control ceases.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) Anticipated Acquisition method:

The Group applies the anticipated acquisition method where it has the right and the obligation to purchase any remaining non-controlling interest. Under the anticipated acquisition method the interests of the non-controlling shareholder are derecognised when the Group's liability relating to the purchase of its shares is recognised. The recognition of the financial liability implies that the interests subject to the purchase are deemed to have been acquired already. Therefore, the corresponding interests are presented as already owned by the Group even though legally they are still non-controlling interests. The initial measurement of the fair value of the financial liability recognised by the Group forms part of the contingent consideration for the acquisition.

(vi) Contingent consideration (Consideration payable to selling shareholders due to business combination):

The contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IND AS 109 Financial Instruments or IND AS 37 Provisions, Contingent Liabilities and Contingent Assets, with the corresponding gain or loss being recognised in consolidated statement of profit and loss.

(vii) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

(viii) Foreign operations

For the purpose of consolidation, the assets and liabilities of the Group's foreign operations are translated to Indian rupees at the exchange rate prevailing on the Statement of Assets and Liabilities date, and the income and expenses at the average rate of exchange for the respective months. Exchange differences arising on such translation are recognised as foreign currency translation reserve under equity. Exchange differences arising from the translation of a foreign operation previously recognised in currency translation reserve in equity are not reclassified from equity to profit or loss until the disposal of the operation.

E. Going concern assumptions

These Consolidated Financial Statements have been prepared on a going concern basis. The management has assessed the cash flow projections and available liquidity for a period of at least twelve months from the date of these financial statements. Management believes that the Group will be able to continue as a 'going concern' in the foreseeable future and for a period of at least twelve months from the date of these financial statements based on the following:

I. Expected future operating cash flows based on business projections, and

II. Available liquid assets with the Group.

Based on the above factors, Management has concluded that the "going concern" assumption is appropriate. Accordingly, the financial statements do not include any adjustments regarding the recoverability and classification of the carrying amount of assets and classification of liabilities that might result, should the Group be unable to continue as a going concern.

F. Use of estimates and judgements

In preparing these Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment are included in the following notes:

- Note 3(e)(ii) Impairment of goodwill and brand value: key assumptions being discount rate and terminal growth rate.
- Note 12 Recognition of Deferred Tax Assets (DTA), availability of future taxable profit against which tax losses carried forward can be used.
- Note 48 measurement of defined benefit obligations: key actuarial assumptions;
- Note 49 Valuation of assets acquired as part of Business Combination and consideration payable to selling shareholders due to business combination.

Provision for expected credit losses of trade receivables and contract assets (refer note 19 and 55)

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation where performed, is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Determining the lease term of contracts – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Revenue from contracts with customers (refer note 34)

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of products include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of products with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of equipment with volume rebates, the Group determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

G. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The Group has an established control framework with respect to the measurement of fair values wherein the overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values is supervised by the Chief Financial Officer.

This includes reviews of significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified is assessed.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 52 - Fair value measurements
- Note 51 - Share based payment arrangements
- Note 55 - Financial instruments - Risk management
- Note 49 - Valuation of assets acquired as part of Business Combination and consideration payable to selling shareholders due to business combination.

H. Current/non-current classification

All assets and liabilities are classified into current and non-current:-

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset and liability are classified as Non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The operating cycle of the Group is less than 12 months.

3 MATERIAL ACCOUNTING POLICY INFORMATION

a. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Recognition and initial measurement

Trade receivables and debt instruments (such as security deposits) issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) - debt investment;
- Fair Value through Other Comprehensive Income (FVOCI) - equity investment; or
- Fair Value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment- by-investment basis.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, at FVTPL including any interest or dividend income, are recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities

Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. **Derecognition**

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its Statement of Assets and Liabilities, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, net of accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation is calculated on costs of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method, and is generally recognised in the statement of profit and loss.

The useful lives of items of property, plant and equipment for the current and comparative periods estimated by management are also in line with those specified in Schedule II to the Companies Act, 2013 and are as follows:

Asset	Useful life (years)
Computers	3
Network and Servers (disclosed within Computers)	6
Office equipment	5
Furniture and fixtures	10
Furniture and fixtures - Bin Boxes	2
Leasehold improvements	5 (over the period of the lease)
Plant and machinery	10 - 15
Building (other than factory buildings) other than RCC Frame Structure	30
Electrical Installations	10
Vehicles	10

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

c. Intangible assets

i. Brands

Brands acquired on business combination is initially recognised at fair value. Subsequent to initial recognition the Brands are assessed between those having indefinite useful lives and those having definite useful lives. Brands with indefinite useful lives are recognised at their carrying value less impairment losses. Brands with definite useful lives, are amortised over their estimated useful lives. Amortisation method and amortisation period is reviewed by the management and changes in the estimated useful life are made if the same are expected to be used for shorter period than the initial estimated period.

ii. Customer contracts

Customer contracts/relationships acquired on business combination is initially recognised at fair value. Subsequent to initial recognition the intangible asset's amortisation method and amortisation period is reviewed by the management and changes in the estimated useful life are made if the same are expected to be used for shorter period than the initial estimated period.

iii. Content writing

Intangible assets for content writing are initially recognised at cost of acquisition. Subsequent measurement is at cost less accumulated amortisation and impairment loss, if any.

iv. Other intangible assets

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

v. Internally generated Intangible Asset

Research costs are charged to the statement of Profit and Loss in the year in which they are incurred.

Platform Development

Platform development costs incurred are recognised as intangible assets, when feasibility has been established, the Group has committed technical, financial and other resources to complete the development and it is probable that asset will generate future economic benefits. The costs capitalised includes the salary cost of employees exclusively working on platform development upto the date the asset is available for use. Platform costs is amortised on a straight line basis over a period of 4 years Platform development is measured at cost less accumulated amortisation and accumulated impairment, if any.

Product Development

Product development costs incurred are recognised as intangible assets, when feasibility has been established, the Group has committed technical, financial and other resources to complete the development and it is probable that asset will generate future economic benefits. The costs capitalised includes the material cost, service cost and salary cost of employees exclusively working on product development upto the date the asset is available for use. Product development costs is amortised on a straight line basis over a period of 7 years Product development is measured at cost less accumulated amortisation and accumulated impairment, if any.

vi. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

vii. Amortisation

Goodwill and brand value are not amortised and are tested for impairment annually.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method for contract value and written down value method for other intangible assets is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset	Useful life (years)
Computer software	1-5
Contract value	7.6
Content Writing	4
Dubai Platform	4
Brand - School	3.5
Product development	7
Customer Relationship	5
Trademarks	10
Brand value	20

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

d. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on weighted average method, and includes expenditure incurred in acquiring the inventories, and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses and discounts.

The comparison of cost and net realisable value is made on an item-by-item basis.

Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realisable value. Cost of raw materials, stock-in-trade, packaging materials and stores and spare parts includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, weighted average cost method is used.

e. Impairment

i. Impairment of financial instruments

In accordance with Ind AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and bank balance;

ii) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group recognises the provision for ECL based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

ii. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and brand value are tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, discount rates and terminal growth rates. Cash flow projections take into account past experience and represent management's best estimate about future developments.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

f. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

iii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iv. **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

v. **Other long term employee benefit**

The Group's liability in respect of other long-term employee benefits (compensated absences is the amount of future benefit that employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the Projected Unit Credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

g. **Provisions (other than for employee benefits), Contingent liabilities and contingent assets**

i. **Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the Consolidated Balance Sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

ii. **Contingent liabilities and contingent assets**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount can not be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefit will arise, the asset and related income are recognised in the period in which the change occurs A contingent asset is disclosed, where an inflow of economic benefits is probable.

h. Revenue from contracts with customers

Revenue from contracts with customers is recognised upon transfer of control of promised goods/services to customers at an amount that reflects the consideration to which the Group expect to be entitled for those goods/services.

To recognise revenues, the Group applies the following five-step approach:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenues when a performance obligation is satisfied.

i. Revenue from sale of traded goods and finished goods

Revenue towards satisfaction of performance obligation is measured at amount of consideration received or receivable net of returns and allowances, trade discounts and rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and Service Tax (GST) is not received by the Group in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The Holding Company generally works on cash and carry model. However, other companies in the Group have payment terms generally in the range of 30 to 90 days from the date of delivery.

ii. Loyalty points programmes

For customer loyalty programmes, the fair value of the consideration received or receivable in respect of the initial sale is allocated between the loyalty points and the other components of the sale. The amount allocated to loyalty points is deferred and is recognised as revenue when the loyalty points are redeemed and the Group has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed.

iii. Internet display charges

Income from internet display charges is recognised on an accrual basis to the extent that it is probable that the economic benefits will flow to the Group and the revenue from such services can be reliably measured. The performance obligation is satisfied over a time and payment is generally due within 30 to 60 days from satisfaction of performance obligation.

iv. Service income

Service income arising from Brand & Platform (Website) License usage is recognised on an accrual basis and in accordance with the agreement. The performance obligation is satisfied over a time and payment is generally due within 45 days from satisfaction of performance obligation. This is considered as part of other operating revenue.

v. Preschool revenue

Revenue from royalty and sales of student kit to franchisee schools is recognised on accrual basis during the academic year. This is considered as part of other operating revenue.

vi. Contract balances

The Policy for Contract balances i.e. contract assets, trade receivables and contract liabilities is as follows:

a. Contract assets and trade receivables

The Group classifies its right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset where the right to consideration is unconditional upon passage of time. Unbilled revenue which is conditional is classified as other current asset. Trade receivables and unbilled revenue is presented net of impairment. Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

b. Contract liabilities

A contract liability is the obligation to deliver services to a customer for which the Group has received consideration or part thereof (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group deliver services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

i. Other Income

i. Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

ii. Rental income

Rental income from sub-leasing activities is recognised on an accrual basis based on the underlying sub-lease arrangements.

iii. Income from support services

Income from support services are recognised when the services are performed and recovery of the consideration is certain.

j. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Group recognises a deferred tax asset to the extent that there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

k. Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

l. Government grants

Government grants are recognised when there is a reasonable assurance that the Group will comply with the relevant conditions and the grant will be received.

Government grants are recognised in the statement of profit and loss, either on a systematic basis when the Group recognises, as expenses, the related costs that the grants are intended to compensate or, immediately if the costs have already been incurred. Government grants related to assets are deferred and amortised over the useful life of the asset. Government grants related to income are presented as an offset against the related expenditure, and government grants that are awarded as incentives with no ongoing performance obligations to the Group are recognised as income in the period in which the grant is received.

m. Business combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

n. Foreign currency

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange difference are recognised in profit and loss.

For the purpose of consolidation, the assets and liabilities of the Group's foreign operations are translated to Indian rupees at the exchange rate prevailing on the Statement of Assets and Liabilities date, and the income and expenses at the average rate of exchange for the respective months. Exchange differences arising on such translation are recognised as currency translation reserve under equity. Exchange differences arising from the translation of a foreign operation previously recognised in currency translation reserve in equity are not reclassified from equity to profit or loss until the disposal of the operation.

o. Cash and cash equivalents

Cash and cash equivalents in the Consolidated Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option, and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Group as a lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. As per Ind AS 116, lease commencement date is the date on which a lessor makes an underlying asset available for use by a lessee. The Holding Company generally has two types of leases, one being leases for holding company owned physical stores and other being the leases for warehouses of the holding company. In case of leases for holding company owned physical stores, the holding company recognises right of use asset on the lease commencement date. However, in case of leases for warehouses, lessor provides a rent-free period to facilitate fitting out and essential modifications to the assets to make it available for use by the holding company. The assets cannot be used until the modifications are completed, hence the holding company recognises right-of-use asset for warehouse leases on completion of the initial rent free period i.e, the date on which asset is available for use.

The cost of the right of use asset measured at inception shall comprise of the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of use assets subsequently measured at cost less any accumulated amortisation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right of use asset is depreciated in the straight line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of use assets are tested for impairment where there any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the consolidated statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Where the Group is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset is classified as an operating lease. Assets subject to operating leases are included in the property, plant and equipment. Rental income on an operating lease is recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Consolidated Statement of Profit and Loss.

q. Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Group are identified as Chief operating decision maker. Refer note 50 for segment information. Subsequent to acquisition of DARP and expansion of Globalbees and international operations, for management purposes, the Group has reorganised its segments, which provides relevant information for better understanding of the Group's financial performance and resource allocation decisions. Accordingly, the Group primarily operates in four segments namely (i) India multi-channel, (ii) International, (iii) Globalbees and (iv) others

r. Earning per share

Basic earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders of the Holding Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity and compulsorily convertible preference shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit and loss for the period attributable to equity shareholders of the Holding Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.1 RECENT INDIAN ACCOUNTING STANDARDS (IND AS):

I. Ind AS 1 (Presentation of Financial Statements): Classification of Liabilities

Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 01, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

II. Ind AS 7 and Ind AS 107 (Cash Flows and Financial Instruments): Supplier Finance Arrangements

Companies are required to provide detailed disclosures on supplier finance arrangements (reverse factoring), including terms, outstanding balances, and liquidity risk, to improve transparency.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any impact on its financial statements.

III. Ind AS 12 (Income Taxes – Pillar Two): Global Minimum Tax

Introduces a temporary exception to deferred tax accounting related to Pillar Two model rules. It requires new disclosures about exposure to this tax, which treats top-up taxes as current tax expenses.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any impact on its financial statements.

IV. Ind AS 21 (Effects of Changes in Foreign Exchange Rates): Lack of Exchangeability

Provides guidance on assessing when a currency is exchangeable and how to determine the spot rate when it is not.

The Company has reviewed the new pronouncements and, based on its evaluation, has determined that they do not have any significant impact on its financial statements.

(All amounts in Rupees million, unless otherwise stated)

4 PROPERTY, PLANT AND EQUIPMENT AND WORK-IN-PROGRESS

Particulars	Leasehold improvements	Buildings	Electrical Installations	Plant and machinery	Furniture and fixtures	Office equipment	Computer	Vehicles	Total (A)	Capital work in progress (B)	Total (A+B)
Gross Block											
Balance as at April 01, 2024	749.71	1,506.48	145.68	3,379.10	2,734.30	685.17	363.69	24.31	9,588.44	5.05	9,593.49
Additions for the year	71.72	236.93	18.66	972.73	411.38	174.32	79.55	1.26	1,966.55	1,272.57	3,239.12
Disposals/Capitalised during the year	(68.04)	-	(1.26)	(22.12)	(191.20)	(36.44)	(7.59)	(1.07)	(327.72)	(1,214.69)	(1,542.41)
Transfer (to)/from capital work in progress	(0.77)	-	-	-	(7.17)	(5.69)	-	-	(13.63)	5.29	(8.34)
Effects of translation of Foreign Currency	0.12	-	-	0.43	1.09	0.70	0.50	-	2.84	-	2.84
Balance as at March 31, 2025	**752.74**	**1,743.41**	**163.08**	**4,330.14**	**2,948.40**	**818.06**	**436.15**	**24.50**	**11,216.48**	**68.22**	**11,284.70**
Balance as at April 01, 2025	752.74	1,743.41	163.08	4,330.14	2,948.40	818.06	436.15	24.50	11,216.48	68.22	11,284.70
Additions for the year	263.58	654.79	46.42	499.79	161.05	84.77	48.32	3.11	1,761.83	1,190.72	2,952.55
Additions due to Business Combination	-	7.04	-	419.01	0.32	2.07	0.66	30.99	460.09	-	460.09
Disposals/Capitalised during the year	(29.88)	-	-	(57.54)	(94.50)	(44.96)	(7.00)	(11.88)	(245.76)	-	(245.76)
Transfer (to)/from capital work in progress	(5.76)	-	-	-	(23.08)	(15.67)	(0.09)	-	(44.60)	(1,055.97)	(1,100.57)
Effects of translation of Foreign Currency	0.46	-	-	1.72	4.34	2.72	1.76	-	11.00	-	11.00
Balance as at March 31, 2026	**981.14**	**2,405.24**	**209.50**	**5,193.12**	**2,996.53**	**846.99**	**479.80**	**46.72**	**13,159.04**	**202.97**	**13,362.01**
Accumulated Depreciation											
Balance as at April 01, 2024	476.77	43.33	17.18	549.43	1,191.31	320.51	285.30	13.04	2,896.87	-	2,896.87
Depreciation for the year	125.28	48.96	14.38	364.74	425.36	192.84	57.76	2.84	1,232.16	-	1,232.16
Disposals/Capitalised during the year	(52.01)	-	-	(11.96)	(106.44)	(25.32)	(6.10)	(0.96)	(202.79)	-	(202.79)
Transfer (to)/from capital work in progress	(0.65)	-	-	-	(3.48)	(4.21)	-	-	(8.34)		(8.34)
Effects of translation of Foreign Currency	0.12	-	-	0.10	0.76	0.41	0.35	-	1.74	-	1.74
Balance as at March 31, 2025	**549.51**	**92.29**	**31.56**	**902.31**	**1,507.51**	**484.23**	**337.31**	**14.92**	**3,919.64**	**-**	**3,919.64**
Balance as at April 01, 2025	549.51	92.29	31.56	902.31	1,507.51	484.23	337.31	14.92	3,919.64	-	3,919.64
Depreciation for the year	121.44	56.27	16.65	473.50	392.31	159.89	56.37	3.97	1,280.40	-	1,280.40
Additions due to Business Combination	-	-	-	4.16	-	-	0.01	-	4.17	-	4.17
Disposals/Capitalised during the year	(13.51)	-	-	(49.48)	(42.84)	(23.24)	(3.01)	(10.16)	(142.24)	-	(142.24)
Transfer (to)/from capital work in progress	(14.85)	-	-	-	(18.87)	(19.10)	(0.20)	-	(53.02)	-	(53.02)
Effects of translation of Foreign Currency	0.58	-	-	0.78	3.69	2.06	1.41	-	8.52	-	8.52
Balance as at March 31, 2026	**643.17**	**148.56**	**48.21**	**1,331.27**	**1,841.80**	**603.84**	**391.89**	**8.73**	**5,017.47**	**-**	**5,017.47**
Carrying amounts (net)											
Balance as at March 31, 2025	**203.23**	**1,651.12**	**131.52**	**3,427.83**	**1,440.89**	**333.83**	**98.84**	**9.58**	**7,296.84**	**68.22**	**7,365.06**
Balance as at March 31, 2026	**337.97**	**2,256.68**	**161.29**	**3,861.86**	**1,154.73**	**243.15**	**87.91**	**38.00**	**8,141.57**	**202.97**	**8,344.54**

*Refer note 49

Note: Some of the Plant and machinery and Vehicles have been secured against term loan taken by subsidiaries of the Holding Company (refer note 26).

The Group has opted cost model for all the Property, plant and equipments and none of the Property, plant and equipments are revalued.

(All amounts in Rupees million, unless otherwise stated)

4(a) Ageing schedule of Capital-work-in progress

As at March 31, 2026

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	202.97	-	-	-	202.97
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2025

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Projects in progress	68.22	-	-	-	68.22
Projects temporarily suspended	-	-	-	-	-

Note: There are no capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan.

5 RIGHT-OF-USE ASSETS

The changes in the carrying value of Right-of-use (ROU) assets for the years ended March 31, 2026 and March 31, 2025 are as follows:

Particulars	Land	Buildings	Vehicles	Total
Balance as on April 01, 2024	211.13	8,796.74	0.94	9,008.81
Additions during the period	218.22	2,780.19	-	2,998.41
Deletions during the period	-	(773.49)	-	(773.49)
Amortisation for the period	(6.56)	(1,750.28)	(0.94)	(1,757.78)
Effects of translation of Foreign Currency	-	1.94	-	1.94
Balance as on March 31, 2025	**422.79**	**9,055.10**	**-**	**9,477.89**
Balance as on April 01, 2025	422.79	9,055.10	-	9,477.89
Additions during the period	-	1,879.93	-	1,879.93
Deletions during the period	-	(537.89)	-	(537.89)
Amortisation for the period	(11.96)	(1,903.24)	-	(1,915.20)
Effects of translation of Foreign Currency	-	112.44	-	112.44
Balance as on March 31, 2026	**410.83**	**8,606.34**	**-**	**9,017.17**

The aggregate amortisation expense on ROU assets is included under depreciation and amortisation expense in the Consolidated Statement of Profit and Loss.

The break-up of current and non-current lease liabilities are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Current lease liabilities	1,962.83	1,275.44
Non-current lease liabilities	8,029.03	8,891.16
Total lease liabilities	**9,991.86**	**10,166.60**

(All amounts in Rupees million, unless otherwise stated)

The movement in lease liabilities during the years are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	10,166.60	9,598.25
Additions during the year	1,929.12	2,711.20
Interest Cost accrued during the year	1,032.96	1,003.44
Deletions during the year	(658.07)	(957.99)
Payments during the year	(2,516.00)	(2,189.24)
Changes on account of remeasurement/modification of lease	-	-
Effects of translation of Foreign Currency	37.25	0.94
Closing Balance	**9,991.86**	**10,166.60**

Amounts recognised in the Consolidated Statement of profit and loss

Particulars	As at March 31, 2026	As at March 31, 2025
Amortisation expense on right-of-use assets (refer note 42)	1,915.20	1,757.78
Interest expense on lease liabilities (refer note 41)	1,032.96	1,003.44
Expenses related to short-term leases or low value leases (included in other expenses) (refer note 43)	553.14	727.87
Loss on termination of lease contract (included in other expenses) (refer note 43)	-	-
Gain on termination of lease contract (included in other income) (refer note 35)	118.41	180.15

Amounts recognised in Consolidated Statement of Cash flow

Particulars	As at March 31, 2026	As at March 31, 2025
Cash outflow for leases	(2,516.00)	(2,189.24)

Notes:

When measuring lease liabilities for operating leases, the Group discounted lease payments using its incremental borrowing rate at the date of inception of the leases. The weighted average pre tax rate applied is 5% - 14% p.a. for all the years

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	2,285.13	2,223.89
1- 3 years	4,336.09	4,362.14
More than 3 years	6,527.34	7,479.07

6 GOODWILL

Particulars	Goodwill
Gross Block	
Balance as at April 01, 2024	7,781.54
Additions due to Business Combination*	-
Balance as at March 31, 2025	**7,781.54**
Balance as at April 01, 2025	7,781.54
Additions due to Business Combination*	275.76
Balance as at March 31, 2026	**8,057.30**

(All amounts in Rupees million, unless otherwise stated)

Particulars	Goodwill
Carrying amounts (net)	
Balance as at March 31, 2025	**7,781.54**
Balance as at March 31, 2026	**8,057.30**

*Refer Note 49

Impairment assessment for goodwill and Intangible assets with indefinite life

Goodwill and Intangible assets with indefinite life are tested for impairment on an annual basis. For the purpose of impairment testing, goodwill and Intangible assets with indefinite life acquired in a business combination are allocated to the Group's Cash Generating Unit (CGU or groups of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

During the year ended March 31, 2026 and year ended March 31, 2025, Goodwill and intangible assets acquired through business combinations with indefinite lives has been allocated to the following CGU's:

Particulars	As at March 31, 2026	As at March 31, 2025
Goodwill:		
India Multi-channel Segment		
Brainbees Solutions Limited (formerly known as Brainbees Solutions Private Limited)	3,032.47	3,032.47
Swara Baby Products Limited	495.17	219.41
Firmroots Private Limited	17.76	17.76
Solis Hygiene Private Limited	47.44	47.44
Digital Age Retail Private Limited	222.17	222.17
Subtotal (A)	**3,815.01**	**3,539.25**
Globalbees Brands Segments		
Home Utilities	1,161.42	1,161.42
Fashion/Lifestyle	694.90	694.90
Appliances	1,481.07	1,481.07
Beauty & Personal Care/Home & Personal Care	902.34	902.34
Subtotal (B)	**4,239.73**	**4,239.73**
Others		
Edubees Educational Trust **(C)**	2.56	2.56
Subtotal (A + B + C)	**8,057.30**	**7,781.54**
Brand acquired separately in: (refer note 7)		
Firmroots Private Limited	114.16	114.16
Subtotal	**114.16**	**114.16**
Total	**8,171.46**	**7,895.70**

Impairment occurs when the carrying amount of a CGU, including the goodwill and Intangible assets with indefinite life, exceeds the estimated recoverable amount of the CGU. The recoverable amount of CGU is higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU. The recoverable amount of goodwill is based on value-in-use.

The carrying amount was computed by allocating the net assets to the CGU for the purpose of impairment testing.

Value-in-use is calculated using after tax assumptions. The use of after tax assumptions does not result in a value-in-use that is materially different from the value-in-use that would result if the calculation was performed using before tax assumptions.

The average range of key assumptions used for calculation of value in use are mainly, discount rate in the range of 14.78% - 18.30% for year ended March 31, 2026 (March 31, 2025: 14.65% - 18.40%) and terminal growth rate in the range of 4.00% - 5.00% for year ended March 31, 2026 (March 31, 2025: 4.50% - 5.00%)

The discount rate is a pre-tax measure based on the rate of 10 year government bonds issued by government in the relevant market and in the same currency as the cash flows, adjusted for risk premium to reflect both the increased risk of investing in equities generally and the systemic risk of specified CGU.

The cash flow projection include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimate at which company's free cash flow are expected to grow perpetually beyond the explicit period, consistent with the assumptions that a market participant would make.

The Group believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash - generating unit.

Based on the above, no impairment was identified as of March 31, 2026 and March 31, 2025 as the recoverable value of the CGUs exceeded the carrying value.

(All amounts in Rupees million, unless otherwise stated)

7 OTHER INTANGIBLE ASSETS

Particulars	Computer software	Indefinite life Brand value	Brand value**	Contract value	Product development	Customer Relationship	Distribution Network	Content Writtings	Trade mark	Platform	Total	Intangible Asset under Development	Total (A+B)
Gross Block													
Balance as at April 01, 2024	101.18	114.16	16,264.84	197.67	64.34	390.67	496.18	83.17	23.54	8.08	17,743.83	0.30	17,744.13
Additions for the period	28.90	-	-	-	-	-	-	-	0.15	-	29.05	-	29.05
Disposals/Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	(0.25)	(0.25)
Effects of translation of Foreign Currency	0.17	-	-	-	-	-	-	-	-	-	0.17	-	0.17
Balance as at March 31, 2025	**130.25**	**114.16**	**16,264.84**	**197.67**	**64.34**	**390.67**	**496.18**	**83.17**	**23.69**	**8.08**	**17,773.05**	**0.05**	**17,773.10**
Balance as at April 01, 2025	130.25	114.16	16,264.84	197.67	64.34	390.67	496.18	83.17	23.69	8.08	17,773.05	0.05	17,773.10
Additions for the period	27.42	-	-	-	-	-	-	-	2.44	-	29.86	-	29.86
Additions due to Business Combination*	-	-	-	-	-	244.21	-	-	-	-	244.21	-	244.21
Disposals/Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	(0.05)	(0.05)
Effects of translation of Foreign Currency	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**157.67**	**114.16**	**16,264.84**	**197.67**	**64.34**	**634.88**	**496.18**	**83.17**	**26.13**	**8.08**	**18,047.12**	**0.00**	**18,047.12**
Accumulated Amortisation													
Balance at April 01, 2024	65.93	-	1,625.65	197.67	45.21	290.45	237.74	67.24	8.18	8.08	2,546.15	-	2,546.15
Amortisation for the period	32.33	-	814.63	-	7.82	65.16	124.04	8.63	3.12	-	1,055.73	-	1,055.73
Impairment for the period	-	-	2,634.93	-	-	-	-	-	-	-	2,634.93		2,634.93
Disposals/Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Effects of translation of Foreign Currency	0.08	-	-	-	-	-	-	-	-	-	0.08	-	0.08
Balance as at March 31, 2025	**98.34**	**-**	**5,075.21**	**197.67**	**53.03**	**355.61**	**361.78**	**75.87**	**11.30**	**8.08**	**6,236.89**	**-**	**6,236.89**
Balance at April 01, 2025	98.34	-	5,075.21	197.67	53.03	355.61	361.78	75.87	11.30	8.08	6,236.89	-	6,236.89
Amortisation for the period	32.88	-	661.99	-	5.47	42.48	124.04	5.34	3.79	-	875.99	-	875.99
Impairment for the period	-	-	241.75	-	-	-	-	-	-	-	241.75	-	241.75
Disposals/Capitalised during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Effects of translation of Foreign Currency	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**131.22**	**-**	**5,978.95**	**197.67**	**58.50**	**398.09**	**485.82**	**81.21**	**15.09**	**8.08**	**7,354.63**	**-**	**7,354.63**
Carrying amounts (net)													
Balance as at March 31, 2025	**31.91**	**114.16**	**11,189.63**	**-**	**11.31**	**35.06**	**134.40**	**7.30**	**12.39**	**-**	**11,536.16**	**0.05**	**11,536.21**
Balance as at March 31, 2026	**26.45**	**114.16**	**10,285.89**	**-**	**5.84**	**236.79**	**10.36**	**1.96**	**11.04**	**-**	**10,692.49**	**0.00**	**10,692.49**

**Within the above are the following individually material assets at March 31, 2026:

- Brand value represents e-commerce brands acquired through Globalbees, "a direct-to-consumer venture" having carrying amount of Rs. 10,285.89 million and remaining amortisation period of 16 years as on March 31, 2026.

(All amounts in Rupees million, unless otherwise stated)

7(a) Ageing schedule of Intangible assets under development

As at March 31, 2026

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.00	-	-	-	0.00
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2025

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.05	-	-	-	0.05
Projects temporarily suspended	-	-	-	-	-

Note: There are no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan.

8 NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Investments at fair value through profit or loss (FVTPL)		
Unquoted - equity instruments		
6,380 Equity shares of Rs. 10 each of Ekhaya Brands Private Limited	50.00	50.00
Unquoted - others		
Investment in National Savings Certificate	0.08	0.08
Total	**50.08**	**50.08**
Aggregate book value of quoted investments	**-**	**-**
Aggregate market value of quoted investments	**-**	**-**
Aggregate value of unquoted investments	**50.08**	**50.08**
Aggregate amount of impairment in value of investments	**-**	**-**

9 CURRENT INVESTMENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Investments at fair value through profit or loss (FVTPL)		
Unquoted Equity Instruments	0.05	0.05
Total	**0.05**	**0.05**
Aggregate book value of quoted investments	**-**	**-**
Aggregate market value of quoted investments	**-**	**-**
Aggregate value of unquoted investments	**0.05**	**0.05**
Aggregate amount of impairment in value of investments	**-**	**-**

10 OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured considered good unless otherwise stated		
Security deposits	625.02	573.06
Government grants receivables	581.27	244.19
Bank deposits (maturity more than 12 months)	3,337.53	785.73
Total	**4,543.82**	**1,602.98**

(All amounts in Rupees million, unless otherwise stated)

11 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured considered good unless otherwise stated		
Security Deposits	78.71	115.52
Government grants receivables	455.44	166.16
Custom Duty Receivable	0.66	0.66
Other financial assets	110.70	274.07
Total	**645.51**	**556.41**

12 DEFERRED TAX ASSETS/(LIABILITIES)

The break-up of deferred tax assets/(liabilities) are as under:

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Asset		
Property, plant and equipment and Intangibles	619.79	524.41
Employees' benefits	88.36	85.21
On lease liabilities	438.13	2,499.91
On right-of-use asset	-	(2,141.52)
Carry forward losses	413.92	577.10
Others	363.13	333.11
Total	**1,923.33**	**1,878.22**
Deferred Tax Liabilities		
Property, plant and equipment and Intangibles	(2,145.05)	(2,145.34)
Others	-	-
Total	**(2,145.05)**	**(2,145.34)**
Total	**(221.72)**	**(267.12)**

Significant components and movements in deferred tax assets and liabilities for year ended March 31, 2026:

Particulars	As at April 01, 2025	Recognised in		Others*	As at March 31, 2026
		in profit or loss	in OCI		
Deferred Tax Asset					
Property, plant and equipment and Intangibles	524.41	95.38	-	-	619.79
Employees' benefits	85.21	11.48	(8.33)	-	88.36
On lease liabilities	2,499.91	(2,061.78)	-	-	438.13
On right-of-use asset	(2,141.52)	2,141.52	-	-	-
Carry forward losses	577.10	(163.18)	-	-	413.92
Others	333.11	22.27	7.75	-	363.13
Deferred Tax Liabilities					
Property, plant and equipment and Intangibles	(2,145.34)	(49.59)	-	49.88	(2,145.05)
ROU and Lease Liabilities	-	-	-	-	-
Others	-	-	-	-	-
Total	**(267.12)**	**(3.90)**	**(0.58)**	**49.88**	**(221.72)**

*Includes deferred tax impact on impairment of intangible assets.(refer note 7 and 59)

(All amounts in Rupees million, unless otherwise stated)

Significant components and movements in deferred tax assets and liabilities for year ended March 31, 2025:

Particulars	As at April 01, 2024	Recognised in		Others	As at March 31, 2025
		in profit or loss	in OCI		
Deferred Tax Asset					
Property, plant and equipment and Intangibles	525.51	(1.10)	-	-	524.41
Employees' benefits	63.56	20.33	1.32	-	85.21
On lease liabilities	2,337.05	162.86	-	-	2,499.91
On right-of-use asset	(2,049.64)	(91.88)	-	-	(2,141.52)
Carry forward losses	835.71	(258.61)	-	-	577.10
Others	185.23	155.94	(8.06)	-	333.11
Deferred Tax Liabilities					
Property, plant and equipment and Intangibles	(2,860.27)	51.72	-	663.21	(2,145.34)
ROU and Lease Liabilites	-				-
Others	15.12	(16.24)	-	1.12	-
Total	**(947.73)**	**23.02**	**(6.74)**	**664.33**	**(267.12)**

13 INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax assets (net)*	528.62	263.04
Total	**528.62**	**263.04**

*Net of provision for tax as at March 31, 2026: Rs. 404.15 million, March 31, 2025: Rs. 343.41 million.

14 CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax liabilities (net of advance tax)*	5.84	16.31
Total	**5.84**	**16.31**

* Net of advance tax paid as at March 31, 2026: Rs. 180.50 million, March 31, 2025: Rs. 173.22 million.

15 LOANS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured considered good unless otherwise stated		
Loans to employees	0.63	0.21
Total	**0.63**	**0.21**

*There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties, either severally or jointly with any other person, that are:

(a) repayable on demand; or

(b) without specifying any terms or period of repayment

16 OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured considered good unless otherwise stated		
Balance with Government authorities		
GST receivable	862.66	3,227.17
Amount paid under protest	9.86	9.91
Capital advances	624.45	64.68
Prepaid expenses	22.75	4.45
Total	**1,519.72**	**3,306.21**

(All amounts in Rupees million, unless otherwise stated)

17 OTHER CURRENT ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured considered good unless otherwise stated		
Advance to employees	25.27	33.03
Prepaid expenses	181.25	158.90
Balance with Government authorities	-	
GST receivable	5,050.93	1,755.06
VAT receivable	0.54	0.54
Advance to suppliers	1,210.96	1,173.01
Receivables from vendors	784.22	438.41
Other receivables	64.26	16.11
Total	**7,317.43**	**3,575.06**

18 INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Raw material*	1,851.55	1,862.89
Work in progress	9.69	1.44
Finished goods**	395.93	316.00
Stock-in-trade**	17,573.25	19,073.77
Store and spares parts including packing material	107.93	50.68
Total	**19,938.35**	**21,304.78**

Note: During the year ended March 31, 2026, the Group has recognised provision on inventories amounting to Rs. 381.29 million, (year ended March 31, 2025: Rs. 168.14 million)

**Above Inventories includes Goods-in-Transit as at March 31, 2026: Rs. 1787.92 million, March 31, 2025: Rs. 1,715.22 million

*Above Inventories includes Material-in-Transit as at March 31, 2026: Rs. 77.01 million, March 31, 2025: Rs. 103.19 million.

19 TRADE RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Considered good – Secured	-	-
Considered good – Unsecured	3,675.18	2,825.16
Trade Receivables which have significant increase in credit risk	33.92	12.21
Trade Receivables – credit impaired	63.77	78.39
Total Trade Receivables	**3,772.87**	**2,915.76**
Less: Impairment allowance (allowance for bad and doubtful debt)		
Trade Receivables which have significant increase in credit risk	(28.71)	(12.21)
Trade Receivables – credit impaired	(63.77)	(78.39)
Total	**3,680.39**	**2,825.16**

Note - Above balances of trade receivables include receivable from group companies amounting to Rs. 3.45 million (March 31, 2025: Rs. 3.45 million). Refer note 53 for details.

Trade receivables ageing schedule as at March 31, 2026

Particulars	Unbilled Revenue	Not due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	761.28	2,716.94	92.24	65.78	33.97	5.07	3,675.28
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	7.66	0.73	14.17	11.36	-	33.92

(All amounts in Rupees million, unless otherwise stated)

Particulars	Unbilled Revenue	Not due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – credit impaired	-	-	3.53	3.94	23.31	30.68	2.31	63.77
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2025

Particulars	Unbilled Revenue	Not due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	153.44	491.42	2,089.50	39.95	29.25	20.57	1.05	2,825.18
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	1.01	1.16	5.68	4.36	-	12.21
Undisputed Trade Receivables – credit impaired	-	- j	5.31	3.01	51.28	18.68	0.11	78.39
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

20 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and Cash Equivalents		
Cash in hand	2.50	2.36
Balances with banks		
In current accounts	1,790.67	1,990.34
In deposit accounts having original maturity less than 3 months	669.66	719.02
Total	**2,462.83**	**2,711.72**

21 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with banks with original maturity of more than three months but less than twelve months	11,562.71	14,344.01
Total	**11,562.71**	**14,344.01**

(All amounts in Rupees million, unless otherwise stated)

22 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Authorised				
Equity shares of Rs. 2 each	552,455,000	1,104.91	552,455,000	1,104.91
Issued, subscribed and fully paid up equity shares				
Equity shares of Rs. 2 each	522,050,127	1,044.11	521,338,641	1,042.67
Less:				
Shares Issued to Brainbees ESOP Trust	(36,541,812)	(73.08)	(38,868,779)	(77.74)
Total	**485,508,315**	**971.03**	**482,469,862**	**964.93**

Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Equity Shares				
At the commencement of the year	521,338,641	1,042.67	448,165,900	896.32
Fresh issue of shares on account of Initial Public Offering*	-	-	35,834,699	71.67
Shares issued during the year on account of exercise of stock options (refer note 51)	711,486	1.44	2,154,472	4.31
Shares Issued to Brainbees ESOP Trust	-	-	-	-
Increase in shares on account of conversion of CCPS**	-	-	35,183,570	70.37
At the end of the year	**522,050,127**	**1,044.11**	**521,338,641**	**1,042.67**
Less:				
Shares issued to Brainbees ESOP Trust	(36,541,812)	(73.08)	(38,868,779)	(77.74)
At the end of the year	**(36,541,812)**	**(73.08)**	**(38,868,779)**	**(77.74)**
Total	**485,508,315**	**971.03**	**482,469,862**	**964.93**

*During the previous year, the Company has completed an Initial Public Offering ("IPO") of 90,194,432 equity shares with a face value of Rs. 2 each at an issue price of Rs. 465 per share (including 71,258 equity shares issued to eligible employees with a face value of Rs. 2 each at an issue price of Rs. 421 per share), comprising fresh issue of 35,834,699 shares and offer for sale of 54,359,733 shares. The Company's equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on August 13, 2024.

**In accordance with the resolution passed by circulation by the Company's board of directors on July 05, 2024, all compulsorily convertible preference shares (CCPS) i.e. Series A CCPS, Series B CCPS, Series C CCPS, Series C1 CCPS, Series C2 CCPS, Series D1 CCPS and Series D2 CCPS, have been converted to equity shares at a 1:1 ratio.

Rights, preferences and restrictions attached to Equity Shares

Equity Shares

The Holding Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity is entitled to one vote per share. Dividends (including proposed dividends), if any, are declared and paid or proposed in Indian rupees. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(All amounts in Rupees million, unless otherwise stated)

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the holding company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

Employee stock options/share purchase plan

Terms attached to stock options granted/share purchase plan to employees are described in note 41 regarding share based payments. For details of shares reserved for issue on conversion of Compulsorily Convertible Preference Shares, please refer note 23 related to terms of conversion of Compulsorily Convertible preference shares.

Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos. of shares held	% of paid-up share capital	Nos. of shares held	% of paid-up share capital
Equity shares				
SVF Frog (Cayman) Limited	103,265,246	20%	103,774,246	20%
Mahindra & Mahindra Limited	45,041,821	9%	50,233,661	10%
SBI Mutual Funds	43,713,286	8%	42,158,586	8%
Brainbees ESOP Trust	36,541,812	7%	38,868,779	7%
Mr. Supam Maheshwari	27,069,016	5%	27,069,016	5%
PI Opportunities Fund – 1 Scheme II	26,457,268	5%	26,457,268	5%

Particulars of Shareholding of promoters

As of March 31, 2026, the Holding Company does not have an identifiable promoter in terms of the Companies Act, 2013 and accordingly disclosures related to promoter shareholding is not given for this period. The Holding Company is a professionally managed Company.

Equity shares movement during 5 years preceding March 31, 2026

There were no equity shares issued as bonus or without consideration during last 5 years as on March 31, 2026

23 EQUITY COMPONENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Authorised				
Series A CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	155,000	0.31	155,000	0.31
Series B CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	866,165	1.73	866,165	1.73
Series C CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	21,856,650	43.71	21,856,650	43.71
Series C1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	438,100	0.88	438,100	0.88
Series C2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	77,900	0.16	77,900	0.16
Series D1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	12,217,950	24.44	12,217,950	24.44
Series D2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	14,197,750	28.40	14,197,750	28.40
Option 1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	30,500	0.06	30,500	0.06

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Option 2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	70,000	0.14	70,000	0.14
Equity component of compulsorily convertible preference shares				
Series A CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series B CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series C2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series D1 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Series D2 CCPS (Compulsorily Convertible Preference Shares) of Rs. 2 each	-	-	-	-
Total	**-**	**-**	**-**	**-**

Reconciliation of Equity component of compulsorily convertible preference shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
Series A CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	72,315	0.14
Decrease in shares on account of conversion to equity shares*	-	-	(72,315)	(0.14)
At the end of the year	**-**	**-**	**-**	**-**
Series B CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	36,755	0.07
Decrease in shares on account of conversion to equity shares*	-	-	(36,755)	(0.07)
At the end of the year	**-**	**-**	**-**	**-**
Series C CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	17,500,900	35.00
Decrease in shares on account of conversion to equity shares*	-	-	(17,500,900)	(35.00)
At the end of the year	**-**	**-**	**-**	**-**
Series C1 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	438,100	0.88
Decrease in shares on account of conversion to equity shares*	-	-	(438,100)	(0.88)

(All amounts in Rupees million, unless otherwise stated)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Nos	Amount	Nos	Amount
At the end of the year	**-**	**-**	**-**	**-**
Series C2 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	77,900	0.16
Decrease in shares on account of conversion to equity shares*	-	-	(77,900)	(0.16)
At the end of the year	**-**	**-**	**-**	**-**
Series D1 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	12,217,950	24.44
Decrease in shares on account of conversion to equity shares*	-	-	(12,217,950)	(24.44)
At the end of the year	**-**	**-**	**-**	**-**
Series D2 CCPS (Compulsorily Convertible Preference Shares)				
At the commencement of the year	-	-	4,839,650	9.68
Decrease in shares on account of conversion to equity shares*	-	-	(4,839,650)	(9.68)
At the end of the year	**-**	**-**	**-**	**-**
Total	**-**	**-**	**-**	**-**

*In accordance with the resolution passed by circulation by the Company's board of directors on July 05, 2024, all compulsorily convertible preference shares (CCPS) i.e. Series A CCPS, Series B CCPS, Series C CCPS, Series C1 CCPS, Series C2 CCPS, Series D1 CCPS and Series D2 CCPS, have been converted to equity shares at a 1:1 ratio.

Investor shares shall include the following:

1 Series A CCPS

2 Series B CCPS

3 Series C CCPS

4 Series C1 CCPS

5 Series C2 CCPS

6 Series D1 CCPS

7 Series D2 CCPS

Rights, preferences and restrictions attached to Series A, Series B, Series C, Series C1, Series C2, Series D1 & D2 Compulsorily Convertible Preference Shares

Series A and Series B CCPS

The Holding Company has issued Series A and Series B CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series A CCPS and Series B CCPS shall be entitled to vote on Series A CCPS and Series B CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series A CCPS shall be entitled to payment of 0.001% cumulative coupon per annum on each Series A CCPS by way of dividends from the Holding Company in accordance with applicable Laws and when the Board declares any dividend. The dividend would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares and Series A Equity Shares. The holders of the Series A CCPS and Series B CCPS shall have the right to convert all or any portion of the Series A CCPS and Series B CCPS held by them at any time at the then applicable Series A CCPS and Series B CCPS conversion ratio ranging of 1:1 into Equity Shares of the Holding Company, prior to expiry of 19 years from the allotment of shares.

(All amounts in Rupees million, unless otherwise stated)

Series C, Series C1 and Series C2 CCPS

The Holding Company has issued Series C, Series C1 and Series C2 CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series C, Series C1 and Series C2 CCPS shall be entitled to vote on Series C, Series C1 and series C2 CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series C, Series C1 and Series C2 CCPS shall be entitled to payment of higher of 0.001% cumulative coupon per annum on the Face value of each of Series C, Series C1 and Series C2 CCPS or the amount receivable by them in the dividend declared based on their shareholding in the Company on an as is converted basis, as and when the Board declares any dividend. The dividends would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares (save the Series A Equity Shares as set out herein). The holders of the Series C, Series C1 and Series C2 CCPS shall have the right to convert all or any portion of the Series C, Series C1 and Series C2 CCPS held by them at any time at the then applicable Series C, Series C1 and Series C2 CCPS conversion ratio of 1:1 into Equity Shares, prior to expiry of 19 years from the allotment of shares.

Series D1 and Series D2 CCPS

The Holding Company has Series D1 and Series D2 CCPS (Compulsorily Convertible Preference Shares) having a face value of Rs. 2 per share. Each shareholder of Series D1 and Series D2 CCPS shall be entitled to vote on Series D1 and Series D2 CCPS respectively held by them (as a single class and on a converted basis and not as a separate class) except as specifically provided. The holders of Series D1 and Series D2 CCPS shall be entitled to payment of higher of 0.001% cumulative coupon per annum on the Face value of each of Series D1 and Series D2 CCPS or the amount receivable by them in the dividend declared based on their shareholding in the Holding Company on an as is converted basis, as and when the Board declares any dividend. The dividends would be cumulative and would be paid prior to payment of any dividend with respect to Equity Shares (save the Series A Equity Shares as set out herein). The holders of Series D1 and Series D2 CCPS shall have the right to convert all or any portion of the Series D1 and Series D2 CCPS held by them at any time at the then applicable Series D1 and Series D2 CCPS conversion ratio of 1:1 into Equity Shares, prior to expiry of 19 years from the allotment of shares.

Equity shares movement during 5 years preceding March 31, 2026

There were no Compulsorily Convertible Preference Shares issued as bonus or without consideration during last 5 years as on March 31, 2026. Also there were no Compulsorily Convertible Preference Shares which were bought back or extinguished during last 5 year as on March 31, 2026.

24 OTHER EQUITY

Particulars	As at March 31, 2026	As at March 31, 2025
Securities premium	44,905.26	44,929.60
Shares options outstanding account	8,196.94	6,804.66
Capital redemption reserve	6.59	6.59
Retained earnings	(5,817.83)	(5,324.04)
Foreign Currency Translation Reserve	5.07	32.50
Total	**47,296.03**	**46,449.31**
Non controlling interests	5,287.56	5,387.84
Total	**5,287.56**	**5,387.84**

(All amounts in Rupees million, unless otherwise stated)

(i) Securities premium

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	44,929.60	28,832.21
Premium on issue of shares on account of Initial Public Offering (net of issue expenses)	(41.33)	16,085.01
Premium on issue of shares to Brainbees ESOP Trust	16.99	12.38
Closing balance	**44,905.26**	**44,929.60**

(ii) Shares options outstanding account

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	6,804.66	6,429.48
Share based payment expense (refer note 40)	2,223.31	1,544.01
Transferred to retained earnings	(831.03)	(1,168.83)
Closing balance	**8,196.94**	**6,804.66**

(iii) Capital Redemption Reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	6.59	6.59
Closing balance	**6.59**	**6.59**

(iv) Retained earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	(5,324.04)	(4,450.87)
Net Loss for the year	(1,402.23)	(1,914.67)
Transferred from share option outstanding account	47.54	1,168.83
Adjustments due to change in share of Holding Company	843.89	(113.55)
Others	(5.11)	(10.87)
Remeasurement of post employment benefit obligations	22.13	(2.91)
Closing balance	**(5,817.82)**	**(5,324.04)**

(v) Foreign Currency Translation Reserve

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	32.49	4.87
Addition during the year	(22.21)	23.95
Others	(5.22)	3.68
Closing balance	**5.06**	**32.50**

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Capital redemption reserve

The Indian Companies Act, 2013 (the "Companies Act") requires that where a company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the Statement of Assets and Liabilities. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares.

(All amounts in Rupees million, unless otherwise stated)

Shares options outstanding account

The Share Options Outstanding account is used to recognise the grant date fair value of options issued to employees under the Brainbees Employee Stock Option Plan 2011, BB ESOP 2022, BB ESOP 2023 and Globalbees ESOP.

Foreign Currency Translation Reserve

The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Retained earnings

Retained earnings are the profits that the Group has earned till date.

25 NON-CONTROLLING INTERESTS

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	5,387.84	6,207.17
Addition on account of business combination	529.84	(86.45)
Share of total Comprehensive income for the year	(630.12)	(732.88)
Closing balance	**5,287.56**	**5,387.84**

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Below is the summarised financial information of Globalbees Brands Private Limited.

Summarised Statement of Assets and Liabilities	As at March 31, 2026	As at March 31, 2025
Ownership interest held by non controlling interests	46.74%	47.35%
Current assets	1,369.56	1,050.82
Current liabilities	4,695.75	5,967.26
Net current assets	**(3,326.19)**	**(4,916.44)**
Non-current assets	16,778.37	17,710.72
Non-current liabilities	4,907.55	2,800.72
Net non-current assets	**11,870.82**	**14,910.00**
Net assets	**8,544.63**	**9,993.56**
Accumulated NCI	3,993.76	4,731.95

Summarised statement of profit and loss	As at March 31, 2026	As at March 31, 2025
Revenue	617.93	356.03
Loss for the period	(1,427.50)	(3,292.28)
Other comprehensive income	6.57	2.98
Total comprehensive income	**(1,420.93)**	**(3,289.30)**
Loss allocated to NCI	(667.21)	(1,561.04)
Other comprehensive income allocated to NCI	3.07	1.41
Total comprehensive income allocated to NCI	**(664.14)**	**(1,559.63)**

Summarised cash flow	As at March 31, 2026	As at March 31, 2025
Cash flows from operating activities	1,399.96	(887.91)
Cash flows from investing activities	(367.89)	(490.20)
Cash flows from financing activities	(1,101.83)	1,394.19
Net Increase in cash & cash equivalents	(69.76)	16.08

(All amounts in Rupees million, unless otherwise stated)

26 BORROWINGS

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Current Borrowings		
Secured		
Term Loans from Banks (refer note A below)	1,790.10	1,112.96
1500 14.50% Non-convertible debentures of Rs 1,000,000 each (March 31, 2025: 1400 non-convertible debentures) (refer note B below)	-	986.93
Total	**1,790.10**	**2,099.89**
Current Borrowings		
Secured		
Working capital facilities from banks (refer note C below)	1,615.62	1,635.86
Working Capital Loans from financial institutions (refer note E below)	319.48	659.34
Current maturities of long-term borrowings		
(a) Term Loans from Banks	675.34	487.57
(b) 14.50% Non-convertible debentures of Rs. 1,000,000 each	997.99	537.54
Unsecured		
Working Capital Loans from financial institutions (refer note F below)	-	-
Borrowings by subsidiary company from its directors and their relatives (refer note D below)	-	29.60
Credit facilities from others (refer note G below)	548.65	82.89
Total	**4,157.08**	**3,432.80**

Notes:

Nature of Security

A. Secured Borrowings from Banks

1. Term Loans (including current maturities of long-term loans) amounting to Rs. 1150.18 million (March 31, 2025: Rs. 248.25 million) from HDFC Bank Ltd are exclusively secured by way of equitable mortgage of the factory land and building at Indore, along with an exclusive first charge on plant and machinery and current assets, both present and future, of Swara Baby Products Limited, a subsidiary of the Holding Company. The term loans carry interest ranging from 7.90% to 11.65% p.a. and are repayable over a period of 5 years from the date of disbursement in equated monthly instalments.
2. Solis Hygiene Private Limited, a subsidiary of the Holding Company, has availed term loans from HDFC Bank amounting to Rs. 763.25 million (March 31, 2025: Rs. 730.18 million). The loans are secured by an exclusive charge on the Company's current assets (present and future), land and building, plant and machinery (present and future), and fixed deposits required to be maintained upfront equivalent to three months' EMI. The borrowings are repayable over a period of five years, including a one-year moratorium.
3. Term Loans (including current maturities of long-term loans) amounting to Rs. 435.51 million (March 31, 2025: Rs. 621.57 million) from HDFC Bank Ltd are exclusively secured by way of equitable mortgage of the factory land and building at Indore, along with an exclusive first charge on plant and machinery and current assets, both present and future, of Swara Hygiene Products Private Limited, a step-down subsidiary of the Holding Company. The term loans carry interest ranging from 6.96% to 11.45% p.a. and are repayable over a period of 5 years from the date of disbursement in equated monthly instalments commencing from July 2023 and ending in July 2028.
4. Solis Hygiene Private Limited, step down subsidiary of holding company, has taken vehicle loan from Mahindra & Mahindra Financial Services Limited amounting to Rs. 0.53 million as on March 31, 2025 which are secured by way of exclusive charge on said vehicle Interest rate is 9.75% p.a. The outstanding balance as on March 31, 2026 is NIL.

5. Term Loans (including current maturities of long-term loans) amounting to Rs. 116.52 million from HDFC Bank Ltd are exclusively secured by way of equitable mortgage on plant and machinery and current assets, both present and future, of K.A Enterprises (Hygiene) Private Limited, a step-down subsidiary of the Holding Company. The term loans carry interest rate of 8.50% p.a. and are repayable over a period of 7 years from the date of disbursement in equated monthly instalments ending in July 2032.

B. Terms of non-convertible debentures

1. GlobalBees Brands Private Limited ("GlobalBees"), a subsidiary of the Holding Company, has issued 14.50% secured, redeemable, unlisted and unrated non-convertible debentures aggregating to Rs. 1,500 million to Avendus Finance Private Limited and Avendus Structured Credit Fund. The debentures have a tenure of 3 years, including a principal moratorium of 18 months, and are repayable in six equal quarterly instalments commencing from the date of first subscription under the issuance. The outstanding balance of the debentures as at March 31, 2026 was Rs. 997.99 million (March 31, 2025: Rs. 1,524.47 million).

C. Cash Credit facility from Banks and Financials Institutions

1. Swara Baby Products Limited, a step-down subsidiary of the Holding Company, has availed a cash credit facility from HDFC Bank amounting to Rs. 396.88 million (March 31, 2025: Rs. 472.90 million). The facility is secured by an exclusive charge on the Company's current assets (present and future), land and building, and plant and machinery (present and future). The interest rate is mutually agreed with the bank from time to time.

2. Solis Hygiene Private Limited, a step-down subsidiary of the Holding Company, has availed a cash credit facility from HDFC Bank amounting to Rs. 67.56 million (March 31, 2025: Rs. 184.53 million). The facility is secured by an exclusive charge on the Company's current assets (present and future), land and building, and plant and machinery (present and future). The interest rate is 8.80% p.a., linked to the 3-Month T-Bill.

3. Swara Hygiene Private Limited, a step-down subsidiary of the Holding Company, has availed a cash credit facility from HDFC Bank amounting to Rs. 456.39 million (March 31, 2025: Rs. 273.52 million). The facility is secured by an exclusive charge on the Company's current assets (present and future), land and building, and plant and machinery (present and future). The interest rate is mutually agreed with the bank from time to time.

4. K.A Enterprises (Hygiene) Private Limited, a step-down subsidiary of the Holding Company, has availed a cash credit facility from HDFC Bank amounting to Rs. 43.27 million. The facility is secured by an exclusive charge on the Company's current assets (present and future), land and building, and plant and machinery (present and future). The interest rate is mutually agreed with the bank from time to time.

5. K.A Enterprises (Hygiene) Private Limited, step-down subsidary of holding, company had obtained an overdraft facility of Rs. 1.56 million from ICICI Bank ("Bank"). The said facility carried an Interest rate of 8.25%, Repayable on demand, which was primarily secured against Fixed deposit of 3.72 million.

5. Frootle India Private Limited, subsidary of holding, during the previous year, the Company has availed a credit facility of Rs 150 million from ICICI bank, outstanding balance as on March 31, 2026 is Rs 36.40 million (March 31, 2025 - 102.12 million). The rate of interest stipulated by ICICI Bank shall be sum of I- MCLR-6M and "Spread" per annum, subject to a minimum of I- MCLR-6M, plus applicable statutory levy, if any, on the principal. As on date of availment of credit facility the I-MCLR-6M is 8.70% and spread is 1.25% p.a. i.e. 9.5% p.a.

6. Frootle India Private Limited, subsidary of holding, company has availed a credit facility of Rs 250 million from Kotak bank, outstanding balance as on March 31, 2026 is Rs 249.78 million (March 31, 2025 - 250.00 million). The rate of interest applicable is 3.85% + Repo rate.

7. Plantex E-Commerce Private Limited, subsidary of holding, company has obtained an overdraft facility of Rs. 5 million and a Working Capital Demand Loan (WCDL) facility of Rs. 145 million from ICICI Bank Limited (the "Bank"). As at March 31, 2026, the outstanding balance under the overdraft facility is Rs. 2.84 million (March 31, 2025: Rs. Nil), and the WCDL outstanding is Rs. 145 million (March 31, 2025: Rs. 135 million). These facilities have been availed for working capital requirements for a tenure of 12 months from the sanction date, i.e., March 19, 2026. The facilities carry an interest rate of MCLR + 1.25% per annum (i.e., 9% + 1.25%). The facilities are primarily secured against fixed deposits of the Company with the Bank

8. Plantex E-Commerce Private Limited, subsidary of holding, company has obtained an cash credit facility of Rs. 150 million and a Working Capital Demand Loan (WCDL) facility of Rs. 150 million from Kotak Mahindra Bank limited (the "Bank"). As at March 31, 2026, the outstanding balance under the cash credit facility is Rs. 36.00

(All amounts in Rupees million, unless otherwise stated)

million (March 31, 2025: Rs. Nil), and the WCDL outstanding is Rs. 132.5 million (March 31, 2025: Rs. NIL). These facilities have been availed for working capital requirements for a tenure of 12 months from the sanction date, i.e., April 28, 2025. The facilities are primarily secured against hypothecation of current assets and moveable fixed assets, lien marking of cumulating interest fixed deposits of the Company with the Bank and corporate guarantee from the holding Company i.e. Globalbees Brands Private Limited.

9. Kitchenopedia Appliances Private Limited, subsidary of holding, company has taken short term Cash credit facility of Rs. 10 million at an interest rate of I-MCLR-6M + Spread i.e 9.55% and Working capital demand loan of Rs. 40 million at an interest rate of I-MCLR-3M + Spread i.e 9.45%. The outstanding balances as on March 31, 2026 is Rs 47.42 million. (March 31, 2025 is Rs NIL).

10. DF Pharmacy Limited, subsidary of holding, company had obtained an overdraft facility of Rs. NIL (March 31, 2025:- Rs. 67.79 million) from IndusInd Bank Limited ("Bank") for working capital requirement for the tenure of 12 months last renewed in June 17, 2024. The said facility carried an interest of 0.5% over the Fixed Deposit with monthly rest. The said facility was primarily secured against fixed deposit of the Company with the bank. The facility was fully repaid and closed during the year.

10. Frootle India Private Limited, subsidary of holding, company has availed a working capital demand loan of Rs. 150 million from ICICI bank, outstanding balance as on March 31, 2026 is Rs. Nil (March 31, 2025 - 150.00 million). The rate of interest stipulated by ICICI Bank shall be sum of I- MCLR-6M and "Spread" per annum, subject to a minimum of I- MCLR-6M, plus applicable statutory levy, if any, on the principal. As on date of availment of credit facility the I-MCLR-6M is 8.65% and spread is 1.1% p.a. The facility was fully repaid and closed during the year.

The details of quarterly returns or statements of current assets filed by the Holding Company & its subsidiaries with bank or financial institution which are not in agreement with books of accounts are as follows:

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
Kotak Mahindra bank Ltd	Mar-26	Finished Goods	2,399.46	2,383.72	15.74	In transit
Kotak Mahindra bank Ltd	Mar-26	Trade Receivable	598.41	641.72	(43.30)	Few customers were grouped under trade payables at the time of submission to bank
ICICI Bank Ltd	Mar-26	Finished Goods	1,871.22	1,860.32	10.90	In transit
ICICI Bank Ltd	Mar-26	Trade Receivable	567.01	579.62	(12.61)	Few customers were grouped under trade payables at the time of submission to bank

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
Kotak Mahindra bank Ltd	Dec-25	Finished Goods	1,879.18	1,880.77	(1.59)	In transit
Kotak Mahindra bank Ltd	Dec-25	Trade Receivable	320.01	321.02	(1.02)	Subsequent sales recorded & Few customers were grouped under trade payables at the time of submission to bank

(All amounts in Rupees million, unless otherwise stated)

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
ICICI Bank Ltd	Dec-25	Finished Goods	1,310.39	1,307.89	2.50	In transit
ICICI Bank Ltd	Dec-25	Trade Receivable	302.49	268.41	34.09	Subsequent sales recorded.

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
Kotak Mahindra bank Ltd	Sep-25	Finished Goods	1,703.70	1,694.12	9.57	In transit
Kotak Mahindra bank Ltd	Sep-25	Trade Receivable	613.50	689.17	(75.67)	Few customers were grouped under trade payables at the time of submission to bank
ICICI Bank Ltd	Sep-25	Finished Goods	1,122.46	1,112.95	9.51	In transit
ICICI Bank Ltd	Sep-25	Trade Receivable	558.61	588.59	(29.98)	Few customers were grouped under trade payables at the time of submission to bank

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
Kotak Mahindra bank Ltd	Jun-25	Stock-in-trade	1,560.11	1,570.06	(9.94)	Provision for NRV and Slow moving stock
Kotak Mahindra bank Ltd	Jun-25	Trade Receivable	236.35	348.04	(111.69)	Few customers were grouped under trade payables at the time of submission to bank
ICICI Bank Ltd	Jun-25	Stock-in-trade	1,039.07	1,043.10	(4.03)	Provision for NRV and Slow moving stock
ICICI Bank Ltd	Jun-25	Trade Receivable	214.85	301.84	(86.98)	Few customers were grouped under trade payables at the time of submission to bank

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
HDFC Bank Limited	Mar-25	Finished Goods	268.03	266.94	1.10	Material in transit
HDFC Bank Limited	Mar-25	Raw material	1,919.48	1,795.47	124.01	Goods in transit
HDFC Bank Limited	Mar-25	Trade receivables	1,295.42	1,371.33	(75.91)	Sales in transit

(All amounts in Rupees million, unless otherwise stated)

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
ICICI Bank Limited	Mar-25	Stock-in-trade	1,328.84	1,327.61	1.23	Goods in transit
ICICI Bank Limited	Mar-25	Trade Receivable	129.35	312.72	(183.37)	Same customer having credit balances have not been knocked off.

Details of quarterly returns for Borrowings secured against current assets

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
HDFC Bank Limited	Dec-24	Finished Goods	250.02	243.43	6.59	Material in transit
HDFC Bank Limited	Dec-24	Raw material	1,498.76	1,439.65	59.11	Goods in transit
HDFC Bank Limited	Dec-24	Trade receivables	635.32	635.32	-	NA
ICICI Bank Limited	Dec-24	Stock-in-trade	919.23	920.36	(1.13)	Provision for NRV and Slow moving stock
ICICI Bank Limited	Dec-24	Trade Receivable	176.75	250.57	(73.81)	Same customer having credit balances have not been knocked off.

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
HDFC Bank Limited	Sep-24	Finished Goods	234.19	234.19	-	NA
HDFC Bank Limited	Sep-24	Raw material	1,186.04	1,186.04	-	NA
HDFC Bank Limited	Sep-24	Trade receivables	673.82	657.65	16.17	Sales in transit
ICICI Bank Limited	Sep-24	Stock-in-trade	682.35	682.71	(0.36)	Provision for NRV and Slow moving stock
ICICI Bank Limited	Sep-24	Trade Receivable	626.77	660.87	(34.10)	Same customer having credit balances have not been knocked off.

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
HDFC Bank Limited	Jun-24	Finished Goods	284.15	284.15	-	NA
HDFC Bank Limited	Jun-24	Raw material	1,088.30	1,007.82	80.48	Goods in transit
HDFC Bank Limited	Jun-24	Trade receivables	467.44	467.44	0.00	Sales in transit
ICICI Bank Limited	Jun-24	Stock-in-trade	447.87	456.42	(8.55)	Provision for NRV and Slow moving stock

(All amounts in Rupees million, unless otherwise stated)

Name of bank	Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for Difference
ICICI Bank Limited	Jun-24	Trade Receivable	203.03	215.10	(12.08)	Same customer having credit balances have not been knocked off.
Axis Bank Limited	Jun-24	Stock-in-trade	147.24	147.24	-	NA
Axis Bank Limited	Jun-24	Trade Receivable	79.16	55.17	23.99	Subsequent sales recorded.

D. Borrowings by subsidiary company from its directors and their relatives

1. Plantex E-Commerce Private Limited, subsidary of holding, company has an outstanding loan of Rs. Nil (March 31, 2025 - Rs. 29.60 million) from directors. The interest shall carry interest rate of 14% per annum and are repayable on or before completion of one year from the disbursement date or such extended period as may be mutually agreed between the parties. The loan has been fully repaid and closed during the year.

E. Secured Borrowings form financial institutions

1. Kitchenopedia Appliances Private Limited, subsidary of holding, company has taken a revenue based facility from GetGrowth Capital Private Limited for short term working capital purposes and direct revenue related expenses. The outstanding balances as on March 31, 2026 is Rs NIL. (March 31, 2025 is Rs. 20.00 million).

2. The total outstanding working capital demand loan from Capsave Finance Private Limited for an amount of Rs. 237.90 million as on March 31, 2026 (March 31, 2025- Rs. 494.62 million) in which Merhaki Foods and Nutrition Private Limited has an outstanding amount of Rs. 233.00 million as on March 31, 2026 (March 31, 2025- Rs. 485.00 million) and Butternut Ventures Private Limited had an outstanding amount of Rs. 4.90 million as on March 31, 2026 (March 31, 2025 - Rs. 9.62 million). It carries interest at the rate of 13.50% per annum. The sanction amount of loan from Capsave Finance Private Limited is 510.00 million.

3. The total outstanding working capital demand loan from Blacksoil Capital Private Limited for an amount of Rs. 81.58 million as on March 31, 2026 (March 31, 2025- Rs. NIL) in which in which Merhaki Foods and Nutrition Private Limited has an outstanding amount of Rs. 81.58 million as on March 31, 2026 (March 31, 2025- Rs. NIL. The sanction amount of loan from Blacksoil Capital Private Limited is 195.00 million.

4. The total outstanding supply chain financing from Stride One Capital Private Limited for an amount of Rs. NIL as on March 31, 2026 (March 31, 2025- Rs 144.4 million) in which in which Merhaki Foods and Nutrition Private Limited has an outstanding amount of of Rs. NIL as on March 31, 2026 (March 31, 2025- Rs. 112.80 million), DF Pharmacy Limited had an outstanding amount of of Rs. NIL as on March 31, 2026 (March 31, 2025- Rs. 0.84 million),Mush Textile Private Limited had an outstanding amount of of Rs. NIL as on March 31, 2026 (March 31, 2025-Rs. 0.70 million) and Plantex E-commerce Private Limited had an outstanding amount of Rs. NIL as on March 31, 2026 (March 31, 2025- Rs 30.06 million). It carries interest at the rate of 12.50% per annum. The sanction amount of loan from Stride One Capital Private Limited is 750.00 million. The facility was fully repaid and closed during the year.

F. Credit facilities from others

1. Kitchenopedia Appliances Private Limited, subsidary of holding, company has taken a revenue based facility from Blacksoil Capital Private Limited for short term working capital purposes and direct revenue related expenses. The outstanding balances as on March 31, 2026 is Rs. 0.96 million. (March 31, 2025 is Rs. NIL).

2. The Encasa Homes Private Limited, subsidary of holding, company has converted its trade payables of Suraaj Linens Private Limited amounting to Rs. Nil (March 31, 2025: Rs. 17.00 million) into short term unsecured loan for a period of 1 year at the rate of interest of 14% p.a. This loan has been closed during the year.

(All amounts in Rupees million, unless otherwise stated)

3. Butternut Ventures Private Limited, subsidary of holding, company has converted trade payables to Pepper Health Private Limited into unsecured short term loan of Rs. 8.20 million(March 31, 2025: Rs. 8.20 million) at the rate of 12.50% per annum.

4. Mush Textile Private Limited, subsidary of holding, company has an outstanding working capital loan, of Rs. 2.84 million (March 31, 2025 - Rs. NIL) from Black Soil Capital Private Limited. The said loan carries interest at the rate of 12.5%.

5. Candes Technologies Private Limited, subsidary of holding, company has taken loan from Vedanta at 12.5% during the FY 2023-2024, The outstanding balance of the loan as on March 31, 2026 is Rs. 32.69 million (March 31, 2025 is Rs. 57.69 million).

K. A Enterprises (Hygiene) Private Limited (Subsidiary)

The Bank Overdraft limits are presently in the name of K.A. Enterprises, which has recently been acquired by K.A. Hygiene Private Limited. The quarterly returns have also been filed under the name of K.A. Enterprises. Following the acquisition, K.A. Hygiene Private Limited has assumed responsibility for the existing loan liabilities.

The Company received an updated sanction letter dated on March 20, 2026. However, the transfer of the facility balance is still pending, and accordingly, the related charges have not yet been created. Additionally, the process of updating the loan documentation and transferring all associated records into the Company's name is currently in progress.

27 OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Consideration payable to selling shareholders due to business combination	1,961.45	1,016.45
Payables for property, plant and equipment	-	36.73
Security deposits	0.02	-
Total	**1,961.47**	**1,053.18**

28 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Consideration payable to selling shareholders due to business combination	1,913.53	3,497.42
Accrued employee liabilities	292.26	254.25
Interest accrued on borrowings	52.67	22.04
Security deposits received	2.31	2.33
Payables for property, plant and equipment	205.06	270.17
Deferred consideration	-	-
Other payable	23.08	16.63
Total	**2,488.91**	**4,062.84**

29 NON-CURRENT PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Provision for compensated absences (refer note 48)	38.44	74.89
Provision for gratuity (refer note 48)	350.26	247.50
Total	**388.70**	**322.39**

(All amounts in Rupees million, unless otherwise stated)

30 CURRENT PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
Provision for compensated absences (refer note 48)	14.72	28.20
Provision for gratuity (refer note 48)	72.35	48.33
Total	**87.07**	**76.53**

31 TRADE PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises (refer note 47) (MSME)	1,307.25	1,197.24
Total outstanding dues of creditors other than micro and small enterprises	8,917.98	8,079.27
Total	**10,225.23**	**9,276.51**

Trade payable ageing schedule as at 31 March 2026

Particulars	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	7.89	656.48	591.88	14.35	28.70	7.95	1,307.25
Others	1,952.66	3,971.44	2,906.30	59.23	17.36	10.99	8,917.98
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-	-

Trade payable ageing schedule as at March 31, 2025

Particulars	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	130.90	308.03	706.82	37.17	10.65	3.67	1,197.24
Others	2,101.64	2,688.52	3,184.77	56.33	20.56	26.45	8,078.27
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-	-

32 OTHER NON-CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred government incentives*	1,130.65	566.27
Total	**1,130.65**	**566.27**

*The Group receives two kinds of subsidy, one from the Madhya Pradesh government under Madhya Pradesh Industrial Promotion Policy 2014 and second from Central Government under Technology Upgradation Fund Scheme (TUFS). The grants are related to income and is recognised in other income.

(All amounts in Rupees million, unless otherwise stated) 325

33 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues	261.87	719.67
Advance from customers	1,230.31	1,314.83
Unearned revenue	234.77	2.89
Deferred government incentives	220.67	91.57
Other payable	410.78	428.93
Total	**2,358.40**	**2,557.89**

34 REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from contracts with customer		
Sale of products		
- Sale of traded goods	71,533.91	67,257.75
- Sale of finished goods	11,571.59	7,422.96
Total (A)	**83,105.50**	**74,680.71**
Other operating revenue		
Internet display charges	885.04	1,084.46
Other Operating Revenue	1,488.90	830.97
Total (B)	**2,373.94**	**1,915.43**
Revenue from operations (A+B)	**85,479.44**	**76,596.14**

Reconciliation of the revenue from contract with customer.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contract Price	89,129.28	78,243.99
Loyalty Points	(0.18)	(2.28)
Discounts, Rebates, etc.	(3,649.66)	(1,645.57)
Revenue from operations for the year ended	**85,479.44**	**76,596.14**

Refer accounting policy 3(h) for satisfaction of performance obligation and when the revenue is recognised. The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from customers

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contract assets		
Trade Receivables	3,680.39	2,825.16
Contract liabilities		
Advance from customers	1,230.31	1,314.83

(All amounts in Rupees million, unless otherwise stated)

Movement in contract liabilities during the year:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance as at beginning of the year	1,314.83	1,249.69
Revenue recognised that was included in the contract liability balance at the beginning of the year	(1,314.83)	(1,249.69)
Advance received during the year	1,230.31	1,314.83
Balance as at end of the year	**1,230.31**	**1,314.83**

Refer note 50 for disaggregation of revenue from contracts with customers

35 OTHER INCOME

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income:		
On fixed deposits with banks measured at amortised cost	985.69	814.34
On others	145.94	106.07
Lease rentals	3.55	-
Miscellaneous income	707.91	584.36
Total	**1,843.09**	**1,504.77**

36 COST OF MATERIALS CONSUMED

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventory at the beginning of the period	1,909.23	1,530.78
Inventories acquired in the Business Combination (Refer Note 49)	62.00	-
Add: Purchases	7,755.05	7,649.89
Less: Inventory at the end of the period	(1,855.46)	(1,862.89)
Total	**7,870.82**	**7,317.78**

37 PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchases of stock-in-trade	45,239.62	45,350.07
Total	**45,239.62**	**45,350.07**

38 CHANGES IN INVENTORIES OF STOCK-IN-TRADE, FINISHED GOODS AND WORK IN PROGRESS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventories at the beginning of the period		
- Finished goods	319.11	272.55
- Work-in-progress	1.44	7.34
- Stock-in-trade	19,073.77	14,429.20

(All amounts in Rupees million, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventories acquired in the Business Combination (Refer Note 49)		
- Stock-in-trade	17.24	-
Less: Inventories at the end of the year		
- Finished goods	395.93	316.00
- Work-in-progress	9.69	1.44
- Stock-in-trade	17,591.84	19,073.77
Total	**1,414.10**	**(4,682.12)**

39 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages, bonus and other allowances	5,385.82	5,338.20
Salaries, wages, bonus and other allowances accounted as per Para B55 of Ind-AS 103*	-	92.34
Contributions to provident and other funds	208.79	207.45
Staff welfare expenses	105.27	103.93
Total	**5,699.88**	**5,741.92**

*This includes employment cost of Rs. 92.34 million for the year ended March 31, 2025 accounted for as per Paragraph B55 of Ind-AS 103 “Business Combinations” upon acquisition of 4 step-down subsidiaries.

40 EMPLOYEE SHARE BASED PAYMENT EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employee share based payment expense (refer note 51)	2,236.13	1,542.46
Total	**2,236.13**	**1,542.46**

41 FINANCE COSTS

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on borrowings measured at amortised cost	490.37	518.34
Interest expense on lease liabilities (refer note 5)	1,032.96	1,003.44
Other borrowing costs	33.62	61.48
Total	**1,556.95**	**1,583.26**

42 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment	1,280.73	1,232.16
Amortisation of right of use assets	1,915.20	1,757.78
Amortisation of other intangible assets	876.01	1,055.73
Total	**4,071.94**	**4,045.67**

(All amounts in Rupees million, unless otherwise stated)

43 OTHER EXPENSES

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Subcontractor expenses	1,230.63	1,135.28
Consumption of Stores & Spares	48.82	32.48
Packing expenses	166.77	135.79
Courier expenses	7,180.03	6,444.49
Power and fuel	568.76	510.22
Rent	553.14	727.87
Repairs and maintenance	214.81	188.23
Insurance	148.61	121.40
Rates and taxes	125.93	84.99
Travelling and conveyance	314.66	310.81
Legal and professional expenses*	356.62	274.16
Advertising and sales promotion expenses	6,925.08	6,471.00
Telephone and internet charges	404.13	440.14
Printing and stationary	28.07	25.16
Payments to auditor (Refer Note (i) below)	4.79	38.89
Corporate Social Responsibility (CSR) Expenditure (Refer Note (ii) below)	30.21	23.84
Payments gateway expenses	323.83	328.64
Royalty Expenses	10.34	6.65
Miscellaneous expenses	1,760.04	1,726.25
Total	**20,395.27**	**19,026.29**

*includes director sitting fees amounting to Rs. 6.16 million (March 31, 2025: Rs. 8.49 million) (refer note 53).

(i) Payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor		
Statutory audit	4.15	35.51
Tax audit	0.10	0.71
Other Audit Services	0.54	1.98
Reimbursement of expenses		0.69
Total	**4.79**	**38.89**

(ii) Corporate Social Responsibility (CSR) Expenditure

The details of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013 is as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(A) Gross amount required to be spent by the Company during the year	-	23.41
(B) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	Nil
(ii) For purposes other than (i) above	-	23.81
a) Paid in cash	-	23.81
b) Yet to be paid in cash	-	-
(C) Related party transactions in relation to Corporate Social Responsibility	-	-
(D) Provision movement during the year	-	-
(E) Amount earmarked for ongoing project (in separate Unspent CSR A/C)		

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance	-	0.37
Amount transferred during the period	-	-
Amount paid towards the ongoing project	-	(0.37)
Closing balance	-	-
(F) Shortfall at the end of the year	-	-
(G) Reason for shortfall	Not Applicable	Not Applicable
(H) Nature of Corporate Social Responsibility	Education, eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and social welfare	

Note 1: The Group had fully utilised the amount of Rs. 0.37 million lying in the separate Unspent CSR Account during the year ended March 31, 2025 towards the ongoing project.

44 TAX EXPENSE

A Amounts recognised are as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Amount recognised during the year		
Current tax	(358.93)	351.15
Deferred tax (income)/expense	(3.90)	(23.03)
Income tax expense/(income) for earlier years	(11.48)	-
Total	**(374.31)**	**328.12**

B Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss before tax	(1,162.18)	(1,824.42)
Tax Rate applicable to the Holding Company	27.37%	27.27%
Expected income tax expense at rates applicable to respective entities	(318.05)	(497.51)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income not liable to tax	(40.46)	3.35
Tax on income at different rates	(68.60)	-
Tax pertaining to prior years	(164.81)	2.67
Expenses not allowable in tax	33.26	42.69
DTA/(DTL) not recognised on temporary differences	261.96	153.12
Reversal of impairment loss	(151.30)	(545.34)
Deferred tax asset recognised on previous year losses and unabsorbed depreciation	-	(23.64)
Current year losses for which no deferred tax asset was recognised	778.81	1,212.10
Others (net)	43.50	(19.32)
Total	**374.31**	**328.12**

45 EARNINGS PER SHARE

Basic earnings per share

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year.

(All amounts in Rupees million, unless otherwise stated)

Diluted earnings per share

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders of the Holding Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit/(loss) and equity share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss attributable to equity shareholders (A)	(1,402.23)	(1,914.67)
Weighted average number of equity shares for calculation of Basic EPS (B)	483,937,957	465,884,309
Basic EPS (A/B)	**(2.90)**	**(4.11)**
Weighted average number of equity shares outstanding	483,937,957	465,884,309
Weighted average number of potential equity shares* (C)	49,973,546	43,537,461
Weighted average number of equity shares for calculation of Diluted EPS (D = B+C)	533,911,503	509,421,770
Diluted EPS (A/D)	**(2.90)**	**(4.11)**

*Potential equity shares have not been considered in the calculation of diluted loss per share for the year ended March 31, 2026 and March 31, 2025, since these would decrease the loss per share, hence considered "anti-dilutive".

46 CONTINGENT LIABILITIES AND COMMITMENTS

A Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax matters (see note (i) below)	251.54	330.95
Indirect Tax matters (See Note (ii) & (iii) below)	204.11	56.96
Legal and other matters	5.72	5.91
Total	**461.37**	**393.82**

Notes

i. a) For the assessment year 2016-17, the Assessing Officer has made the addition of Rs. 42.71 million and had reduced the brought forward losses, however, even after such addition there is no tax liability. The Holding Company has filed appeals against such additions made to Commissioner of Income Tax (Appeals), which is pending for disposal.

b) For the assessment year 2017-18, the Assessing Officer has made the addition of Rs. 82.01 million and had reduced the brought forward losses, however, even after such addition there is no tax liability. The Holding Company has filed appeals against such additions made to Commissioner of Income Tax (Appeals), which is pending for disposal

c) For the assessment year 2017-18, the Holding Company has received a penalty notice under Section 274 w.r.s 271(1)(c). The Holding Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before CIT(A).

d) For the assessment year 2017-18, the Holding Company has received a penalty notice under Section 274 w.r.s 270A. The Holding Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before CIT(A).

e) For the assessment year 2022-23, the Assessing Officer has made the addition of Rs. 935.80 million and had reduced the brought forward losses and unabsorbed depreciation, after such addition there is an tax liability amounting to 3.84 million. The Holding Company has filed appeals against such additions to Hon'ble Income Tax Appellate Tribunal (ITAT), Pune, which is pending disposal.

f) For the assessment year 2022-23, the Holding Company has received a penalty notice under Section 274 r.w.s 270A(9) and 271AAD(1)(i). The Holding Company has submitted application to the Department to keep the penalty in abeyance until conclusion of appeal filed before ITAT.

g) For the Assessment Year 2022-23, Solarista Renewables Private Limited, step-down subsidiary of the holding company has received an assessment order dated March 29, 2025 under which the assessed income has been determined at Rs. 346.80 million, primarily on account of additions under section 56(2)(viib), disallowance of depreciation on intangible assets, business promotion expenses and certain other business expenses. The total tax demand, including interest, amounts to Rs. 107.96 million. The step-down subsidiary company has filed an appeal before the Commissioner of Income Tax (Appeals) on June 06, 2025 and has also submitted a stay application against the demand. Further, penalty proceedings under section 270A have been initiated. Based on legal advice and the merits of the case, the management believes that it has a strong case and accordingly does not expect any material financial liability in respect of the said matter.

ii a) The Holding Company has received a Order from Custom Commissionerate, Mumbai on April 30, 2025 for an amount of 0.04 million towards duty and 0.04 million towards penalty(exclusive of interest) for re-classification of breast pump under a different HSN code. The Company has filed appeal against said order on June 24, 2025 taking a position of no further tax payable by the Company, however, the hearing Date: May 26, 2026 is awaited from the customs.

b) The office of the Commissioner of Customs (Adjudication) has demanded a differential duty along with redemption fine and penalty on the Holding Company amounting to 65.66 million (exclusive of applicable interest under Section 28AA of the Customs Act, 1962), which has been confirmed primarily on interpretational grounds relating to procedural aspects of documentation relating to country of origin of the imported goods, under Asia-Pacific Trade Agreement (APTA) framework. The order issued by the Office of Commissioner of Customs (Adjudication) comprises of:

1. Demand of the differential duty amounting to 21.33 million under Section 28(8) of the Customs Act, 1962.
2. Redemption of impugned goods on payment of Redemption Fine of 11.50 million under Section 125(1) of the Customs Act, 1962.
3. Imposition of penalty of Rs. 21.33 million under Section 114A of the Customs Act, 1962.
4. Imposition of penalty of Rs. 11.50 million under Section 114AA of the Customs Act, 1962.

The Company believes that it has a strong case on merit and is actively seeking appropriate legal advice in order to safeguard its interests in the aforesaid matter. The Company will be filing an appeal to the appellate forum in due course.

c) For FY 2021-22, The Holding Company has received demand from Maharashtra State GST Authority for In-eligible ITC claimed from RC for cancelled suppliers in ISD registration of 0.44 million, Interest of 0.37 million and Penalty of 0.04 million. The Company has filed an appeal.

d) For FY 2021-22, Digital Age Retail Private Limited, subsidiary of holding company, has received demand from Madhya Pradesh GST authorities of Rs. 1.43 million upon completion of GST assessment u/s 73.

e) Swara Baby Products Limited, subsidiary of holding company, a demand notice from Commissioner of Customs, Indore on July 26, 2023 for an amount of Rs. 10.62 million (equivalent amount of penalty plus interest) for recovery Of custom duty. Against this tax demand, the subsidiary Company has filed an appeal in Appellate Tribunal. Subsequent to the reporting date, on April 02, 2026, the subsidiary of holding company has received a favourable order from the appropriate authority, whereby the aforesaid demand has been set aside.

(All amounts in Rupees million, unless otherwise stated)

B Commitments

The estimated amount of contracts remaining to be executed on capital account and other long-term commitments and not provided for:

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Commitments	1,185.89	158.15
Other Commitments*	4,472.66	3,698.79
Total	**5,658.55**	**3,856.94**

*The Group has imported certain machinery under the Export Promotion Capital Goods (EPCG) Scheme and accordingly has an export obligation of Rs. 4,472.66 million (March 31, 2025: Rs. 3,698.79 million). In this respect the Group has given Bond of 363.72 million (March 31, 2025: Rs. 351.37 million) to the Commissioner of Customs.

47 DUES TO MICRO AND SMALL ENTERPRISES

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
a) Principal amount payable to suppliers as at year end	1,307.25	1,197.24
b) Interest due thereon as at year end *	0.04	0.20
c) Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which interest relates	-	-
d) Amount of delayed payments actually made to suppliers during the year	2,089.53	2,980.02
e) Amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding interest specified under the MSMED Act *	15.62	35.77
f) Interest accrued and remaining unpaid at the end of the year*	15.66	35.77
g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006 *	74.94	58.34

*Above interest amounts have not been provided in the books

The Group has compiled this information based on intimations received from the suppliers of their status as Micro or Small Enterprises and/or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

48 ASSETS AND LIABILITIES RELATING TO EMPLOYEE BENEFITS

Particulars	As at March 31, 2026	As at March 31, 2025
Gratuity	**422.61**	**295.83**
Non-current	350.26	247.50
Current	72.35	48.33

For details about the related employee benefit expenses, see note 39.

a) Defined contribution plans

The Group has a defined contribution plan in form of provident fund. Contributions are made to the fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is Rs. 208.79 million (March 31, 2025: Rs. 207.45 million).

(All amounts in Rupees million, unless otherwise stated)

b) Defined benefit plans

The Group operates the following post-employment defined benefit plans.

The Group has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. Plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

These defined benefit plans expose the Group to actuarial risks, such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk - The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk - A decrease in the bond interest rate will increase the plan liability;

Longevity risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

A. Funding

Group's defined benefit plan is unfunded.

B. Reconciliation of the net defined benefit liability

a) Reconciliation of present value of defined benefit obligation

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	297.06	219.61
Benefits paid	(25.67)	(7.11)
Current service cost	119.92	67.19
Interest cost	17.10	14.15
Transfer in	1.46	(0.18)
Past service cost	53.52	-
Actuarial (gains) losses recognised in other comprehensive income		
- changes in demographic assumptions	-	-
- changes in financial assumptions	(2.49)	8.67
- experience adjustments	(32.13)	(5.27)
Balance at the end of the year	**428.78**	**297.06**

b) Amounts to be recognised in Consolidated Balance Sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of obligation at the end of year	428.78	297.06
Fair value of the plan assets at the end of year	(6.17)	(1.23)
Net liability	(422.61)	(295.83)
Current liability	(67.61)	(48.33)
Non-current liability	(355.00)	(247.50)
Net liability recognised in Consolidated Balance Sheet	**(422.61)**	**(295.83)**

(All amounts in Rupees million, unless otherwise stated)

c) Expenses to be recognised in the Consolidated Statement of Profit and Loss

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Service cost	119.92	67.19
Net interest (income)/expense	17.10	14.15
Transfer in	1.46	(0.18)
Past service cost	53.52	-
Expense to be recognised in Consolidated Statement of Profit and Loss	**192.01**	**81.16**

d) Actuarial gains/(losses) recognised in Other Comprehensive Income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Remeasurement for the year - obligation (Gain)/Loss	(34.61)	3.71
Remeasurement for the year - plan asset (Gain)/Loss	(0.08)	-
Total Remeasurements Cost/(Credit) for the year recognised in OCI	(34.69)	3.71

e) Changes in the Fair Value of Plan Assets

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Fair Value of Plan Assets as at the beginning	1.23	1.14
Investment Income	0.08	0.08
Employer's Contribution	-	-
Return on plan asset, excluding amount recognised in net interest expense	0.01	0.01
Fair Value of Plan Assets as at the end	**1.32**	**1.23**

C. Defined benefit obligation

i. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	As at March 31, 2026	As at March 31, 2025
Plan A		
Discount rate	6.50% - 6.70%	6.50% - 6.70%
Future salary growth	8.00% - 15.00%	8.00% - 15.00%
Attrition rate	12.00% - 25.00%	12.00% - 25.00%

Mortality rates have been considered in accordance with the Indian Assured Lives Mortality (2012-14) ultimate (IALM ult).

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	March 31, 2026		March 31, 2025	
	Increase	Decrease	Increase	Decrease
Plan A				
Discount rate (1% movement)	331.68	259.55	262.88	284.89
Future salary growth (1% movement)	354.47	245.40	281.07	266.12
Attrition rate (1% movement)	342.43	249.45	271.74	275.16

(All amounts in Rupees million, unless otherwise stated)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The weighted average duration of the defined benefit obligation ranged between 4.00 - 10.01 years (March 31, 2025: 3.80 - 11.39 years).The expected maturity analysis of gratuity is as follows:

Maturity profile of defined benefit obligations

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	67.87	48.35
Between 1-5 years	272.61	192.31
Over 5 years	346.02	298.84

c) Compensated absences

The Group has recognised expense towards compensated absences amounting to Rs. 49.93 million (March 31, 2025: Rs. 15.54 million).

49 BUSINESS COMBINATION

Acquisition of business of K.A Enterprises (Hygiene) Private Limited by Swara Baby Products Limited

Acquisition of business of K.A Enterprises (Hygiene) Private Limited Pursuant to a share purchase agreement, Swara Baby Products Limited acquired 100% stake in K.A Enterprises (Hygiene) Private Limited on December 25, 2025 for a consideration of Rs. 577.44 million. The acquisition of the said businesses is accounted for using the acquisition method of accounting under Ind AS 103. The Company is in the process of performing the complete exercise of purchase price allocation of assets and liabilities assumed as at the reporting date. The Company based on option available under Ind AS 103, has accounted the purchase price allocation on provisional basis.

Details of the purchase consideration, net assets acquired and goodwill recognised

A. Consideration transferred

The following table summarises the acquisition date fair value of each major class of consideration transferred:

Particulars	Amount
Date of Acquisition	December 25, 2025
Issue of 1,92,47,860 equity shares of face value of Rs. 2 each	577.44
Cash Consideration Transferred	NIL
Total consideration transferred	**577.44**

B. Acquisition-related costs

Acquisition related cost incurred by Swara Baby Products Limited have been charged to Consolidated profit and loss account and considered in legal and professional expenses.

C. Identified assets acquired and liabilities assumed and Goodwill

The fair values of the identifiable assets and liabilities of K.A Enterprises (Hygiene) Private Limited as at the date of acquisition were:

Particulars	Fair value recognised on acquisition
ASSETS	
Non-current assets	
Property, plant and equipment	455.92
Right-of-use assets	7.97
Intangible assets	244.20
Other non-current financial assets	32.80
Other non-current assets	5.35
Deferred tax assets (net)	2.69

(All amounts in Rupees million, unless otherwise stated)

Particulars	Fair value recognised on acquisition
Non-current tax assets	0.08
Current assets	
Inventories	132.19
Trade receivables	221.42
Cash and cash equivalents	1.23
Other current financial assets	14.04
Other current assets	8.58
Total Assets	**1,126.47**
LIABILITIES	
Borrowings	152.62
Lease liabilities	8.11
Provisions	2.54
Other non-current liabilities	4.02
Trade payables	327.03
Other current financial liabilities	232.01
Other current liabilities	98.46
Total Liabilities	**824.79**
Total identifiable net assets at fair value	**301.68**
Equity share issued	38.50
Securities premium	538.94
GOODWILL ARISING ON ACQUISITION (REFER NOTE 6)	**275.76**

Impact of the acquisition on profit or loss

From the acquisition date, the K.A Enterprises (Hygiene) Private Limited has contributed Rs. 348.43 million of revenue and a loss of Rs. 7.91 million to the Group's profit for the respective period. If the combination had taken place at the beginning of the year ended March 31, 2026, revenue from operations would have been higher by Rs. 616.94 million and profit before tax for the Group would have been higher by Rs. 26.36 million.

50 OPERATING SEGMENT

The Board of Directors is the Chief Operating Decision Maker (CODM) and monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

For management purposes, the Group is organised into business units based on its products and services and has following reportable segments, as follows:

i) **India multi-channel** - This segment includes business of manufacturing, buying, selling, advertising, promoting baby and kids products in India.

ii) **International segment** - This includes business of buying, selling, advertising, promoting baby and kids products outside India, which primarily includes United Arab Emirates and Kingdom of Saudi Arabia.

iii) **Globalbees segment** - This is a direct-to-consumer (D2C) venture that aggregates and invests in e-commerce brands and helps the brands scale and transform their digital impression.

iv) **Others** - This includes other businesses which are not material to the Group.

(All amounts in Rupees million, unless otherwise stated)

(i) year ended March 31, 2026

Particulars	India multi-channel	International	Globalbees	Others	Inter Company Adjustments	Total
Revenue from Operations	57,533.35	9,474.18	18,943.48	471.99	(943.56)	85,479.44
Segment Results before depreciation and amortisation expense	5,050.53	(907.29)	558.65	125.40	32.46	4,859.75
Segment Results	2,279.31	(1,166.60)	(318.12)	116.53	(123.31)	787.81
Add/(Less):						
Finance cost (refer note 41)						(1,556.95)
Employee share based payment expense (refer note 40)						(2,236.13)
Other income (refer note 35)						1,843.09
Salaries, wages, bonus and other allowances accounted as per Para B55 of Ind-AS 103(refer note 39)						-
Loss before tax and before exceptional items and income tax						**(1,162.18)**
Segment Assets	83,509.33	3,862.33	23,954.19	60.22	(21,101.10)	90,284.97
Segment Liabilities	24,111.93	2,607.85	15,155.04	126.23	(5,270.69)	36,730.36
Capital Expenditure	1,600.11	182.63	105.37	2.87	-	1,890.98

(ii) year ended March 31, 2025

Particulars	India multi-channel	International	Globalbees	Others	Inter Company Adjustments	Total
Revenue from Operations	52,784.90	8,585.52	15,777.02	425.03	(976.33)	76,596.14
Segment Results before depreciation and amortisation expense	4,996.74	(1,400.78)	220.56	103.86	14.16	3,934.54
Segment Results	2,332.91	(1,583.34)	(791.30)	94.26	(163.66)	(111.13)
Add/(Less):						
Finance cost (refer note 41)						(1,583.26)
Employee share based payment expense (refer note 40)						(1,542.46)
Other income (refer note 35)						1,504.77
Salaries, wages, bonus and other allowances accounted as per Para B55 of Ind-AS 103(refer note 39)						(92.34)
Loss before tax and before exceptional items and income tax						**(1,824.42)**
Segment Assets	78,947.34	3,498.14	24,339.87	31.97	(18,238.69)	88,578.63
Segment Liabilities	23,135.39	2,021.20	14,228.54	89.17	(3,697.75)	35,776.55
Capital Expenditure	1,930.49	5.68	118.18	0.06	-	2,054.41

(All amounts in Rupees million, unless otherwise stated)

(iii) Information concerning principal geographic areas is as follows:

Particulars	March 31, 2026			March 31, 2025		
	Within India	Outside India	Total	Within India	Outside India	Total
Net sales to external customer by geographic area by location of customer	76,010.66	9,468.78	85,479.44	67,983.41	8,612.73	76,596.14
Non Current assets by geographical area*	41,925.38	828.36	42,753.74	41,118.36	264.65	41,383.01

*Non Current assets do not include deferred tax assets

(iv) Major Customers:

The Group has no external customer which accounts for more than 10% of the Group's total revenue for the year ended March 31, 2026 and March 31, 2025.

51 SHARE BASED PAYMENTS

See material accounting policy information in Note 3(f)(ii).

A. Description of share-based payment arrangements

The Group has the following share-based payment arrangements:

Share option plans (equity-settled)

On March 31, 2011 the Holding Company established share option plans ("Brainbees Employee Stock Option Plan 2011") that entitle the employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at 10% of the market price of the shares determined at the immediately preceding round of equity raised by the Holding Company. All the options have a vesting condition of 25% every year over a period of 4 years and have an exercise life of 10 years.

On April 01, 2019 the Holding Company established another share option plan (2019 Plan) that entitle the employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The options have a vesting condition of 25% every year over a period of 4 years.

On January 21, 2022 the Company established share option plan (BB ESOP 2022) that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The vesting of these options is linked to certain market based conditions.

On February 14, 2022 the Company established share option plans that entitle the employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 2 per share price. The vesting of these options is linked to certain market based conditions.

On December 16, 2023, the Holding Company established share option plans (BB ESOP 2023) that entitle the employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 243.72 per share price. All the options have a vesting condition over a period of 4 years

On December 16, 2023, the Holding Company established share option plans (BB ESOP 2023) that entitle the employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at Rs. 243.72 per share price. The vesting of these options is linked to certain market based conditions.

(All amounts in Rupees million, unless otherwise stated)

Globalbees Brands Private Limited:

On October 15, 2021, Globalbees Brands Private Limited, the subsidiary of the Holding Company, established Globalbees Employee Stock Option Plan 2021 ("Globalbees ESOP") that entitles the employees to purchase shares in the said subsidiary. Under this plan, holders of vested options are entitled to purchase shares at Rs. 5 per share price. The options have a vesting condition of 25% every year over a period of 4 years

Swara Baby Products Limited

On February 13, 2026, Swara Baby Products Limited, the subsidiary of the Holding company, established share option plan that entitle the employees of the Group as defined under Employee Stock Option Scheme, 2026 which is administered by Board to purchase shares in the Company. The ESOPs provide a right to its holders i.e., employees to purchase one (Swara baby Products Limited) share for each option at a pre-determined strike price on the expiry of the vesting period. The vesting of options is subject to the employee's continued employment with the subsidiary company. The ESOPs shall vest in a graded manner over a period of 4 Years.

Frootle India Private Limited

On March 01 2025, Frootle India Private Limited, the step down subsidiary of the Holding company, established and approved the "Employee Stock Option Plan 2025" at the Extraordinary General Meeting ("EGM") that entitles the employees to purchase shares in the said step-down subsidiary

The number of instruments related to all the grants are as follows:

Grant	Number of instruments
Grant 1 (Brainbees Employee Stock Option Plan 2011)	-
Grant 2 (Brainbees Employee Stock Option Plan 2011)	-
Grant 3 (Brainbees Employee Stock Option Plan 2011)	-
Grant 4 (Brainbees Employee Stock Option Plan 2011)	-
Grant 5 (Brainbees Employee Stock Option Plan 2011)	-
Grant 6 (Brainbees Employee Stock Option Plan 2011)	1,155
Grant 7 (Brainbees Employee Stock Option Plan 2011)	1,060
Grant 8 (Brainbees Employee Stock Option Plan 2011)	9,500
Grant 9 (Brainbees Employee Stock Option Plan 2011)	-
Grant 10 (Brainbees Employee Stock Option Plan 2011)	90,804
Grant 11 (2019 Plan)	-
Grant 12 (Brainbees Employee Stock Option Plan 2011)	22,858
Grant 13 (BB ESOP 2022)	17,089,430
Grant 14 (BB ESOP 2022)	68,143
Grant 15 (BB ESOP 2022)	1,006,664
Grant 16 (Globalbees ESOP)*	6,269,821
Grant 17 (BB ESOP 2022)	17,823

(All amounts in Rupees million, unless otherwise stated)

Grant	Number of instruments
Grant 18 (BB ESOP 2022)	17,097
Grant 19 (BB ESOP 2022)	129,896
Grant 20 (BB ESOP 2022)	4,063
Grant 21 (BB ESOP 2022)	98,270
Grant 22 (BB ESOP 2023)	8,460,090
Grant 23 (BB ESOP 2023)	9,833,803
Grant 24 (BB ESOP 2023)	71,744
Grant 25 (Frootle ESOP 2025)	3,876,000
Grant 26 (BB ESOP 2023)	8,000
Grant 27 (Brainbees Employee Stock Option Plan 2011)	16,326
Grant 28 (Globalbees ESOP)*	-
Grant 29 (Swara ESOP)	3,020,460
Grant 30 (Brainbees Employee Stock Option Plan 2011)	8,125
Grant 31 (BB ESOP 2023)	310,851
Total share options	**50,431,983**

*in above case, employee has been granted 10,000 options for exercising one share as per the plan.

B. Measurement of fair values

Equity-settled share-based payment arrangements

Weighted average exercise price for:

Particulars	March 31, 2026	March 31, 2026 (Grant 16)	March 31, 2025	March 31, 2025 (Grant 16)
Outstanding as at the beginning of the year	116.80	0.00	2.73	0.00
Granted during the year	10.20	-	243.72	0.00
Forfeited during the year	219.89	0.00	128.99	0.00
Cancelled during the year	-	0.00	-	-
Exercised during the year	7.60	-	5.10	-
Outstanding at the end of the year	104.23	0.00	116.80	0.00
Exercisable at end of the year	33.53	0.00	2.38	0.00

(All amounts in Rupees million, unless otherwise stated)

The fair value of employee share options has been measured using Black-Scholes option pricing model.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

March 31, 2026

Grants	Fair value at grant date	Share price at grant date	Exercise price	Expected volatility (weighted average volatility)	Expected life (expected weighted average Life)	Expected dividends	Risk-free interest rate*	O/s as at April 01, 2025	Granted during the year	Forfeited during the year	Cancelled during the year	Exercised during the year	O/s as at March 31, 2026	Exercisable as at March 31, 2026
Grant 1	9.29	9.29	2.32	251%	7.50	-	8.30%	-	-	-	-	-	-	-
Grant 2	25.08	25.08	6.27	251%	8.05	-	8.81%	-	-	-	-	-	-	-
Grant 3	33.47	33.47	8.36	251%	8.07	-	8.81%	-	-	-	-	-	-	-
Grant 4	74.37	74.40	7.44	251%	6.25	-	8.81%	14,895	-	(2,313)	-	(12,582)	-	-
Grant 5	74.37	74.40	7.44	251%	6.25	-	8.81%	2,825	-	-	-	(2,825)	-	-
Grant 6	92.40	93.75	9.37	251%	7.53	-	8.81%	2,310	-	-	-	(1,155)	1,155	1,155
Grant 7	94.00	94.00	9.40	251%	6.53	-	8.81%	1,060	-	-	-	-	1,060	1,060
Grant 8	94.00	94.00	9.40	251%	6.53	-	8.81%	66,597	-	-	-	(57,097)	9,500	9,500
Grant 9	157.19	161.06	15.44	112%	7.25	-	6.60%	9,000	-	-	-	(9,000)	-	-
Grant 10	157.19	161.06	15.44	112%	7.25	-	6.60%	264,578	-	-	-	(173,774)	90,804	90,804
Grant 11	157.19	161.06	2.00	112%	7.25	-	6.60%	-	-	-	-	-	-	-
Grant 12	257.48	280.87	28.09	72%	3.00	-	4.99%	68,345	-	-		(45,487)	22,858	22,858
Grant 13	279.71 - 258.78	281.58	2.00	68%	1.50	-	4.44%	18,153,410	-	-		(1,063,980)	17,089,430	12,551,078
Grant 14	279.90	281.58	2.00	72%	3.00	-	5.71%	484,584	-	(6,875)		(409,566)	68,143	68,143
Grant 15	279.90	281.58	2.00	72%	3.00	-	5.71%	2,037,046	-	(51,919)		(978,463)	1,006,664	1,005,418
Grant 16	0.16	0.00	0.00	39.20% to 44.98%	1.99 to 4 years	-	5.61 to 5.92	12,461,775		(5,284,010)	(907,944)	-	6,269,821	387,475
Grant 17	441.07	442.81	2.00	57%	2.25	-	6.20%	146,305	-	(2,439)	-	(126,043)	17,823	11,155
Grant 18	441.20	442.81	2.00	58%	3.00	-	7.06%	28,409	-	(3,063)	-	(8,249)	17,097	8,188
Grant 19	485.91 - 485.92	487.53	2.00	51.64% - 52.19%	3.00	-	6.99% - 7.16%	239,061	-	(49,849)	-	(59,316)	129,896	84,077
Grant 20	485.91	487.53	2.00	50%	3.00	-	7.05%	6,531	-	(438)	-	(2,030)	4,063	-
Grant 21	485.92	487.53	2.00	49%	3.00	-	7.16%	140,684	-	(6,664)	-	(35,750)	98,270	17,706
Grant 22	333.16	519.10	243.72	46%	3.00	-	6.76%	9,539,270		(1,026,044)	-	(53,136)	8,460,090	2,208,481
Grant 23	"7.73 - 328.60"	"371.65 - 649"	243.72	10.73% - 12.58%	4 yrs - 8 yrs	NA	6.500% - 6.729%	9,933,803		(100,000)	-	-	9,833,803	-
Grant 24	206.46	372.25	243.72	53%	3.00	-	6.48%	74,994		(3,250)	-	-	71,744	17,936
Grant 25	172.49	0.00	0.00	31.75% to 36.10%	2.4 to 4 years	-	6.49 to 6.53		3,876,000	-	-	-	3,876,000	969,000
Grant 26	219.78	390.80	243.72	52%	3.00	-	5.88%	-	8,000	-	-	-	8,000	-
Grant 27	204.99	374.90	243.72	51%	3.00	-	6.00%	-	16,326	-	-	-	16,326	-
Grant 28	0.25	0.00	5.00	39.20% to 44.98%	1.99 to 4 years	-	5.61 to 5.92		2,680,422				-	-
Grant 29	20.64 - 20.97	20.64 - 20.97	2.00	30.72% - 32.13%	1.25 – 4.25	-	5.65% – 6.31%	-	3,020,460	-	-	-	3,020,460	-
Grant 30	222.13	223.78	2.00	52%	3.00	-	6.38%	-	8,125	-	-	-	8,125	-
Grant 31	101.78	223.78	243.72	52%	4.00	-	6.66%	-	310,851	-	-	-	310,851	-

(All amounts in Rupees million, unless otherwise stated)

March 31, 2025

Grants	Grant Date	Fair value at grant date	Share price at grant date	Exercise price	Expected volatility (weighted average volatility)	Expected life (expected weighted average Life)	Expected dividends	Risk-free interest rate*	O/s as at April 1, 2024	Granted during the year	Forfeited during the year	Cancelled during the year	Exercised during the year	O/s at at March 31, 2025
Grant 1		9.29	9.29	232%	2.51	7.50	0.00%	0	-	-	-	-	-	-
Grant 2		25.08	25.08	627%	2.51	8.05	0.00%	0	-	-	-	-	-	-
Grant 3		33.47	33.47	836%	2.51	8.07	0.00%	0	85,152	-	-	-	(85,152)	-
Grant 4		74.37	74.40	744%	2.51	6.25	0.00%	0	149,073	-	(19,000)	-	(115,178)	14,895
Grant 5		74.37	74.40	744%	2.51	6.25	0.00%	0	2,825	-	-	-	-	2,825
Grant 6		92.40	93.75	937%	2.51	7.53	0.00%	0	3,465	-	-	-	(1,155)	2,310
Grant 7		94.00	94.00	940%	2.51	6.53	0.00%	0	65,800	-	-	-	(64,740)	1,060
Grant 8		94.00	94.00	940%	2.51	6.53	0.00%	0	167,571	-	-	-	(100,974)	66,597
Grant 9		157.19	161.06	1544%	1.12	7.25	0.00%	0	95,699	-	-	-	(86,699)	9,000
Grant 10		157.19	161.06	1544%	1.12	7.25	0.00%	0	855,964	-	-	-	(591,386)	264,578
Grant 11		157.19	161.06	200%	1.12	7.25	0.00%	0	-	-	-	-	-	-
Grant 12		257.48	280.87	2809%	0.72	3.00	0.00%	0	112,904	-	-	-	(44,559)	68,345
Grant 13		279.71 - 258.78	281.58	200%	0.68	1.50	0.00%	0	18,153,410	-	-	-	-	18,153,410
Grant 14		279.90	281.58	200%	0.72	3.00	0.00%	0	1,560,370	-	(11,157)	-	(1,064,629)	484,584
Grant 15		279.90	281.58	200%	0.72	3.00	0.00%	0	3,620,250	-	(45,501)	-	(1,537,703)	2,037,046
Grant 16		0.16	0.00	500%	39.20% to 44.98%	1.99 to 4 years	0.00%	5.61 to 5.92	27,553,675	870,300	(15,962,200)	-	-	12,461,775
Grant 17		441.07	442.81	200%	0.57	2.25	0.00%	0	463,959	-	(1,250)	-	(316,404)	146,305
Grant 18		441.20	442.81	200%	0.58	3.00	0.00%	0	50,750	-	(9,219)	-	(13,122)	28,409
Grant 19		485.91 - 485.92	487.53	200%	51.64% - 52.19%	3.00	0.00%	6.99% - 7.16%	286,042	-	(10,687)	-	(36,294)	239,061
Grant 20		485.91	487.53	200%	0.50	3.00	0.00%	0	12,875	-	(4,312)	-	(2,032)	6,531
Grant 21		485.92	487.53	200%	0.49	3.00	0.00%	0	182,695	-	(10,005)	-	(32,006)	140,684
Grant 22		333.16	519.10	24372%	0.46	3.00	0.00%	0	-	9,661,372	(122,102)	-	-	9,539,270
Grant 23		7.73 - 328.60	371.65 - 649	24372%	10.73% - 12.58%	4 yrs - 8 yrs	NA	6.500% - 6.729%	-	9,933,803	-	-	-	9,933,803
Grant 24		206.46	372.25	24372%	0.53	3.00	0.00%	0	-	74,994	-	-	-	74,994

(All amounts in Rupees million, unless otherwise stated)

52 FAIR VALUE MEASUREMENTS

A Accounting classifications and fair values

Fair value of cash and short-term deposits, trade and other short term receivables, trade payables and other current financial liabilities approximates their carrying amounts largely due to short term maturities of these instruments. The carrying amount of borrowings is a reasonable approximation of its fair value or amortised cost.

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

As at March 31, 2026

Particulars	Carrying amount	Amortised Cost	Fair value		
			Level 1	Level 2	Level 3
Financial assets					
Security deposits	625.02	625.02	-	-	-
Bank deposits	3,337.53	3,337.53	-	-	-
Investments	50.08	50.03	0.05	-	-
Trade receivables	3,680.39	3,680.39	-	-	-
Cash and cash equivalents	2,462.83	2,462.83	-	-	-
Other bank balances	11,562.71	11,562.71	-	-	-
Loans	0.63	0.63	-	-	-
Other financial assets	1,226.78	1,226.78	-	-	-
Total financial assets	**22,945.97**	**22,945.92**	**0.05**	**-**	**-**
Financial liabilities					
Borrowings	5,947.18	5,947.18	-	-	-
Lease liability	9,991.86	9,991.86			
Trade payables	10,225.23	10,225.23	-	-	-
Other non-current financial liabilities	1,961.47	1,961.47	-	-	-
Other current financial liabilities	2,488.91	2,488.91	-	-	-
Total financial liabilities	**30,614.65**	**30,614.65**	**-**	**-**	**-**

As at March 31, 2025

Particulars	Carrying amount	Amortised Cost	Fair value		
			Level 1	Level 2	Level 3
Financial assets					
Security deposits	573.06	573.06	-	-	-
Bank deposits	785.73	785.73	-	-	-
Investments	50.13	50.08	0.05	-	-
Trade receivables	2,825.16	2,825.16	-	-	-
Cash and cash equivalents	2,711.72	2,711.72	-	-	-
Other bank balances	14,344.01	14,344.01	-	-	-
Loans	0.21	0.21	-	-	-
Other financial assets	800.60	800.60	-	-	-
Total financial assets	**22,090.62**	**22,090.57**	**0.05**	**-**	**-**

(All amounts in Rupees million, unless otherwise stated)

Particulars	Carrying amount	Amortised Cost	Fair value		
			Level 1	Level 2	Level 3
Financial liabilities					
Borrowings	5,532.69	5,532.69	-	-	-
Lease liability	10,166.60	10,166.60			
Trade payables	9,276.51	9,276.51	-	-	-
Other non-current financial liabilities	1,053.18	1,053.18	-	-	-
Other current financial liabilities	4,062.84	4,062.84	-	-	-
Total financial liabilities	**30,091.82**	**30,091.82**	**-**	**-**	**-**

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

There are no transfers in either direction during the years ended March 31, 2026 and March 31, 2025

53 RELATED PARTY TRANSACTIONS

A) Name of the related parties and nature of relationship

(i) where control exists:

Wholly owned subsidiaries

1. Intellibees Solutions Private Limited
2. Firstcry Management DWC - LLC
3. Shenzhen Starbees Services Ltd
4. Joybees Private Limited
5. Digital Age Retail Private Limited

Other Subsidiaries

1. Swara Baby Products Limited
2. Firmroots Private Limited
3. Solis Hygiene Private Limited (upto 26th December 2025)
4. Globalbees Brands Private Limited

Step down subsidiaries

1. Firstcry Retail DWC - LLC
2. Firstcry Trading Company
3. Firstcry General Trading LLC
4. Merhaki Foods and Nutrition Private Limited
5. Maxinique Solutions Private Limited
6. Better and Brighter Homecare Private Limited
7. Eyezen Technologies Private Limited
8. Cloud Lifestyle Private Limited
9. HealthyHey Foods LLP

10. Butternut Ventures Private Limited
11. Dynamic IT Solution Private Limited
12. Kubermart Private Limited
13. Mush Textiles Private Limited
14. Globalbees Brands DWC LLC
15. HS Fitness Private Limited
16. DF Pharmacy Limited
17. Candes Technology Private Limited
18. Solarista Renewables Private Limited
19. Encasa Homes Private Limited
20. Frootle India Private Limited
21. Prayosha Expo Private Limited
22. Wellspire India Private Limited
23. Plantex E-Commerce Private Limited
24. JW Brands Private Limited
25. Kitchenopedia Appliances Private Limited
26. Swara Hygiene Private Limited
27. Solis Hygiene Private Limited (w.e.f December 26, 2025)
28. Swara Corp (w.e.f December 08, 2025)
29. KA Enterprises (Hygiene) Private Limited (w.e.f. December 25, 2025)

Other Entities where control exists

1. Edubees Educational Trust
2. Brainbees ESOP Trust

B) Other Related Parties:

i. Entities having significant influence

1. SVF Frog (Cayman) Limited
2. Mahindra & Mahindra Limited

ii. Key management personnel

1. Mr. Supam Maheshwari - Managing Director & Chief Executive Officer.
2. Ms. Bala C Deshpande - Non executive & Independent Director
3. Mr. Gopalakrishnan Jagadeeswaran - Non executive & Independent Director
4. Mr. Neeraj Sagar - Non executive & Independent Director
5 Mr. Sanket Hattimattur - Executive Director & Chief of Staff (resigned from the position of Chief of Staff w.e.f March 31, 2025 and is associated with the Company in the capacity of Non-Executive Director w.e.f April 01, 2025)
6 Ms. Sujata Vilas Bogawat - Non executive & Independent Director
7 Mr. Puneet Renjhen - Non-executive Director (till February 13, 2026)

(All amounts in Rupees million, unless otherwise stated)

8 Mr. Gautam Sharma - Chief Financial Officer

9 Ms. Neha Surana - Company Secretary & Compliance Officer (till December 26, 2025)

10 Ms. Neelam Jethani - Company Secretary & Compliance Officer (till March 15, 2025)

11 Mr. Mandar Joshi - Company Secretary and Compliance Officer (w.e.f December 27, 2025)

I Related Party transaction

Particulars	March 31, 2026	March 31, 2025
Short-term employee benefits and share-based payment		
Mr. Supam Maheshwari	-	587.18
Mr. Sanket Hatimattur (w.e.f May 05, 2022 till March 31, 2025)	-	72.63
Mr. Gautam Sharma	-	54.38
Ms. Neelam Jethani (w.e.f December 16, 2022 till March 15, 2025)	-	2.03
Ms. Neha Surana (w.e.f March 25, 2025)	-	0.08
Remuneration paid to Key management personnel (other than Independent Directors)	463.23	-
Remuneration and Sitting Fees to Independent Directors		
Mr. Gopalakrishnan Jagadeeswaran	2.05	2.56
Mrs. Bala C Deshpande	1.34	1.94
Mr. Neeraj Sagar	1.50	2.02
Mrs Sujata Vilas Bogawat	1.27	1.98

*Remuneration to key management personnel includes short term employment benefits, Share based payments accrual and excludes provisions for gratuity, compensated absences and other long term employment benefit which have been actuarially determined and the amounts pertaining to the KMP are not material.

II Outstanding balances with related parties

Particulars	March 31, 2026	March 31, 2025
Balances outstanding with Key Management Personnel		
Payable to Independent Directors	4.90	4.90
Mahindra & Mahindra Limited		
Receivable/(Advance) for sale of products	3.45	3.45

All transactions with these related parties are priced on an arm's length basis.

54 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY

For the year ended March 31, 2026

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share of other comprehensive income		Share of total comprehensive income	
	As % of consolidated net assets	Amount (Rupees In million)	As % of consolidated (profit) or loss	Amount (Rupees In million)	As % of consolidated OCI	Amount (Rupees In million)	As % of total comprehensive income	Amount (Rupees In million)
Holding Company								
Brainbees Solutions Limited	118.52%	63,474.75	(53.49%)	1,089.30	367.58%	12.13	(54.17%)	1,101.43
Indian Subsidiaries								
Intellibees Solutions Private Limited	0.00%	0.88	(0.09%)	1.84	0.00%	-	(0.09%)	1.84
Swara Baby Products Limited	9.05%	4,847.67	(14.08%)	286.78	(16.67%)	(0.55)	(14.08%)	286.23
Firmroots Private Limited	0.11%	60.80	0.07%	(1.47)	3.94%	0.13	0.07%	(1.34)
Globalbees Brands Private Limited	15.95%	8,544.60	70.09%	(1,427.50)	199.24%	6.57	69.88%	(1,420.93)
Joybees Private Limited	0.00%	0.10	0.00%	-	0.00%	-	0.00%	-
Digital Age Retail Private Limited	6.74%	3,611.02	25.54%	(520.19)	168.79%	5.57	25.31%	(514.62)
Foreign Subsidiary								
Firstcry Management DWC - LLC	18.97%	10,157.22	(0.20%)	3.99	0.00%	-	(0.20%)	3.99
Shenzhen Starbees Services Ltd	0.08%	41.45	(0.19%)	3.78	75.58%	2.49	(0.31%)	6.27
Indian Step down subsidiaries								
Merhaki Foods and Nutrition Private Limited	1.79%	956.76	45.68%	(930.28)	13.79%	0.46	45.73%	(929.82)
Better & Brighter Home Care Private Limited	0.18%	96.56	(1.23%)	25.13	24.19%	0.80	(1.28%)	25.93
Eyezen Technologies Private Limited	(0.02%)	(11.49)	0.01%	(0.27)	0.00%	-	0.01%	(0.27)
Cloud Lifestyle Private Limited	(0.12%)	(65.26)	1.69%	(34.43)	0.00%	-	1.69%	(34.43)
Maxinique Solution Private Limited	0.10%	53.75	0.11%	(2.24)	0.00%	-	0.11%	(2.24)
Kuber Mart Industries Private Limited	3.04%	1,627.10	(2.48%)	50.45	(6.33%)	(0.21)	(2.47%)	50.24
Healty Hey Foods LLP	0.08%	44.28	(0.97%)	19.76	(9.79%)	(0.32)	(0.96%)	19.44
Butternut Ventures Private Limited	0.03%	18.11	0.77%	(15.74)	17.98%	0.59	0.74%	(15.15)
Mush Textile Private Limited	0.04%	20.86	(0.46%)	9.32	2.23%	0.07	(0.46%)	9.39
Dynamic IT Solution Private Limited	0.01%	3.58	0.58%	(11.78)	0.00%	-	0.58%	(11.78)
HS Fitness Private Limited	(0.52%)	(276.51)	4.52%	(92.01)	28.97%	0.96	4.48%	(91.05)
DF Pharmacy Limited	1.28%	685.86	(0.85%)	17.28	7.21%	0.24	(0.86%)	17.52

(All amounts in Rupees million, unless otherwise stated)

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share of other comprehensive income		Share of total comprehensive income	
	As % of consolidated net assets	Amount (Rupees In million)	As % of consolidated (profit) or loss	Amount (Rupees In million)	As % of consolidated OCI	Amount (Rupees In million)	As % of total comprehensive income	Amount (Rupees In million)
Candes Technology Private Limited	(0.56%)	(302.44)	6.52%	(132.77)	0.00%	-	6.53%	(132.77)
Solarista Renewables Private Limited	0.10%	54.63	3.76%	(76.60)	0.00%	-	3.77%	(76.60)
Encasa Homes Private Limited	0.27%	143.31	(1.66%)	33.72	(3.46%)	(0.11)	(1.65%)	33.61
Frootle India Private Limited	3.62%	1,938.36	(16.93%)	344.89	25.26%	0.83	(17.00%)	345.72
Wellspire India Private Limited	(0.17%)	(92.93)	0.75%	(15.31)	0.00%	-	0.75%	(15.31)
Prayosha Expo Private Limited	0.67%	360.88	(1.49%)	30.25	(0.67%)	(0.02)	(1.49%)	30.23
JW Brands Private Limited	0.75%	401.40	(2.25%)	45.90	2.81%	0.09	(2.26%)	45.99
Plantex E-Commerce Private Limited	1.37%	735.04	(1.77%)	36.00	(12.84%)	(0.42)	(1.75%)	35.58
Kitchenopedia Appliances Private Limited	0.21%	110.13	(0.52%)	10.52	0.30%	0.01	(0.52%)	10.53
Solis Hygiene Private Limited	1.88%	1,007.60	(7.80%)	158.89	(5.76%)	(0.19)	(7.81%)	158.70
Swara Hygiene Private Limited	1.40%	749.92	(25.43%)	517.85	1.82%	0.06	(25.47%)	517.91
KA Hygiene Private Limited	1.02%	546.52	0.39%	(7.91)	(9.70%)	(0.32)	0.40%	(8.23)
Foreign Step down subsidiaries								
Firstcry Retail DWC - LLC	0.58%	310.24	16.28%	(331.48)	0.00%	-	16.30%	(331.48)
Firstcry Trading Company	1.16%	620.46	56.70%	(1,154.75)	0.00%	-	56.79%	(1,154.75)
Firstcry General Trading LLC	0.12%	64.01	(1.05%)	21.42	0.00%	-	(1.05%)	21.42
Globalbees Brands DWC- LLC	0.01%	5.93	(2.51%)	51.20	0.00%	-	(2.52%)	51.20
Other Entities where Control Exists								
Edubees Educational Trust	(0.12%)	(66.00)	0.43%	(8.80)	0.00%	-	0.43%	(8.80)
Brainbees ESOP Trust	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Adjustments arising on account of Consolidation	**(87.62%)**	**(46,924.58)**	**1.56%**	**(31.32)**	**(774.47%)**	**(25.56)**	**2.83%**	**(56.88)**
Total	**100.00%**	**53,554.61**	**100.00%**	**(2,036.58)**	**100.00%**	**3.30**	**100.00%**	**(2,033.28)**

For the year ended March 31, 2025

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share of other comprehensive income		Share of total comprehensive income	
	As % of consolidated net assets	Amount (Rupees In million)	As % of consolidated (profit) or loss	Amount (Rupees In million)	As % of consolidated OCI	Amount (Rupees In million)	As % of total comprehensive income	Amount (Rupees In million)
Holding Company								
Brainbees Solutions Limited	159.48%	60,466.17	(22.61%)	598.76	(13.03%)	(2.81)	(22.69%)	595.95
Indian Subsidiaries								
Intellibees Solutions Private Limited	0.00%	(0.96)	0.01%	(0.19)	0.00%	-	0.01%	(0.19)
Swara Baby Products Limited	5.53%	2,919.54	(16.19%)	428.85	1.72%	0.37	(16.34%)	429.22
Firmroots Private Limited	0.12%	62.10	0.44%	(11.75)	(0.05%)	(0.01)	0.45%	(11.76)
Solis Hygiene Private Limited	1.61%	848.16	(10.35%)	274.14	(3.20%)	(0.69)	(10.41%)	273.45
Globalbees Brands Private Limited	18.93%	9,993.51	124.33%	(3,292.30)	13.82%	2.98	125.24%	(3,289.32)
Joybees Private Limited	0.00%	0.10	0.00%	-	0.00%	-	0.00%	-
Digital Age Retail Private Limited	7.69%	4,062.52	15.89%	(420.89)	(2.74%)	(0.59)	16.05%	(421.48)
Foreign Subsidiary								
Firstcry Management DWC - LLC	15.60%	8,239.21	(0.26%)	6.99	0.00%	-	(0.27%)	6.99
Shenzhen Starbees Services Ltd	0.07%	34.34	(0.13%)	3.39	2.27%	0.49	(0.15%)	3.88
Indian Step down subsidiaries								
Merhaki Foods and Nutrition Private Limited	3.27%	1,725.87	10.40%	(275.27)	5.80%	1.25	10.43%	(274.02)
Better & Brighter Home Care Private Limited	0.13%	70.64	(0.75%)	19.80	0.37%	0.08	(0.76%)	19.88
Eyezen Technologies Private Limited	(0.02%)	(11.24)	0.20%	(5.35)	0.00%	-	0.20%	(5.35)
Cloud Lifestyle Private Limited	(0.06%)	(30.83)	0.28%	(7.35)	0.00%	-	0.28%	(7.35)
Maxinique Solution Private Limited	0.11%	55.99	0.20%	(5.36)	0.00%	-	0.20%	(5.36)
Kuber Mart Industries Private Limited	2.99%	1,576.85	(2.00%)	53.09	(0.42%)	(0.09)	(2.02%)	53.00
Healty Hey Foods LLP	0.05%	24.84	(0.33%)	8.66	0.23%	0.05	(0.33%)	8.71
Butternut Ventures Private Limited	0.06%	33.26	0.93%	(24.71)	0.14%	0.03	0.94%	(24.68)
Mush Textile Private Limited	0.02%	11.46	0.40%	(10.57)	0.05%	0.01	0.40%	(10.56)
Dynamic IT Solution Private Limited	0.03%	15.36	4.04%	(107.03)	0.00%	-	4.07%	(107.03)
HS Fitness Private Limited	(0.35%)	(185.45)	2.99%	(79.13)	(4.45%)	(0.96)	3.05%	(80.09)
DF Pharmacy Limited	1.27%	668.34	(0.07%)	1.78	0.19%	0.04	(0.07%)	1.82
Candes Technology Private Limited	(0.32%)	(169.67)	5.62%	(148.76)	3.48%	0.75	5.64%	(148.01)
Solarista Renewables Private Limited	0.25%	131.23	3.43%	(90.86)	0.00%	-	3.46%	(90.86)

(All amounts in Rupees million, unless otherwise stated)

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share of other comprehensive income		Share of total comprehensive income	
	As % of consolidated net assets	Amount (Rupees In million)	As % of consolidated (profit) or loss	Amount (Rupees In million)	As % of consolidated OCI	Amount (Rupees In million)	As % of total comprehensive income	Amount (Rupees In million)
Encasa Homes Private Limited	0.21%	109.70	0.15%	(4.01)	(0.19%)	(0.04)	0.15%	(4.05)
Frootle India Private Limited	2.31%	1,217.15	(10.86%)	287.61	(7.00%)	(1.51)	(10.89%)	286.10
Wellspire India Private Limited	(0.15%)	(77.62)	2.72%	(71.91)	0.00%	-	2.74%	(71.91)
Prayosha Expo Private Limited	0.63%	330.65	(3.04%)	80.39	0.14%	0.03	(3.06%)	80.42
JW Brands Private Limited	0.67%	355.41	(3.59%)	95.15	(0.23%)	(0.05)	(3.62%)	95.10
Plantex E-Commerce Private Limited	1.32%	699.46	(3.36%)	88.87	(1.21%)	(0.26)	(3.37%)	88.61
Kitchenopedia Appliances Private Limited	0.19%	99.60	0.56%	(14.74)	(1.35%)	(0.29)	0.57%	(15.03)
Swara Hygiene Private Limited	0.44%	231.63	(3.92%)	103.68	(0.19%)	(0.04)	(3.95%)	103.64
Foreign Step down subsidiaries								
Firstcry Retail DWC - LLC	0.85%	450.03	15.88%	(420.56)	0.00%	-	16.01%	(420.56)
Firstcry Trading Company	1.60%	845.11	49.41%	(1,308.47)	0.00%	-	49.82%	(1,308.47)
Firstcry General Trading LLC	0.07%	37.78	(0.67%)	17.80	0.00%	-	(0.68%)	17.80
Globalbees Brands DWC- LLC	(0.09%)	(45.26)	2.98%	(78.85)	0.00%	-	3.00%	(78.85)
Other Entities where Control Exists								
Edubees Educational Trust	(0.11%)	(57.11)	0.09%	(2.45)	(0.05%)	(0.01)	0.09%	(2.46)
Brainbees ESOP Trust	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Adjustments arising on account of Consolidation	**(79.42%)**	**(41,935.84)**	**(62.82%)**	**1,663.48**	**105.89%**	**22.83**	**(64.20%)**	**1,686.31**
Total	**100.00%**	**52,802.08**	**100.00%**	**(2,648.07)**	**100.00%**	**21.56**	**100.00%**	**(2,626.51)**

55 FINANCIAL INSTRUMENTS - RISK MANAGEMENT

Financial risk management

The Group has exposure to the following risks arising from financial instruments:

i) credit risk;

ii) liquidity risk; and

iii) market risk.

i. Risk management framework

The Holding Company's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The senior management is for developing and monitoring the Group's risk management policies. The management reports regularly to the board of directors on its activities.

(All amounts in Rupees million, unless otherwise stated)

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group considers a financial asset in default when contractual payments are 90 days past due adjusted for forward-looking factors specific to the debtors and the economic environment. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

Credit risk exposure

Provision for expected credit losses

In respect to other financial assets, the Group follows a 12-months expected credit loss approach. The management does not foresee a material loss on account of credit risk due to the nature and credit worthiness of these financial assets. Further, the Group has not observed any material defaults in recovering such financial assets except trade receivables and hence the Group has not provided for credit impairment of these financial assets. The Group has provided for expected credit loss on trade receivables as follows.

Trade and other receivables

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2026	3,772.87	2.45%	(92.48)	3,680.39
March 31, 2025	2,915.76	3.11%	(90.60)	2,825.16

Expected credit loss for trade receivables under simplified approach

As at March 31, the Group has certain trade receivables that have not been settled by the contractual due date but are not considered to be impaired. The amounts as at March 31, analysed by the length of time past due, are:

March 31, 2026

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Not due	761.28	0.00%	-	761.28
Not more than 6 months	2,728.13	0.41%	(11.19)	2,716.94
More than 6 months	283.56	30.51%	(86.50)	197.06

(All amounts in Rupees million, unless otherwise stated)

March 31, 2025

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Not due	644.86	0.00%	-	644.86
Not more than 6 months	2,095.82	0.30%	(6.32)	2,089.50
More than 6 months	175.10	48.13%	(84.28)	90.82

Credit risk on cash and cash equivalents is limited as the Group generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

All of the Group's loans at amortised cost are considered to have low credit risk, and the loss allowance, if any, is limited to 12 months' expected losses. Management considers instruments to be low credit risk when they have a low risk of default and the borrower has a strong capacity to meet its contractual cash flow obligations in the near term.

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The management monitors rolling forecasts of the Group's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments.

March 31, 2026

Particulars	Carrying amount	Contractual cash flows		
		Less than 1 year	1- 3 years	More than 3 years
Borrowings	5,947.18	3,657.07	1,912.71	377.39
Lease Liabilities	9,991.86	2,085.17	4,855.95	6,737.83
Trade payables	10,225.23	10,225.12	-	-
Other financial liabilities	4,450.38	234.19	4,400.03	-

March 31, 2025

Particulars	Carrying amount	Contractual cash flows		
		Less than 1 year	1- 3 years	More than 3 years
Borrowings	5,532.69	3,292.26	1,601.04	646.92
Lease Liabilities	10,166.60	2,223.89	4,362.14	7,479.07
Trade payables	9,276.51	9,275.51	-	-
Other financial liabilities	5,116.02	6,104.58	2,050.01	-

iv. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(All amounts in Rupees million, unless otherwise stated)

Currency risk

The Group's exposure to foreign currency risk is limited as majority of the transactions are in its functional currency. As at the balance-sheet date, the Group had following foreign currency exposures which have not been hedged by any derivative financial instruments as they are not material.

Particulars	March 31, 2026		March 31, 2025	
	Foreign currency	Rupees	Foreign currency	Rupees
Trade and Other Payable - USD	(4.92)	(458.24)	(2.49)	(213.08)
Trade and Other Payable - EURO	(0.17)	(17.97)	(0.02)	(1.96)
Trade and Other Payable - GBP	-	-	-	-
Trade and Other Payable - SAR	-	-	-	-
Trade and Other Payable - CNY	-	-	-	-
Trade and Other Payable - AED	-	-		
Trade and Other Receivable - USD	4.07	378.91	2.06	177.04
Trade and Other Receivable - CNY	0.07	0.04	-	-
Trade and Other Receivable - GBP	0.13	15.56	-	-
Trade and Other Receivable - AED	-	-	-	-
Trade and Other Receivable - EUR	0.19	35.09	-	-
Trade and Other Receivable - SAR	0.00	0.05	-	-
Total	**(0.63)**	**(46.55)**	**(0.45)**	**(38.00)**

Foreign Currency Sensitivity analysis:

The following table details the Group's sensitivity to a 5% increase and decrease in the Rupees against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and equity where the Rupee strengthens 5% against the relevant currency. For a 5% weakening of the Rupee against the relevant currency, there would be a comparable impact on the profit & equity and the balances below would be negative.

Particulars	Impact on profit before tax and equity	
	March 31, 2026	March 31, 2025
USD sensitivity		
USD/Rs. -Increase by 5%	(3.97)	(1.80)
USD/Rs. -Decrease by 5%	3.97	1.80
EURO sensitivity		
EURO/Rs. -Increase by 5%	(0.90)	(0.10)
EURO/Rs. -Decrease by 5%	0.90	0.10
CNY sensitivity		
CNY/Rs. -Increase by 5%	0.00	-
CNY/Rs. -Decrease by 5%	(0.00)	-

Interest rate risk

The Group's borrowings carry a fixed rate of interest and are measured at amortised cost. They are, therefore, not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flows will fluctuate due to change in market interest rates.

(All amounts in Rupees million, unless otherwise stated)

56 CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and other stakeholders' confidence and to sustain future development of the business. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new share or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital using a ratio of 'net debt' 'equity'. For this purpose, net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents and other balances with banks. Equity comprises all components of equity attributable to the owners of Holding Company.

The group strategy is to maintain a gearing ratio less than 1.50x. The gearing ratio at year end is as follows:

Particulars	March 31, 2026	March 31, 2025
Net Debt (as defined above)	(8,078.36)	(11,523.04)
Equity attributable to the owners	48,267.05	47,414.24
Gearing ratio	(0.17)	(0.24)

57 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

58 OTHER STATUTORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013

a) The Group does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

b) The Group does not have any charges or satisfaction which is yet to be registered with the ROC beyond the statutory period.

c) The Group has not traded or invested in Crypto currency or virtual currency.

d) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessment under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961.)

e) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

f) The Group has not entered into any scheme of arrangement which has an accounting impact on all the years presented in these Consolidated Financial Statements.

g) The Group has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

   I) Directly or indirectly lend or invest in other person (s) or entities identified in any manner whatsoever on behalf of the Company (ultimate beneficiaries)

   II) Provide any guarantee, any securities or the like to or on behalf of the ultimate beneficiaries.

h) The Group has not received any fund from any person (s) or entity (ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the group shall:

   a) Directly or indirectly lend or invest in other person (s) or entities identified in any manner whatsoever on behalf of the Group (ultimate beneficiaries)

   b) Provide any guarantee, any securities or the like to or on behalf of the ultimate beneficiaries.

(All amounts in Rupees million, unless otherwise stated)

i) The Group has not revalued any of its property, plants and equipments including Right of Use asset and intangible assets.

j) The Group has no transactions with any struck off company.

k) The Group does not have any immovable property whose title deeds are not held in the name of the Group except those held under lease arrangements for which lease agreements are duly executed in the favour of the Group.

l) The Group is in compliance with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017

59 EXCEPTIONAL ITEMS (EXPENSES) (NET)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loss due to fire at warehouse (refer note (i) below)	-	128.16
Impact on retirement benefits (including new labour code (refer note (b) below)	145.21	-
Loss due to non-recoverability of current assets including inventories (refer note (c) below)	355.71	107.01
Impact of Impairment of intangible assets and gain on remeasurement of liabilities at fair value (refer note (d) below)	(44.08)	235.19
Others	43.25	25.17
Exceptional Items (Expenses) (net)	**500.09**	**495.53**

(a) fire at warehouses destroyed the inventory and property, plant and equipment therein during year ended March 31, 2025. The Group has recognised a net loss of Rs. 128.16 million for the year ended March 31, 2025.

(b) On November 21, 2025, the Government of India notified four Labour Codes-the Code on Wages, 2019; the Industrial Relations Code, 2020; the Code on Social Security, 2020; and the Occupational Safety, Health and Working Conditions Code, 2020-thereby consolidating 29 existing labour laws. The Ministry of Labour & Employment subsequently issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the regulatory changes.

The Group has evaluated and disclosed the incremental impact of these changes based on the best information available, in line with the guidance issued by the Institute of Chartered Accountants of India. Considering the materiality and the regulatory-driven non-recurring nature of the impact, the Group has presented the incremental impact as "Impact on retirement benefits (including new labour code)" under "Exceptional Items" in the consolidated and standalone annual financial results.

The Group continues to monitor the finalisation of Central and State Rules, as well as further clarifications from the Government, and will recognise appropriate accounting effects based on such developments, as and when required.

(c) Based on a one off/non-recurring event, few step down subsidiary (subsidiarie(s) of globalbees) has written off current assets including inventories from its non-core business amounting to Rs. 278.18 million and Rs. 355.71 million during quarter and year ended March 31 2026 respectively, Rs. 107.01 million for the quarter and year ended March 31, 2025 and 11.41 million for quarter ended December 31, 2025.

(d) During the current financial year, the Group reviewed the carrying value of intangible assets pertaining to subsidiarie(s) of globalbees and recognised impairment losses of Rs. 195.59 million (March 31, 2025 - 1,971.72 million) (net of tax effect). Further, the Group reassessed the fair value of consideration payable to the selling shareholders of certain subsidiaries (subsidiarie(s) of globalbees). Also, in the current financial year, based on the actual performance and future projections of these subsidiaries, the Group remeasured the related financial liability and recognised the resultant gains of Rs. 239.67 (March 31 2025- 1,736.53 million) as exceptional items.

(All amounts in Rupees million, unless otherwise stated)

60 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company and its subsidiary companies incorporated in India have used accounting software for maintaining their respective books of account, which have a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the respective software, except for the instances mentioned below:

Nature of instance	Details of instances
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of Sales and inventory management accounting records by the Holding Company and 1 Subsidiary. The accounting software used for maintenance of records by 4 subsidiaries is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organisation), we and respective auditors of the above referred are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.
Instances of non-preservation of the audit trail	The audit trail pertaining to financial year from April 01, 2025 to March 31, 2026 have not been preserved by 1 subsidiary as per the statutory requirements for record retention.

As per our report of even date attached
for Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration number - 001076N/N500013

Ashish Gupta
Partner
Membership No. - 504662
Place: Mumbai
Date: May 26, 2026

for and on behalf of the Board of Directors
Brainbees Solutions Limited

Supam Maheshwari
Managing Director
DIN: 01730685
Place: Pune
Date: May 26, 2026

Sanket Hattimattur
Director
DIN: 09593712
Place: Japan
Date: May 26, 2026

Gautam Sharma
Group Chief Financial Officer
Place: Pune
Date: May 26, 2026

Mandar Joshi
Company Secretary
Membership No. - A40533
Place: Pune
Date: May 26, 2026

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
Contact No.: +91-8482989157 **Website:** www.firstcry.com **Email ID:** companysecretary@firstcry.com

NOTICE is hereby given that the **Sixteenth (16th) Annual General Meeting ("AGM/Meeting")** of the Members of Brainbees Solutions Limited ("the Company") will be held on Tuesday, September 22, 2026, at 04:00 P.M. Indian Standard Time (**'IST'**), through Video Conferencing (**"VC"**)/Other Audio-Visual Means (**"OAVM"**) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   A. **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 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, 2026, 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, 2026 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, 2026 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 BUSINESS:

3. **To consider and approve the revision in the remuneration of Non-Executive Independent Directors of the Company:**

   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 149(9), 197, 198 of the Companies Act, 2013 (**"the Act"**) read with Schedule V and other applicable provisions, if any, of the Act, read with the rules made thereunder, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay fixed remuneration to the Non-Executive Independent Directors of the Company, amounting to Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum to each such director and chair fees amounting to Rs. 8,00,000/- (Rupees Eight Lakhs only) per annum to the chairperson of the Audit Committee and Rs. 1,00,000/- (Rupees One Lakh only) per annum to the chairperson of the Nomination and Remuneration Committee, in addition to the sitting fees and reimbursement of expenses (if any), for attending the meetings of the Board of Directors, Committees and/or other meetings, which may be in excess of the limits prescribed under Section 197 read with Schedule V of the Act, and which shall be for a period of not more than three (3) years commencing from the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the remuneration of Non-Executive Independent Directors of the Company as it may deem fit, which shall be within the amount specified above, and with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds and things and to settle all questions arising out of or incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution."

4. **To consider and approve the variation in the Objects of the Initial Public Offering ("IPO") and extension of timeline for utilisation of the IPO proceeds:**

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 Section 13(8) and Section 27 of the Companies Act, 2013, as amended, (the **"Act"**) and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, the consent of the members of the Company be and is hereby accorded for the variation in the objects of the Initial Public Offering (**"IPO"**) and extension of the time limit for utilisation of the unutilised proceeds of the IPO, as stated in the Prospectus dated August 08, 2024 ("**Prospectus"**) filed by the Company with the Registrar of Companies, Maharashtra at Pune and submitted to the Securities and Exchange Board of India and the relevant stock exchanges, in the following manner:

(Rs. in million)

Sl. No.	Original objects of the IPO as stated in the Prospectus/Revised Objects	Amount Allocated as stated in the Prospectus	Utilisation Till July 31, 2026	Amount Unutilised as at July 31, 2026*	Revision/ Variation in Objects	Revised amount unutilised post variation	Revised Allocated Amount post variation	Revised timeline for utilisation
		(A)	(B)	(C) = (A) - (B)	(D)	(E) = (C) + (D)	(F) = (A) + (D)	
I.	**Expenditure by our Company for: (i) setting up new modern stores under the 'BabyHug' brand; and (ii) setting up a warehouse, in India**	**1,081.00**	**240.19**	**840.81**	**(419.52)**	**421.29**	**661.48**	By Financial Year 2028-29
	Of which:							
a)	Setting up new modern stores under the 'BabyHug' brand	939.00	98.19	840.81	(840.81)	-	98.19	Not Applicable
b)	Setting up of new warehouses**	142.00	142.00	-	421.29	421.29	563.29	By Financial Year 2028-29
II.	**Expenditure for lease payments for our existing identified modern stores owned and operated by our Company, in India**	**931.00**	**682.57**	**248.43**	**No change in amount**	**248.43**	**931.00**	By Financial Year 2028-29
III.	**Investment in our Subsidiary, Digital Age for (i) setting up new modern stores under the FirstCry brand and other home brands of our Company; and (ii) lease payments for our existing identified modern stores owned and controlled by Digital Age, in India**	**2,996.00**	**1,657.60**	**1,338.40**	**840.81**	**2,179.21**	**3,836.81**	By Financial Year 2028-29
	Of which:							
a)	Setting up new modern stores under the FirstCry brand and other home brands of our Company	1,690.00	589.03	1,100.97	840.81	1,941.78	2,530.81	By Financial Year 2028-29
b)	Lease payments for our existing identified modern stores owned and controlled by Digital Age in India	1,306.00	1,068.57	237.43	No change in amount	237.43	1,306.00	By Financial Year 2028-29
IV.	**Investment in our Subsidiary, FirstCry Trading for overseas expansion by: (i) setting up new modern stores; and (ii) setting up warehouse(s), in KSA**	**1,556.00**	**189.71**	**1,366.29**	**(1,321.29)**	**45.00**	**234.71**	By Financial Year 2028-29
	Of which:							
a)	Setting up new modern stores	726.00	19.22	706.78	(706.78)	-	19.22	Not Applicable

(Rs. in million)

Sl. No.	Original objects of the IPO as stated in the Prospectus/Revised Objects	Amount Allocated as stated in the Prospectus	Utilisation Till July 31, 2026	Amount Unutilised as at July 31, 2026*	Revision/ Variation in Objects	Revised amount unutilised post variation	Revised Allocated Amount post variation	Revised timeline for utilisation
		(A)	(B)	(C) = (A) - (B)	(D)	(E) = (C) + (D)	(F) = (A) + (D)	
b)	Setting up warehouse(s)	830.00	170.49	659.51	-614.51	45.00	215.49	By Financial Year 2028-29
V.	**Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in any of our existing step-down Subsidiaries*****	**1,690.00**	**1,048.11**	**641.89**	**No Change in amount**	**641.89**	**1,690.00**	By Financial Year 2028-29
VI.	**Sales and marketing initiatives**	**2,000.00**	**1,997.66**	**2.34**	**450.00**	**452.34**	**2,450.00**	By Financial Year 2028-29
VII.	**Technology and data science cost including cloud and server hosting related costs**	**576.00**	**538.34**	**37.66**	**450.00**	**487.66**	**1,026.00**	By Financial Year 2028-29
VIII.	**Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes#**	**5,187.35**	**3,916.25**	**1,271.10**	**No Change in amount**	**1,271.10**	**5,187.35**	By Financial Year 2028-29
	Total Net Proceeds@	**16,017.35**	**10,270.43**	**5,746.92**	**0.00**	**5,746.92**	**16,017.35**	

@Total Net proceeds of Rs. 16,017.35 million is excluding issue related expenses

*As certified by Bansal & Co. LLP, Chartered Accountants through a certificate dated August 08, 2026

**Amendment in the Object I(b) is to open new warehouses in India, accordingly, the IPO proceeds are being reallocated for the same.

***Amendment in Object V is to make investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in any of our existing step-down Subsidiaries, instead of restricting such utilisation only to specific step-down subsidiaries as mentioned in the Prospectus.

#The cumulative amount to be utilised towards inorganic growth through acquisition and other strategic initiatives and general corporate purposes shall not exceed 35% of the total amount raised by our Company. Further, the amount utilised for our object of "Funding inorganic growth through acquisitions and other strategic initiatives" shall not exceed 25% of the amount raised by our Company.

RESOLVED FURTHER THAT the following existing objects of the IPO as stated in the Prospectus, be amended as under:

Object No.	Existing Object	Amended Object
Object I(b)	Setting up a warehouse in India	Setting up of new warehouses in India
Object V	Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in our step-down Subsidiaries (*Note: This object was restricted to investment in specific step-down subsidiaries as mentioned in the Prospectus*)	Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in any of our existing step-down Subsidiaries (Note: *Through this amendment, the object is now covering investment in any of the existing step-down subsidiaries*)

RESOLVED FURTHER THAT the variation in the objects of the IPO by reallocation of the unutilised proceeds of the IPO, within the existing objects be made as under:

(In Rs. million)

Sl. No.	Objects stated in the Prospectus	Amount reallocated from Objects mentioned in the Prospectus	Amount reallocated to the following Objects			
			Object III(a) – setting up new modern stores under the FirstCry brand and other home brands of our Company	Amended Object I(b) – Setting up of new warehouses	Object VII – Technology and data science cost including cloud and server hosting related costs	Object VI – Sales & marketing initiatives
1	Object I(a) – Setting up new modern stores under the 'BabyHug' brand, in India	(840.81)	840.81	-	-	-
2	Object IV(b) – Setting up warehouse(s) in KSA	(614.51)	-	421.29	193.22	-
3	Object IV(a) – Setting up new modern stores in KSA	(706.78)	-	-	256.78	450.00
	Total	**(2,162.10)**	**840.81**	**421.29**	**450.00**	**450.00**

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 authorised 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/-
Mandar Joshi
Company Secretary & Compliance Officer
ICSI Membership No.: A40533

Date: August 13, 2026
Place: Pune

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**"MCA"**) and the Circulars issued from time to time by the Securities and Exchange Board of India (**"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"**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), 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 Sohrab 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. The Board has appointed M/s. Samdani Shah and Kabra, 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 scrutiniser (**"Scrutiniser"**) for conducting the e-voting process in a fair and transparent manner.

5. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser by e-mail to cssamdani@gmail.com with a copy marked to evoting@nsdl.com and companysecretary@firstcry.com.

6. 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 may send an e-mail to companysecretary@firstcry.com.

7. In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26, he/she may send a request to the Company by writing at companysecretary@firstcry.com or to the RTA at Investor.helpdesk@in.mpms.mufg.com.

8. 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 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (**"e-voting"**) facility provided by 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 dematerialised mode, physical mode and for members who have not registered their e-mail addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. **The e-voting Even No. for this purpose is "141456"**

9. Members holding shares either in physical or dematerialised mode, as on cut-off date, i.e. September 15, 2026, may cast their votes electronically. The e-voting period commences on Friday, September 18, 2026, from 9:00 A.M. (IST) and ends on Monday, September 21, 2026 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 15, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

10. The facility for voting during the AGM by the members 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.

11. 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 15, 2026, 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.

12. In compliance with the Circulars, the Annual Report for the financial year 2025-26, the Notice of the 16th 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, as on Friday, August 21, 2026, being the cut-off date as determined by the Board for sending the Notice of the 16th AGM, to the members, electronically. 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, as on Friday, August 21, 2026.

13. 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 e-mail addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA, MUFG Intime India Private Limited at Investor.helpdesk@in.mpms.mufg.com, to receive copy of the Annual Report for the financial year 2025-26 in electronic mode. Members may follow the process detailed below for registration of e-mail 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 website 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 Investor.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 the procedure prescribed by the DPs for receiving all communications from the Company electronically.

14. Members may also note that the Notice of the 16th AGM and the Annual Report for the financial year 2025-26 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, at https://www.evoting.nsdl.com.

15. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special business under Item Nos. 3 and 4 set out above, together with the additional information pursuant to Regulation 36 of the Listing Regulations in respect of Item No. 2 and the disclosures as required pursuant to Secretarial Standard – 2 on General Meetings in respect of Item Nos. 2 and 3, forms part of this Notice.

16. As per Section 72 of the Act, members holding shares in physical mode may submit their nomination by submitting Form No. SH-13 which can be downloaded from the Company's website at https://cdn.fcglcdn.com/brainbees/firstcry-ir/SH-13_Nomination_Form.pdf. Members holding shares in demat mode may contact their respective DPs to update the nomination.

17. In view of the above, Members are requested to register and intimate changes, if any, pertaining to their name, postal address, e-mail 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. as under:

    a. For shares held in electronic form: to their respective DPs.

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

Form No.	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.

Members will have to submit duly filled Form No. ISR-4 or Form No. ISR-5, as applicable, for the above-mentioned requests and surrender their original securities certificate(s), if any for processing of service requests to the RTA.

Further, in accordance with the applicable SEBI regulations and circulars, the RTA/Company shall process the relevant investor service request, upon receipt and verification of the requisite documents and removal of objections, if any, and credit the securities in dematerialised form directly to the demat account of the securities holder/claimant within the prescribed timelines.

18. 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 1, 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.

19. 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.

20. 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.

21. 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.

22. The Scrutiniser will submit his report to the Chairman of the AGM or to any other person authorised 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), within the timelines stipulated under Regulation 44 of the Listing Regulations read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. The result declared along with the Scrutiniser'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.

23. 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.

24. 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.

25. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with Circulars issued from time to time.

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

The remote e-voting period shall commence on Friday, September 18, 2026, from 9:00 A.M. (IST) and end on Monday, September 21, 2026 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 cut-off date i.e. September 15, 2026, may cast their vote electronically. The voting right of members 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 15, 2026.

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:

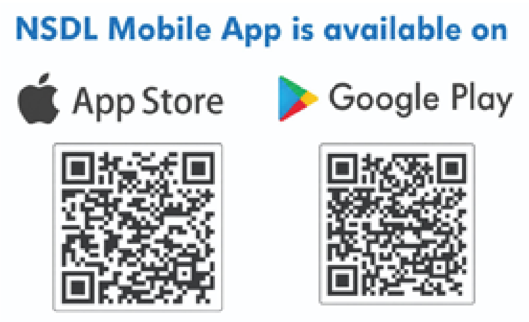
Step 1: Access to NSDL e-Voting system

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	1. 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. 2. 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. 3. 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

Type of shareholders	Login Method
	4. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 user 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 link 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 an 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 Forgot User ID and Forgot Password option available at above mentioned 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.

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:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) 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.

   c) How to retrieve your 'initial password'?

      (i) 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'.

Notice

(ii) 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:

   a) 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.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) 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.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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?

1. 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.

2. 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".

3. Now you are ready for e-Voting as the Voting page opens.

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

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cssamdani@gmail.com with a copy marked to evoting@nsdl.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 Ms. Veena Suvarna, Asst. Vice President at evoting@nsdl.com

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.

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 shareholder 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**.

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 9, 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 cast 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.

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

1. Members 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 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 September 15, 2026.

7. Members who wish to obtain any information on the Annual Report for the financial year 2025-26 or have questions on the financial statements and/or matters to company be placed at the 16th 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 September 15, 2026.

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 endeavor to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD - 2

Item No. 3

TO CONSIDER AND APPROVE THE REVISION IN THE REMUNERATION OF NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY:

The Members are informed that the Company's Non-Executive Independent Directors are professionals with a high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance and ethics, legal and regulatory functions amongst others *(please see the table below for detailed qualifications and experience of each of the Independent Directors)*. The Company's Non-Executive Independent Directors have been shaping and steering the long-term vision, strategy and are making significant contributions towards the future plans, sustainable growth and long-term success of the Company.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on August 13, 2026, have considered and approved the revision in the fixed fees payable to each Non-Executive Independent Director of the Company from existing Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum to Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum, in view of their extensive experience and expertise across diverse industries and the invaluable contribution that the Independent Directors make to the Company's performance, governance standards, strategic oversight and long-term growth. The proposed revision is considered commensurate with the scale and complexity of the Company's operations as a listed entity, the responsibilities and time commitment associated with their roles, including their participation in various Board Committees and prevailing industry standards and practices for the remuneration of Independent Directors.

The Members may kindly note the endeavour and contributions made by the following Independent Directors:

Mr. Gopalakrishnan Jagadeeswaran

Mr. Gopalakrishnan Jagadeeswaran is the Chairman of the Audit Committee and Member of the Risk Management Committee and has over three decades of experience in finance. He has devoted sufficient time and efforts to lead the committee discussions and in providing strategic guidance to the management of the Company in the area of his expertise. He has also been involved through meetings with the management of the Company to ensure that the Company receives the required inputs and guidance from him in timely manner. His individual guidance in strategic decision making has always been beneficial for the Company. He was previously associated with Reliance Industries Limited, Aditya Birla Management Corporation Ltd, W.I. Carr Securities Private Limited, Canbank Investment Management Services Ltd., Canbank Mutual Fund, Cholamandalam Investment and Finance Company Limited, Dalal Consultants and Engineers Limited and Jay Pee Technology Private Limited. He is currently associated with Shriram Properties Limited as Chief Executive Officer.

Mr. Neeraj Sagar

Mr. Neeraj Sagar is the Chairman of the Nomination and Remuneration Committee and a Member of the Audit Committee and Corporate Social Responsibility Committee. He has several years of experience in management consulting sector. He brings the required insight for the business of the Company with his expertise. His strong technical and management expertise and consulting experience helps the Company in forming various short term and long term strategies for the business of the Company. He is also a Board member of GlobalBees Brands Private Limited, Swara Baby Products Limited and Firstcry Management DWC-LLC, subsidiaries of the Company, in his capacity as an Independent Director, providing his invaluable guidance to the respective Boards. He was previously associated with Egon Zehnder International Private Limited, Boston Consulting Group Inc. and McKinsey & Company. He is currently associated with Cognity Life India Private Limited.

Ms. Sujata Bogawat

Ms. Sujata Bogawat is a Chartered Accountant by profession and has founded AvantEdge Business Consulting Limited which provides financial consultancy. In the past, she has been associated with Thermax Instrumentation Limited and with Baheti & Somani LLP, as a Partner. She is the Chairperson of the Stakeholders' Relationship Committee and a member of the Audit Committee and Nomination and Remuneration Committee. She has over two decades of rich experience in finance consulting. She provides strategic and invaluable guidance to the management team in the area of her financial expertise. Her invaluable advice as a member of various committees of the Board has always been appreciated by the management of the Company. She is also a Board member of Digital Age Retail Private Limited, subsidiary of the Company, in Independent Director capacity, contributing through her in-depth knowledge and experience in finance, in the Board discussions of said subsidiary.

Ms. Bala C Deshpande

Ms. Bala C Deshpande is a veteran Indian private-equity/ growth-capital investor and currently Founder Partner of

MegaDelta Capital Asset Managers LLP. She began her investment career at ICICI Ventures in 2001, where she was part of the leadership team. She has served on many boards across companies at different stages, including businesses such as Info Edge/Naukri, GOQii and Financial Software & Systems. She was previously associated with Cadbury India Limited, ICICI Venture Funds Management Company Limited and New Enterprise Associates (India) Private Limited. She is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. She has over two and half decades of experience in the investment sector. She guides the management of the Company in her area of expertise with her extensive experience in the investment sector and provides her inputs on the growth strategy and investor relations of the Company.

The members may kindly note that the Independent Directors plays very active role in strengthening the corporate governance of the Company and in ensuring the success of the Company. They have ensured their availability to guide the management of the Company through interactions with the management team, as and when needed. They deploy their knowledge and expertise to ensure achievement of the desired results.

The members are further informed that there shall be no change in the chair fees of Rs. 8,00,000/- (Rupees Eight Lakhs only) per annum to the chairperson of the Audit Committee and Rs. 1,00,000/- (Rupees One Lakh only) per annum to the chairperson of the Nomination and Remuneration Committee (collectively, **"Chair Fees"**). Further, the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors, Committees and/or other meetings, if any.

It is further informed that the fixed remuneration of Rs. 30,00,000/- per annum to each Non-Executive Independent Director and the Chair Fees as stated above, shall be payable for a period of three (3) years commencing from the financial year 2026-27.

The members are informed that pursuant to Section 149(9) of the Companies Act, 2013 (**"the Act"**), an independent director may receive remuneration by way of fee provided under Section 197(5) of the Act, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. Further, if a company has no profits or its profits are inadequate, an independent director may receive remuneration, exclusive of any fees payable under Section 197(5) of the Act, in accordance with the provisions of Schedule V of the Act. Please note that the proposed remuneration along with the Chair Fees, may be in excess of the limits prescribed under Section 197 read with Schedule V of the Act.

The members are further informed that pursuant to Section 197 of the Act, the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed one per cent (1%) of the net profits of the Company computed in accordance with Section 198 of the Act, where the Company has a Managing Director, Whole-time Director or Manager, unless approved by the members by way of a special resolution. Further, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent (11%) of the net profits of that company for that financial year computed in the manner laid down in Section 198 of the Act, unless the same is in accordance with Schedule V of the Act and is approved by the members by way of a special resolution. It is further clarified that the Company, while calculating the limits under Section 197 of the Act for the managerial remuneration, has also considered the ESOP cost towards the ESOPs granted to Executive Director(s).

The members are further informed that in accordance with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors, other than sitting fees, require approval of shareholders in general meeting.

The members are also informed that as on the date of this notice, the Company does not have any secured creditor and it has neither taken any loan from any bank or public financial institution, nor issued any debentures, in view of the same, there is no default in payment of dues to the aforesaid parties. Accordingly, the requirement of obtaining prior approval from any of such institution under Schedule V of the Act is not applicable on the Company.

It is, therefore, proposed to seek the approval of members of the Company by way of special resolution in terms of the provisions of Sections 149(9), 197, 198 and Schedule V of the Act and rules made thereunder and Regulation 17(6) and other applicable provisions of the SEBI Listing Regulations, for revision in aforesaid remuneration payable to the Non-Executive Independent Directors, as set out in Item No. 3 of this Notice.

Notice

Statement containing information as required under Secretarial Standard on General Meetings (SS-2) is as under.

Sr. No.	Particulars	Details of Directors			
1.	Director Identification Number (DIN)	02354467	09475452	07901334	00020130
2.	Name (in full)	Mr. Gopalakrishnan Jagadeeswaran	Mr. Neeraj Sagar	Ms. Sujata Vilas Bogawat	Ms. Bala C Deshpande
3.	Date of Birth	April 20, 1968	June 07, 1971	September 10, 1978	April 15, 1966
4.	Age	58 years	55 years	47 years	60 years
5.	Qualifications	• Bachelor's degree in Science; and • Master's degree in Administration.	• Bachelor's degree in Engineering (chemical); • Master's degree of science in Petroleum Engineering; and • Master's degree in Business Administration.	• Bachelor's degree in Commerce; • Post-graduate diploma in Business Management; and • Chartered Accountant and a Fellow member of the Institute of Chartered Accountants of India.	• Bachelor's degree in arts; and • Master's degree in arts and management.
6.	Experience	He was previously associated with Reliance Industries Limited, Aditya Birla Management Corporation Ltd, W.I. Carr Securities Private Limited, Canbank Investment Management Services Ltd., Canbank Mutual Fund, Cholamandalam Investment and Finance Company Limited, Dalal Consultants and Engineers Limited and Jay Pee Technology Private Limited. He is currently associated with Shriram Properties Limited as chief executive officer. He has more than 32 years of experience in finance.	He was previously associated with Egon Zehnder International Private Limited, Boston Consulting Group Inc. and McKinsey & Company. He is currently associated with Cognity Life India Private Limited. He has several years of experience in management consulting sector.	She has founded AvantEdge Business Consulting Limited which provides financial consultancy. In the past, she has been associated with Thermax Instrumentation Limited and with Baheti & Somani LLP, as a partner. She has approximately 22 years of experience in finance consulting.	She was previously associated with Cadbury India Limited, ICICI Venture Funds Management Company Limited and New Enterprise Associates (India) Private Limited. She is currently associated with MegaDelta Capital Asset Managers LLP. She has more than 26 years of experience in the investment sector.
7.	Terms and Conditions of appointment/re-appointment	Not Applicable as the resolution pertains to approval of remuneration to Non-Executive Independent Directors of the Company.			
8.	Remuneration sought to be paid	1. Fixed remuneration to each Non-Executive Independent Director of the Company, amounting to Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum; and 2. Chair Fees amounting to Rs. 8,00,000/- (Rupees Eight Lakhs only) per annum to the chairperson of the Audit Committee and Rs. 1,00,000/- (Rupees One Lakh only) per annum to the chairperson of the Nomination and Remuneration Committee. The above remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors, Committees and/or other meetings.			

Sr. No.	Particulars	Details of Directors			
9.	Remuneration last drawn	Rs. 2.05 million (Including sitting fees of Rs. 0.25 million, fixed fees of Rs. 1 million and chair fees of Rs.0.8 million) for the financial year 2025-26	Rs. 1.50 million (Including sitting fees of Rs. 0.4 million, fixed fees of Rs. 1 million and chair fees of Rs. 0.1 million) for the financial year 2025-26	Rs. 1.27 million (Including sitting fees of Rs. 0.27 million and fixed fees of Rs. 1 million) for the financial year 2025-26	Rs. 1.34 million (Including sitting fees of Rs. 0.34 million and fixed fees of Rs. 1 million) for the financial year 2025-26
10.	Date of first appointment on the Board	May 02, 2022	April 22, 2022	May 02, 2022	May 02, 2022
11.	Details of shareholding in the Company	Nil			
12.	Details of relationship with other Directors, manager and Key Managerial Personnel	None			
13.	Number of Board meetings attended	3 out of 5 Board meetings attended during the financial year 2025-26	5 out of 5 Board meetings attended during the financial year 2025-26	3 out of 5 Board meetings attended during the financial year 2025-26	4 out of 5 Board meetings attended during the financial year 2025-26
14.	Details of Directorship in other Companies	1. SPL Realtors Private Limited 2. Shriprop Structures Private Limited 3. Shrivision Homes Private Limited 4. SPL Constructors Private Limited 5. Shriprop Homes Private Limited 6. Shriprop Builders Private Limited 7. SPL Palms Developers Private Limited 8. SPL Housing Projects Private Limited 9. Shriprop Developers Private Limited	1. ZF Commercial Vehicle Control Systems India Limited 2. Globalbees Brands Private Limited 3. Firstcry Management DWC LLC 4. Swara Baby Products Limited 5. Cognity Life Singapore Private Limited 6. Cognity Life EMEA L.L.C-FZ 7. Cognity Life India Private Limited 8. Cognity Life Inc.	1. Digital Age Retail Private Limited 2. Avant Edge Business Consulting Private Limited 3. SH Forhealth Solutions Private Limited 4. Kerax Venture Lab Private Limited	1. eClerx Services Limited 2. EAAA Real Assets Managers Limited 3. Financial Software And Systems Private Limited 4. Medisys Edutech Private Limited 5. GOQii Inc.

Notice

Sr. No.	Particulars	Details of Directors			
15.	Membership/ Chairmanship of committee of other Boards	Nil	1. ZF Commercial Vehicle Control Systems India Limited • Corporate Social Responsibility Committee – Member • Nomination & Remuneration Committee – Chairperson 2. Swara Baby Products Limited • Audit Committee – Member • Nomination & Remuneration Committee – Chairperson	Nil	1. Eclerx Services Limited • Stakeholders Relationship Committee- Member • Risk Management Committee- Member 2. EAAA Real Assets Managers Limited • Audit Committee – Member • Nomination & Remuneration Committee – Member • Stakeholders Relationship Committee- Member
16.	The justification for choosing the appointees for appointment as Independent Directors/in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof	Not Applicable as the resolution pertains to approval of remuneration to Non-Executive Independent Directors of the Company.			

Statement containing information as required under Schedule V of the Act is as under:

I.	**General information:**	
1.	Nature of industry	The Company is engaged in the business of 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 in the year 2010. 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.

<table>
<tr><td>I.</td><td colspan="2">General information:</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><th>Particulars</th><th>Standalone</th><th>Consolidated</th></tr>
<tr><td></td><td>For the year ended March 31, 2026</td><td>For the year ended March 31, 2026</td></tr>
<tr><td></td><td></td><td>(in Rs. millions)</td></tr>
<tr><td>Revenue from Operations</td><td>27,315.94</td><td>85,479.44</td></tr>
<tr><td>Other Income</td><td>1,718.48</td><td>1,843.09</td></tr>
<tr><td>Total Income</td><td>29,034.42</td><td>87,322.53</td></tr>
<tr><td>Expenses</td><td>28,200.68</td><td>88,484.71</td></tr>
<tr><td>Profit/(Loss) Before Exceptional Items and Tax</td><td>833.74</td><td>(1,162.18)</td></tr>
<tr><td>Exceptional Items Income/ (Expenses) (Net)</td><td>389.59</td><td>(500.09)</td></tr>
<tr><td>Tax expense</td><td>(134.03)</td><td>(374.31)</td></tr>
<tr><td>Profit/(Loss) for the year</td><td>1,089.30</td><td>(2,036.58)</td></tr>
</table>
</td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>As on date, the Company has invested AED 42,50,00,000/- 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.</td></tr>
<tr><td>II.</td><td>Information about the appointee:</td><td>Not Applicable as the resolution pertains to approval of remuneration to the Non-Executive Independent Directors of the Company.</td></tr>
<tr><td>III.</td><td>Other information:</td><td></td></tr>
<tr><td>6.</td><td>Reasons of loss or inadequate profits</td><td>During the financial year 2025-26, while the Company continued to achieve growth in its revenue from operations and even increase its profits after tax by 81.9% (as compared with the previous financial year 2024-25), its profits as computed in accordance with Section 198 of the Act, were inadequate to permit payment of managerial remuneration within the limits prescribed under Section 197 of the Act. The inadequacy of profits was primarily attributable to continued investments in business expansion and customer expansion, brand building, and other long-term strategic initiatives, together with non-cash charges in the form of share-based payment expenses, which impacted the profits for the purpose of Section 198 of the Act.</td></tr>
<tr><td>7.</td><td>Steps taken or proposed to be taken for improvement</td><td>The Company is committed to driving continuous improvement across all business segments and areas of operations. To ensure sustainable growth and enhanced performance, the following steps are being taken:
• Continuously expanding the gross margins in India multi-channel and International segments;
• Optimisation of procurement cost and supply chain;
• Driving economies of scale and operating leverage; and
• Reduction in ESOP cost.</td></tr>
<tr><td>8.</td><td>Expected increase in productivity and profits in measurable terms</td><td>Given 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.</td></tr>
</table>

Rationale for recommendation

In view of the knowledge, expertise, experience of the Non-Executive Independent Directors of the Company and their contribution to the Company as mentioned above, the Board recommends the resolution as set out under Item No. 3 of this notice, for approval of the Members, as a Special Resolution.

Except for the Non-Executive Independent Directors of the Company, whose remuneration is being considered, no other Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the above matter.

Notice

Item No: 04

TO CONSIDER AND APPROVE THE VARIATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFERING ("IPO") AND EXTENSION OF TIMELINE FOR UTILISATION OF THE IPO PROCEEDS

1. Background:

The Company had undertaken an Initial Public Offering in the Financial Year 2024-25 which comprised of a fresh issue of equity shares by the Company aggregating to Rs. 16,660.00 million and an offer for sale of equity shares by certain existing shareholders of the Company, aggregating to Rs. 25,277.28 million.

The net proceeds received by the Company from the fresh issue component of the IPO, after deduction of expenses in relation to the fresh issue from the IPO Proceeds were Rs. 16,017.35 million (**"IPO Proceeds"**).

2. The original purpose or object of the Issue as per Prospectus and total money raised:

The Company had outlined the following items as the objects towards which the IPO Proceeds were to be utilised in the section "Objects of the Offer" in its Prospectus dated August 08, 2024 (**"Prospectus"**), in connection with the IPO:

(In Rs. million)

Sl. No.	Original objects of the IPO as stated in the Prospectus	Total amount raised (IPO Proceeds)	Estimated Utilisation/deployment as per Prospectus		
			Fiscal Year 2025	Fiscal Year 2026	Fiscal Year 2027
I.	**Expenditure by our Company for: (i) setting up new modern stores under the 'BabyHug' brand; and (ii) setting up a warehouse, in India^**	**1,081.00**	**176.00**	**431.00**	**474.00**
	Of which:				
a.	*Setting up new modern stores under the 'BabyHug' brand^*	939.00	176.00	431.00	332.00
b.	Setting up a warehouse^	142.00	-	-	142.00
II.	**Expenditure for lease payments for our existing identified modern stores owned and operated by our Company, in India^**	**931.00**	**226.00**	**470.00**	**235.00**
III.	**Investment in our Subsidiary, Digital Age for (i) setting up new modern stores under the FirstCry brand and other home brands of our Company; and (ii) lease payments for our existing identified modern stores owned and controlled by Digital Age in India^**	**2,996.00**	**674.00**	**1,397.00**	**925.00**
	Of which:				
a.	*Setting up new modern stores under the FirstCry brand and other home brands of our Company^*	1,690.00	359.00	748.00	583.00
b.	*Lease payments for our existing identified modern stores owned and controlled by Digital Age in India^*	1,306.00	315.00	649.00	342.00
IV.	**Investment in our Subsidiary, FirstCry Trading for overseas expansion by: (i) setting up new modern stores; and (ii) setting up warehouse(s), in KSA^**	**1,556.00**	**503.00**	**514.00**	**539.00**
	Of which:				
a.	*Setting up new modern stores^*	726.00	230.00	242.00	254.00
b.	*Setting up warehouses^*	830.00	273.00	272.00	285.00

(In Rs. million)

Sl. No.	Original objects of the IPO as stated in the Prospectus	Total amount raised (IPO Proceeds)	Estimated Utilisation/deployment as per Prospectus		
			Fiscal Year 2025	Fiscal Year 2026	Fiscal Year 2027
V.	**Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in our step-down Subsidiaries**	**1,690.00**	**974.00**	**282.00**	**434.00**
VI.	**Sales and marketing initiatives**	**2,000.00**	**660.00**	**670.00**	**670.00**
VII.	**Technology and data science cost including cloud and server hosting related costs**	**576.00**	**192.00**	**192.00**	**192.00**
VIII.	**Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes#**	**5,187.35**	**1,720.00**	**1,720.00**	**1,747.35**
	Total IPO Proceeds	**16,017.35**	**5,125.00**	**5,676.00**	**5,216.35**

#The cumulative amount to be utilised towards inorganic growth through acquisition and other strategic initiatives and general corporate purposes shall not exceed 35% of the amount raised by our Company. Further, the amount utilised for our object of "Funding inorganic growth through acquisitions and other strategic initiatives" shall not exceed 25% of the amount raised by our Company.

^ The utilisation of IPO Proceeds towards this Object will be made in the period up to September 30, 2026.

3. **The money utilised for the original objects of the Company stated in the Prospectus, the extent of achievement of proposed objects and the unutilised amount out of the money so raised through Prospectus:**

The details of money utilised for the original objects of the Company stated in the Prospectus, the extent of achievement of objects in terms of percentage and the unutilised amount out of the money so raised through Prospectus, are detailed hereunder:

(In Rs. million)

Sl. No	Original objects of the IPO as stated in the Prospectus	Total amount raised (IPO Proceeds)	Amount utilised as on July 31, 2026*	Extent of achievement of objects in terms of percentage (as on July 31, 2026)	Amount unutilised as on July 31, 2026*
I.	**Expenditure by our Company for: (i) setting up new modern stores under the 'BabyHug' brand; and (ii) setting up a warehouse, in India**	**1,081.00**	**240.19**	**22.22%**	**840.81**
	Of which:				
a.	*Setting up new modern stores under the 'BabyHug' brand*	939.00	98.19	10.46%	840.81
b.	*Setting up a warehouse*	142.00	142.00	100%	-
II.	**Expenditure for lease payments for our existing identified modern stores owned and operated by our Company, in India**	**931.00**	**682.57**	**73.32%**	**248.43**
III.	**Investment in our Subsidiary, Digital Age for (i) setting up new modern stores under the FirstCry brand and other home brands of our Company; and (ii) lease payments for our existing identified modern stores owned and controlled by Digital Age, in India**	**2,996.00**	**1,657.60**	**55.33%**	**1,338.40**

Notice

(In Rs. million)

Sl. No	Original objects of the IPO as stated in the Prospectus	Total amount raised (IPO Proceeds)	Amount utilised as on July 31, 2026*	Extent of achievement of objects in terms of percentage (as on July 31, 2026)	Amount unutilised as on July 31, 2026*
	Of which:				
a.	*Setting up new modern stores under the FirstCry brand and other home brands of our Company*	1,690.00	589.03	34.85%	1,100.97
b.	*Lease payments for our existing identified modern stores owned and controlled by Digital Age in India*	1,306.00	1,068.57	81.82%	237.43
IV.	**Investment in our Subsidiary, FirstCry Trading for overseas expansion by: (i) setting up new modern stores; and (ii) setting up warehouse(s), in KSA**	**1,556.00**	**189.71**	**12.19%**	**1,366.29**
	Of which:				
a.	*Setting up new modern stores*	726.00	19.22	2.65%	706.78
b.	*Setting up warehouse(s)*	830.00	170.49	20.54%	659.51
V.	**Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in our step-down Subsidiaries**	**1,690.00**	**1,048.11**	**62.02%**	**641.89**
VI.	**Sales and marketing initiatives**	**2,000.00**	**1,997.66**	**99.88%**	**2.34**
VII.	**Technology and data science cost including cloud and server hosting related costs**	**576.00**	**538.34**	**93.46%**	**37.66**
VIII.	**Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes#**	**5,187.35**	**3,916.25**	**75.50%**	**1,271.10**
	Total IPO Proceeds	**16,017.35**	**10,270.43**	**64.12%**	**5,746.92**

* As certified by Bansal & Co. LLP, Chartered Accountants vide their certificate dated August 08, 2026

#The cumulative amount to be utilised towards inorganic growth through acquisition and other strategic initiatives and general corporate purposes shall not exceed 35% of the amount raised by our Company. Further, the amount utilised for our object of "Funding inorganic growth through acquisitions and other strategic initiatives" shall not exceed 25% of the amount raised by our Company.

4. **The particulars of the proposed variation in the objects for which the Prospectus was issued:**

While no new object is being introduced, it is proposed to reallocate the unutilised proceeds of the IPO, within the existing objects as under:

(In Rs. million)

Sl. No.	Objects stated in the Prospectus	Amount proposed to be reallocated from Objects mentioned in the Prospectus	Amount proposed to be reallocated to the following Objects			
			Object III(a) – setting up new modern stores under the FirstCry brand and other home brands of our Company	Amended Object I(b) – Setting up of new warehouses*	Object VII – Technology and data science cost including cloud and server hosting related costs	Object VI – Sales & marketing initiatives
1	Object I(a) – Setting up new modern stores under the 'BabyHug' brand, in India	(840.81)	840.81	-	-	-
2	Object IV(b) – Setting up warehouse(s) in KSA	(614.51)	-	421.29	193.22	-
3	Object IV(a) – Setting up new modern stores in KSA	(706.78)	-	-	256.78	450.00
	Total	**(2,162.10)**	**840.81**	**421.29**	**450.00**	**450.00**

**Amendment in Object I(b) is to open new warehouses in India, accordingly, the IPO Proceeds are being reallocated for the same.*

#The cumulative amount to be utilised towards inorganic growth through acquisition and other strategic initiatives and general corporate purposes shall not exceed 35% of the total amount raised by our Company. Further, the amount utilised for our object of "Funding inorganic growth through acquisitions and other strategic initiatives" shall not exceed 25% of the amount raised by our Company.

In addition to the above variation, amendments in the existing objects are also proposed for the approval of the members of the Company as under:

i) **Amendment in Object I(b) i.e. Setting up a warehouse:** The original object mentioned in the Prospectus was to set up a warehouse in India. The proposed amendment in the said object is to set up new warehouses in India, in order to expand the wholesale, retail and omni-channel operations through enhanced inventory management, faster order fulfilment with the Company's Qwik initiative and improved supply chain efficiencies. Accordingly, a part of the unutilised portion of the IPO Proceeds is proposed to be reallocated for the same.

ii) **Amendment in Object V i.e. Investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in our step-down Subsidiaries:** The proposed amendment in the object is to make investment in our Subsidiary, Globalbees Brands towards acquisition of additional stake in any of our existing step-down Subsidiaries, instead of restricting such utilisation only to specific step-down subsidiaries as mentioned in the Prospectus.

5. **The reason and justification for seeking variation in the objects of the IPO:**

The reason and justification for seeking variation in the objects of the IPO are detailed hereunder:

a) **Reallocation of unutilised IPO Proceeds from the object of '*Setting up new modern stores under the 'BabyHug' brand' to the Object of 'Setting up new modern stores under the FirstCry brand and other home brands of our Company*':**

In view of the evolving customer preferences, the changing retail landscape and the business considerations, the Company proposes to reallocate the unutilised IPO Proceeds from the existing object of setting up new modern stores under the 'BabyHug' brand towards setting up new modern stores under the 'FirstCry' brand through investment in our wholly owned subsidiary **Digital Age Retail Private Limited**.

Over the last few years, customer shopping behaviour has evolved significantly. Parents increasingly prefer a one-stop destination where they can access BabyHug alongside other leading national and international brands in various categories including toys, fashion, feeding, nursery and maternity products. A FirstCry-format store caters to these broader shopping missions much better than a single-brand format. Hence, from a business standpoint, a multi-brand format also allows us to improve productivity per square foot, increase basket size, drive higher customer frequency and better leverage our omni-channel ecosystem.

Secondly, BabyHug products today account for a significant share of sales even within our FirstCry stores. In FY26, our home brand constituted approx. 58% of the total India Multi-channel GMV*. The India Multi-channel GMV* for FY26 was Rs. 97,833 million. Therefore, by allocating capital from expansion of BabyHug Company owned stores to expansion of FirstCry Company owned stores, we are providing customers with a wider assortment while continuing to showcase BabyHug prominently.

*(*GMV refers to the monetary value of Orders inclusive of taxes and gross of discounts, if any, across the FirstCry website, mobile application and FirstCry and BabyHug modern stores in India, including those operated by Digital Age and franchisees, net of order cancellations, gross of franchisee commission, net of shipping and cash on delivery charges and prior to product returns.)*

The reallocation of IPO Proceeds from modern stores of BabyHug COCO stores to modern stores of FirstCry COCO stores represents only a change in the store format, with the broader objective of driving revenue growth through expansion of the Company's offline retail network remaining unchanged.

Considering the above factors, the Company believes that reallocating the unutilised IPO Proceeds towards the FirstCry format would enable more effective utilisation of the funds and is therefore proposing the aforesaid change in the object of the IPO proceeds for the approval of the Members of the Company.

b) **Reallocation of unutilised IPO Proceeds from the Object of '*Investment in our Subsidiary, FirstCry Trading for overseas expansion by: (i) setting up new modern stores; and (ii) setting up warehouse(s), in KSA*':**

The Company has reviewed the capital requirements of its international business in light of evolving market conditions, competitive dynamics and business priorities. In view of the competitive intensity in the middle-east market since Q3 of FY2024-25, the Company has adopted a more focused approach towards sustainable growth. The management is of the view that the infrastructure capacity in KSA is adequate to cater to the anticipated growth in the business, thereby reducing the immediate requirement for further capital deployment towards expansion. Accordingly, the requirement for the balance unutilised IPO Proceeds allocated for this object has reduced. Any future expansion in KSA, if required based on market conditions and business requirements, will be funded through internal accruals.

In view of the above, the Company proposes to reallocate the unutilised IPO Proceeds towards setting up new warehouses in India, Technology & data science costs for India business and Sales & marketing initiatives for India business (more specifically defined in the table under point no. 4), enabling more effective utilisation of the funds in line with the Company's current business priorities.

c) **Reallocation of unutilised IPO Proceeds towards the Object of '*Setting up of new warehouses in India*':**

The reallocation of the IPO Proceeds towards the amended Object for Setting up of new warehouses in India, is aimed at the Company's current operational priorities and long-term growth strategy by optimising the deployment of capital, as the Company has reviewed its infrastructure requirements in line with the growth of its business and evolving operational needs. While the Prospectus contemplated investment in warehousing infrastructure, the Company has re-assessed that establishing additional warehouses would better support its expanding wholesale, retail and omni-channel operations through enhanced inventory management, faster order fulfilment with the Company's Qwik initiative and improved supply chain efficiencies.

These warehouses will be leased warehouses and the IPO Proceeds will be used for acquiring assets required to make the warehouses operational which primarily comprises of, but not limited to racking systems, process furniture, pallet and hand pallet trucks, PPE storage bins, electrical works and IT assets and IT network.

d) **Reallocation of unutilised IPO Proceeds towards the Object of '*Sales and marketing initiatives*' for India Business:**

The reallocation of the unutilised IPO Proceeds towards sales and marketing initiatives represents a more effective and value-enhancing utilisation of the funds, in line with the Company's current growth priorities and the opportunity to further strengthen customer acquisition, retention and engagement. Such deployment will enhance brand visibility and enable the Company to effectively capitalise on growth opportunities across its omni-channel platform.

The Company intends to continue investing in targeted digital and brand marketing initiatives, including performance advertising, social media, personalised campaigns and other customer outreach activities, to strengthen customer engagement, expand its market position and drive sustainable growth.

The advertising and sales promotion expenses incurred by our Company for the last three financial years were as follows:

(Rs. in million)

Particulars of Advertising and Sales Promotion Expenses		
FY 2023-24	**FY 2024-25**	**FY 2025-26**
1,837.66	2,083.58	2,369.49

e) Reallocation of unutilised IPO Proceeds towards the Object of '*Technology and data science cost including cloud and server hosting related costs*' for India Business:

The reallocation of the unutilised IPO Proceeds towards technology and data science initiatives will enable the Company to align its funds with its current business priorities and support the continued growth of its online and omni-channel businesses. Increased investment in technology, data analytics, Artificial Intelligence (AI), Machine Learning (ML), cloud infrastructure and cybersecurity will strengthen the Company's digital infrastructure, enhance customer experience, improve operational efficiency and enable better data-driven decision-making. Accordingly, the proposed reallocation will facilitate more effective utilisation of the IPO Proceeds towards areas that are critical to the Company's future growth and scalability.

The Company intends to use the funds towards strengthening its technology platform, including cloud infrastructure, AI and ML capabilities, data science, software development, cybersecurity and other IT initiatives. These investments will support better demand forecasting, inventory and supply chain optimisation, personalised customer experiences, automation and improved operational efficiencies. By strengthening these capabilities, the Company expects to enhance the scalability and resilience of its digital ecosystem, improve unit economics and support sustainable growth across its businesses.

Expenses on technology and expenses on cloud infrastructure, software development and other information technology related expenses incurred by our Company for the last three years were as follows:

(Rs. in million)

Particulars of Technology costs and Expenses on Cloud Infrastructure, Software Development and other Information Technology related expenses		
FY 2023-24	**FY 2024-25**	**FY 2025-26**
235.94	309.14	284.51

f) Investment in our Subsidiary, Globalbees Brands Private Limited ('Globalbees Brands') towards acquisition of additional stake in any of our existing step-down Subsidiaries:

The Company has allocated Rs. 1,690 million from the IPO Proceeds for investment into Globalbees Brands towards acquisition of additional stake in our step-down Subsidiaries i.e., Frootle India Private Limited (**'Frootle'**), Plantex E-commerce Private Limited (**'Plantex'**) and Encasa Homes Private Limited (**'Encasa'**). The Company has already utilised an amount of Rs. 1,048.11 million till date to acquire an additional stake of 23% in Frootle and 10% in Plantex, taking up the shareholding to 70.28% in Frootle and 70% in Plantex, on a fully diluted basis.

(Rs. in million)

Sr. No.	**Particulars**	**Amount**
1	Original amount allocated under the Object	1,690.00
2	Amount utilised till date	1,048.11
3	Unutilised Amount	641.89

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The amount already utilised has been deployed in accordance with the Object disclosed in the Prospectus. There is no proposal to vary, reallocate or otherwise modify the utilisation. The present proposal relates only to the manner in which the balance unutilised amount of Rs. 641.89 million may be deployed within the same object.

Globalbees Brands operates a diversified house-of-brands platform and has controlling stake in several companies engaged across various consumer product categories. Since the time of the IPO, the business scale, financial performance, funding requirements, strategic priorities and capital allocation requirements of the various businesses forming part of the Globalbees Brands portfolio have evolved. The revenue from operations and adjusted EBITDA of Globalbees Brands on a consolidated basis for the last three financial years were as under:

(Rs. in million)

Sr. No.	Particulars	FY 2023-24	FY 2024-25	FY 2025-26
1	Revenue from Operations	12,093	15,777	18,943
2	Adjusted EBITDA	23	221	559
3	Adjusted EBITDA%	0.2%	1.4%	3%

The original allocation under the Object was specifically linked to acquisition of additional stakes in Frootle, Plantex and Encasa based on the contractual arrangements, business requirements, estimates and circumstances prevailing at the time of filing the Prospectus.

Subsequent to the IPO and based on developments thereafter, including investments already undertaken, the funding requirements of the identified entities/brands, their respective business plans, performance and capital requirements, the Company and Globalbees Brands have reassessed the optimal deployment of the balance amount.

The Board believes that restricting the deployment of the entire unutilised amount solely to the three entities specifically identified at the time of the IPO may not provide Globalbees Brands with adequate flexibility to allocate capital amongst its portfolio companies based on their respective business requirements, performance, growth prospects and strategic importance.

Accordingly, the Company proposes to provide Globalbees Brands greater flexibility to utilise the unutilised amount towards acquisition of additional stake in any of its existing step-down subsidiaries, instead of restricting such utilisation only to Frootle, Plantex and Encasa.

6. **The proposed time limit within which the proposed varied objects would be achieved:**

   The unutilised IPO Proceeds are proposed to be utilised by the Company by Financial Year 2028-29. Through this resolution, the Company also proposes extension of the time limit for use of IPO Proceeds towards all the objects (including the proposed amended objects) by Financial Year 2028-29.

7. **The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:**

   The proposed variation and extension of the utilisation timeline are intended to enable more efficient deployment of the unutilised IPO Proceeds in line with the Company's current business requirements and strategic priorities. The proposed reallocation would provide the Company with greater flexibility to deploy capital towards areas including expansion of its warehousing and retail network, sales and marketing initiatives and technology investments.

   The financial impact of the proposed variation on the earnings and cash flows of the Company cannot be precisely quantified at this stage and will depend, inter-alia, on the timing and manner of deployment of the IPO Proceeds, business performance and prevailing market conditions. However, the Board believes that the proposed variation would facilitate optimal utilisation of the IPO Proceeds and support the Company's medium to long-term growth and operating objectives.

8. **The amount proposed to be utilised for the new objects:**

   While no new object is being introduced, the proposed variations in the utilisation of the IPO Proceeds are detailed in point no. 4 of this explanatory statement.

9. **The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:**

This disclosure is not applicable as Rule 3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 has been omitted w.e.f. May 07, 2018.

10. **Risk factors pertaining to new objects:**

While no entirely new object is being introduced, the varied objects remain subject to execution and business risks. These include delays or cost overruns in commissioning additional leased warehouses and related assets; the possibility that incremental sales and marketing expenditure may not generate the anticipated customer acquisition or retention benefits; technology implementation, cybersecurity and obsolescence risks; and the risk that additional investments by Globalbees Brands in its existing step-down subsidiaries may not generate the anticipated strategic or financial returns. The Company will evaluate deployment under the varied objects in accordance with its internal approval processes and applicable law.

11. **The place from where any interested person may obtain a copy of the notice of resolution to be passed:**

Any interested person may access the notice of the resolution from the Company's website at https://www.firstcry.com/investor-relations/agm-annual-general-meetings and the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

12. **Confirmation that the exit offer conditions under Regulation 59 read with Schedule XX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") are not triggered:**

The Company does not have any identifiable promoters or controlling shareholders and accordingly, there is no requirement to provide an exit offer in the proposed resolution, as per proviso to Regulation 59 read with Schedule XX of the SEBI ICDR Regulations.

13. **Any other relevant information which is necessary for the members to take an informed decision on the proposed resolution:**

None

Rationale for recommendation:

The Board of Directors, after careful consideration of the prevailing business environment, operational requirements, implementation timelines, and the Company's strategic priorities, is of the opinion that it is in the best interest of the Company and its stakeholders to seek the approval of the Members for the proposed variation in the objects of the IPO and the extension of the time limit for utilisation of the IPO Proceeds and accordingly, on the recommendation of the Audit Committee, has approved the variation in objects of the IPO along with extension of time limit for utilisation of the IPO Proceeds for all the objects (including the proposed amended objects) as mentioned in the Prospectus by Financial Year 2028-29, at their meeting held on August 13, 2026, subject to receipt of approval of the Members by way of passing a Special Resolution. The proposed changes are intended to facilitate the efficient and optimal utilisation of the IPO Proceeds in line with the Company's evolving business requirements and long-term growth strategy.

In terms of Sections 13 and 27 of the Companies Act, 2013 and rules made thereunder and applicable provisions of SEBI ICDR Regulations, the aforesaid proposal of variation of objects of IPO and the extension of the time limit for utilisation of the IPO Proceeds is being placed before the members at the 16th Annual General Meeting for their consideration and approval. All relevant documents as stated in the notice of AGM, resolution and explanatory statement in relation to the proposed variation of objects of IPO and the extension of the time limit for utilisation of the IPO Proceeds, would be made available for inspection. Please refer to Note No. 6 given in the notice on inspection of documents.

In view of the above, the Board recommends the Resolution, as set out in Item No. 4 of this Notice, for approval of the Members, as a Special Resolution, on the terms set forth above and in the resolution.

Except to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of this Notice.

Additional Information under Item No. 2:

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

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

Sr. No.	Particulars	Details
1.	Director Identification Number (DIN)	09593712
2.	Name (in full)	Sanket Raghavendra Hattimattur
3.	Date of Birth	November 13, 1981
4.	Age	44 years
5.	Qualification	Bachelor's degree in Commerce (financial accounting and auditing)
6.	Experience	Approximately 15 years of experience in the 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.
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, Non-Executive Director (DIN: 09593712), being the Director who has been longest in office since his last appointment, is liable to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.
10.	Details of remuneration sought to be paid and last drawn remuneration	**Last drawn remuneration for the financial year 2025-26:** Mr. Sanket Hattimattur did not receive any remuneration from the Company during the financial year 2025-26. However, the ESOP Cost of options already granted to him was Rs. 2,01,15,927/-, for the financial year 2025-26. **Remuneration proposed:** No remuneration is proposed to be paid to Mr. Sanket Hattimattur in connection with his re-appointment as a Non-Executive Director of the Company.
11.	Date of first appointment on the Board	May 05, 2022
12.	Shareholding in the Company	6,34,780 Equity Shares of Rs. 2/- each (as at the date of this Notice)
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	04 out of 05 Board Meetings held during the financial year 2025-26
15.	Other Directorships including in listed entities	Digital Age Retail Private Limited, India Shenzhen Starbees Services Limited, People's Republic of 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

By order of the Board of Directors
Brainbees Solutions Limited

Sd/-
Mandar Joshi
Company Secretary & Compliance Officer
ICSI Membership No.: A40533

Date: August 13, 2026
Place: Pune

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Brainbees Solutions Limited

Rajashree Business Park,
Survey No. 338, Next to Sohrabh Hall,
Tadiwala Road, Pune - 411 001,
Maharashtra, India