

OTC Pink Basic Disclosure Guidelines

**Brainybrawn, Inc.
Annual Report
For the Year Ended March 31, 2014**

1) Name of the issuer and its predecessors (if any)

The issuer's name for the entire past five years is:

Brainybrawn, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
1642 Union Blvd., Suite B
Allentown, PA 18109

Mailing Address
14781 Memorial Drive, Suite # 3186
Houston, TX 77079

Phone: 484-661-1518

Email: investorrelations@brainybrawn.com Website(s): www.brainybrawn.com

IR Contact

None

3) Security Information

Trading Symbol: BRNW

Exact title and class of securities outstanding: Common stock

CUSIP: 10502E101

Par or Stated Value: \$0.0001 (Par value was changed to \$0.00001 in error on March 7, 2014 and corrected to \$0.0001 on 13 May 2014)

Total shares authorized: 500,000,000 as of: 3/31/14

Total shares outstanding: 199, 530,953 as of: 3/31/14

Total shares authorized: 500,000,000 as of: 7/16/14

Total shares outstanding: 222,030,953 as of: 7/16/14

Additional class of securities:

Trading Symbol: N/A

Exact title and class of securities outstanding: Preferred Stock

CUSIP: N/A

Par or Stated Value: \$.0001 (Par value was changed to \$0.00001 in error on March 7, 2014 and corrected to \$0.0001 on 13 May 2014)

Total shares authorized: 25,000,000 as of: 3/31/14

Total shares outstanding: -0- as of: 3/31/14

Total shares authorized: 25,000,000 as of: 7/16/14

Total shares outstanding: -0- as of: 7/16/14

Transfer Agent

Globex Transfer LLC

780 Deltona Blvd., #202

Deltona, FL 32725

Phone: 813-344-4490

Is the Transfer Agent registered under the Exchange Act?

Yes: X

List any restrictions on the transfer of security:

Sales of restricted stock are subject to satisfaction of Rule 144 of the Securities Act of 1933, as amended (the "Securities Act").

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The Company increased the shares of its authorized common stock to 500,000,000 with a par value of \$.00001 on March 7, 2014.

4) Issuance History

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

There have not been any offerings of the Company's common stock to raise capital in the past two fiscal years. However, shares were issued for services, settlement of payables, writing off of past due and unpaid compensation, and other purposes. The Company has relied on exemption from registration provided in Section 4(a)(2) of the Securities Act in that none of the sales involved a public offering.

From April 01, 2014 until 16 July 2014 the following number of shares of the Company's common stock was issued:

- a. In April and May of 2014, the Company issued a total of 22,500,000 shares of its common stock at par value \$0.0001 upon conversion of \$2,250 debt assigned by the Lender to three unrelated and unaffiliated parties.

During the fiscal year ended March 31, 2014, the following number of shares of the Company's common stock was issued:

- a. In April and July of 2013, the Company issued a total of 100,000 shares of its common stock to one of its directors for services. In March of 2014 additional 6,000,000 shares were granted to the director for services.
- b. In January of 2014, the Company granted 7,500,000 shares of its common stock to chief executive officer and director of the Company for write off of \$15,000 in past due and unpaid compensation.
- c. In January of 2014, the Company issued 3,000,000 shares as retainer in the name of Darrin Ocasio, of Sichenzia Ross Friedman Ference LLP for engagement of the firm to represent the Company with respect to its continuing OTC Pink Market reporting requirements and general corporate matters during the calendar year 2014 valued at \$6,000.
- d. In March of 2014, the Company granted 120,000,000 shares of its common stock to chief executive officer and director of the Company for write off of \$62,000 in past due and unpaid compensation.
- e. In March of 2014, the Company issued 3,000,000 shares in the name of Darrin Ocasio, of Sichenzia Ross Friedman Ference LLP as legal fees valued at \$1550.

During the fiscal year ended March 31, 2013, the following number of shares of the Company's common stock were issued:

- a. 200,000 restricted shares to Donald H. Wernsing for services valued at \$2000 during the fiscal year 2013
- b. 75,000 restricted shares to Himanshu Papnai as compensation for services valued at \$375 during the fiscal year 2013
- c. 381,250 restricted shares to Mark Preiss in lieu of write-off of \$15,250 owed in past due rent
- d. 20,000,000 restricted shares to Naresh Belwal for write off of \$10,000 in past due compensation
- e. 500,000 restricted shares to Sunil Behl as compensation for services valued at \$2,500

B. Any jurisdictions where the offering was registered or qualified;

None.

C. The number of shares offered;

See disclosure in Section 4A above.

D. The number of shares sold;

See disclosure in Section 4A above.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See disclosure in Section 4A above.

F. The trading status of the shares; and

Restricted stock, subject to Rule 144.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes.

5) Financial Statements

The financial statements for the years ended March 31, 2014 and March 31, 2013 (Unaudited), which include balance sheet, income statement, statement of cash flows, and footnotes to the financial statements have been filed on otcq.com on July 15, 2014 and are incorporated by reference throughout this document.

6) Describe the Issuer's Business, Products and Services

A. a description of the issuer's business operations;

The Company is a development stage company, providing integrated and comprehensive web and windows based software, application development, information and business management solutions to diversified industry segments with the help of its wholly owned subsidiary Sanvi Infotech Private Limited, headquartered in Dehradun, India.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was originally incorporated in the State of Delaware on January 19, 1999 under the name Brainybrawn.Com, Inc. On December 8, 2000 the Company changed its name to Brainybrawn, Inc.

C. the issuer's primary and secondary SIC Codes;

The Company's primary SIC code is 7371 – the secondary code is 7389.

D. the issuer's fiscal year end date;

March 31.

E. principal products or services, and their markets;

We, through our subsidiary, SANVI, are in the business of consulting, software development and Information Technology services, providing cost effective solutions through system integration, application and development,

which attempts to focus mainly on development of software products and services in Healthcare, Hospitality, Education, and Retail and Internet driven retailers and membership or subscription based businesses. We offer customized web and windows application development services in India and the US; however, at this juncture, we are focusing on primarily the Indian market for sale of business information management products and solutions in the hospitality, education and retail sectors.

7) Describe the Issuer's Facilities

The Company presently occupies office space in Allentown, Pennsylvania under a month to month agreement at a monthly rent of \$200. We

The Company's mailing address is in Houston, Texas under a month to month agreement at a monthly rent of \$15.

The Company's subsidiary, Sanvi Infotech Pvt. Ltd occupies and shares office space in Dehradun, Utrakhnad, India under an annual lease at an annual rent of approximately \$ 2000 (INR 120,000) or about \$167 (INR 10,000) per month.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Naresh Belwal, Director, President and CEO

Mr. Belwal is a member of the Board of Directors of Brainybrawn, Inc., and presently the Company's President & CEO. He is also a Founder and Director at Zotality, Inc., an astrology driven social networking destination. Prior to launching Brainybrawn, he headed investment-banking services at US Securities & Futures Corp., a broker-dealer and investment-banking firm located on Wall Street. Prior to that, he was Vice President Marketing at Spencer Trask Securities and Vice President Marketing at Berkeley Securities.

He began his career in the brokerage industry at Lehman Brothers, Inc. His experience in the finance and brokerage industry covered all stages of the processes involved in evaluating, structuring, and closing financing proposal and guiding early stage and small companies in evaluating and structuring mergers and acquisition transactions. Mr. Belwal holds an MBA in finance from Pace University, New York.

Dr. Donald H. Wernsing, M.D., Director and Treasurer

Dr. Donald Wernsing is the Medical Director of Medical Management for Emblem Healthcare, a 3.4 million member managed care organization in New York City. Prior to this position he was Chief Medical Officer for AmeriChoice - New Jersey, a United Healthcare Medicaid/Medicare managed care organization.

For many years he was a health care consultant with experience in Family Practice, Hospital Systems, Utilization Management, and Managed Care Plan Development and Implementation. Dr Wernsing has held numerous senior positions with premier insurance and health care management organization in the US, including Medical Director of Medical Management for HIP-New York, President / CMO Health Resource Partners at Atlantic Health System, NJ; Chief Medical Officer at Corning Franklin Health, Inc., Senior Vice President & Regional Medical Director at US Healthcare, NJ, and Director, Family Practice Residency Training Program at Overlook Hospital, Summit, NJ. Dr Wernsing has been involved in healthcare product development and business development with the Company since 2000.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders.

The table below sets forth information as to each person owning of record or who was known by the Company to own beneficially more than 5% of the 222,030,953 shares of issued and outstanding Common Stock of the Company as of the date of this report and information as to the ownership of the Company's Stock by each of its directors and executive officers and by the directors and executive officers as a group. Except as otherwise indicated, all shares are owned directly, and the persons named in the table have sole voting and investment power.

<u>Name of Beneficial Owners & Directors</u>	<u>Nature of Ownership</u>	<u>Shares Owned as on July 16, 2014</u>	
Naresh Belwal 14781 Memorial Drive Suite # 3186 Houston, TX 77079	Common Stock	156,323,750 (1)	70.41%
Donald Wernsing 12488 Afton Court, Fort Myers, FL 33908	Common Stock	7,000,000	3.15%
Officers and Directors As a Group (two persons)	Common Stock	163,323,750	73.56%

(1) Includes 2,465,000 shares held by spouse.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Darrin Ocasio

Firm: Sichenzia Ross Friedman Ference LLP

Address 1: 61 Broadway, 32nd Floor

Address 2: New York, NY 10006
Phone: 212.930.9700 / 212.398.1493
Email: dmocasio@srff.com

Accountant or Auditor:
None retained

Investor Relations Consultant:
None retained

Other Advisor:
None retained

10) Issuer Certification

I, Naresh Belwal certify that:

1. I have reviewed this disclosure statement for the year ended March 31, 2014 of Brainybrawn, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



July 16, 2014
Naresh Belwal
Chief Executive Officer and President