

**OTC Pink Basic Disclosure Guidelines December 31, 2015****1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

BRAINYBRAWN, INC.

**2) Address of the issuer's principal executive offices**Company Headquarters

Address 1: 1642 Union Blvd

Address 2: Suite B

Address 3: Allentown, PA 18109

Phone: 484 661 1518

Email: [customerservice@brainybrawn.com](mailto:customerservice@brainybrawn.com)

Website(s): [www.brainybrawn.com](http://www.brainybrawn.com)

Mailing Address

Address 1: Suite 3186

Address 2: 1321 Upland Drive

Address 3: Houston, TX 77043

Phone: 484 661 1518

Email: [customerservice@brainybrawn.com](mailto:customerservice@brainybrawn.com)

Website(s): [www.brainybrawn.com](http://www.brainybrawn.com)

IR Contact

Address 1: Suite 3186

Address 2: 1321 Upland Drive

Address 3: Houston, TX 77043

Phone: NONE

Email: [investorrelations@brainybrawn.com](mailto:investorrelations@brainybrawn.com)

Website(s): [www.brainybrawn.com](http://www.brainybrawn.com)

**3) Security Information**

Trading Symbol: BRNW

Exact title and class of securities outstanding: Common Stock

CUSIP: 10502E101

Par or Stated Value: \$ 0.0001

Total shares authorized: 1,975,000,000 as of: 12/31/15 and 02/19/16

Total shares outstanding: 498,504,453 as of: 02/19/16

Total shares outstanding: 498,504,453 as of: 12/31/15

Additional class of securities (if necessary): Preferred Stock

Trading Symbol: N/A

Exact title and class of securities outstanding: None Outstanding

CUSIP: N/A

Par or Stated Value: \$0.0001

Total shares authorized: 25,000,000 as of: 12/31/15 and 02/19/16

Total shares outstanding: 0 as of: 12/31/15 and 02/19/16

Transfer Agent

Name: Globex Transfer LLC

Address 1: Suite 202

Address 2: 780 Deltona Blvd

Address 3: Deltona, FL 32725

Phone: 813 344 4490

Is the Transfer Agent registered under the Exchange Act?\* Yes:  No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Sale of stock is 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:

In September 2015 the Company increased its authorized common shares from 500,000,000 to 1,975,000,000.

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

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

From January 01, 2016 until February 19, 2016:

No securities were issued by the Company from January 01, 2016 until February 19, 2016.

From October 01, 2015 until December 31, 2015:

No securities were issued by the Company from October 01, 2015 until December 03, 2015.

From April 1, 2015 until September 30, 2015:

On August 27, 2015, the Company issued a 7.5% Convertible Debenture to a single unaffiliated party in the principal amount of \$ 13,000. The convertible promissory note matures on August 27, 2016 and shall be convertible into common stock of the Company at conversion prices equal to the lower of \$0.001 or 55% of the average of the 2 lowest trading daily prices of the Company's common stock during the 20 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note.

On April 6, 2015, the Company issued a 7.5% Convertible Debenture to an unaffiliated party in the principal amount of \$27,500. The debenture matures on July 6, 2016 and is convertible into common stock of the Company at a conversion price that equals to the lower of \$0.002 or 55% of the average of the 3 lowest daily trading prices of the Company's common stock during the 10 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note.

From April 1, 2014 until March 31, 2015:

On August 13, 2014, the Company closed a Securities Purchase Agreement with IBC Funds LLC ("IBC") providing for the purchase of a 5% Convertible Debenture in the in the principal amount of \$50,000 (the "Debenture"). The

Debenture bears interest at the rate of 5% per annum; is due and payable on August 12, 2015 ("Maturity Date"); and may be converted by IBC into shares of the Company's common stock at any time after the date of issuance before the later of the Maturity Date or such later date when the Debenture was paid in full, at a conversion price equal to \$0.0038 per share. Entire principal and accrued interest owed was subsequently converted into 13,815,700 shares in August 2015.

Other than the aforementioned SPA providing for the purchase of a 5% Convertible Debenture in August of 2014, a 7.5% Convertible Debenture in the principal amount of \$27,500 in on April 6, 2015, and 7.5% Convertible Debenture in the principal amount of \$13,000 on August 27, 2015 there have not been any offerings of the Company's securities to raise capital in the past two fiscal years. However, shares were issued for services, settlement of payables and debts, writing off of past due and unpaid compensation, and other purposes. The Company 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 January 01, 2016 until February 19, 2016 the following number of shares of the Company's common stock was issued:

The Company issued no shares of its common stock from January 01, 2016 until February 19, 2016.

From October 01, 2015 until December 31, 2015 the following number of shares of the Company's common stock was issued:

In December of 2015, the Company granted 75,000,000 restricted shares of its common stock to chief executive officer and director of the Company for write-off of \$90,000 in past due and unpaid compensation

From April 1, 2015 until September 30, 2015 the following number of shares of the Company's common stock was issued:

- a. In September 2015 the Company issued a total of 13,250,000 free-trading shares of its common stock at par value \$0.0001 upon conversion of accrued and unpaid interest assigned by a Lender to an unrelated and unaffiliated party.
- b. In August of 2015, the Company issued 13,815,700 free-trading shares of its common stock upon conversion of the entire principal of \$50,000 and accrued and unpaid Interest of \$2,500 payable on the 5% Convertible Debenture issued in August of 2014 by the Company.
- c. On April 7, 2015, the Company issued a total of 30,000,000 free-trading shares of its common stock at par value \$0.0001 upon conversion of debt and accrued but unpaid interest assigned by a lender to an unrelated and unaffiliated party.

From April 1, 2014 until March 31, 2015 the following number of shares of the Company's common stock was issued:

- a. On December 12, 2014, the Company's Chief Executive Officer converted \$120,000 in past due and unpaid compensation into restricted 100,000,000 shares of the Company's common stock at \$0.0012 per share. The acquisition of these shares by the Chief Executive Officer increased his ownership in the Company's common stock to 253,858,750 shares out of 366,438,753 issued and outstanding shares following the conversion.
- b. On September 2, 2014, the Company issued an aggregate of 22,203,900 free-trading shares of its common stock to IBC upon conversion of the entire remaining balance of the convertible promissory note in the amount of \$4,440.78 which was assigned to IBC from Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.
- c. On August 13, 2014, the Company issued an aggregate of 22,203,900 free-trading shares of its common stock to IBC upon partial conversion of a convertible promissory note in the amount of \$4,440.78 which was assigned to IBC from Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.
- d. In April and May of 2014, the Company issued a total of 22,500,000 free-trading shares of its common stock upon conversion of a convertible promissory note in the amount of \$2,250 which was assigned to three parties, unrelated and unaffiliated with the Company, by Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.

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 restricted shares of its common stock to one of its directors for services. In March of 2014 additional 6,000,000 restricted shares were granted to the director for services.

- b. In January of 2014, the Company granted 7,500,000 restricted 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 restricted 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 restricted 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 restricted shares in the name of Darrin Ocasio, of Sichenzia Ross Friedman Ference LLP as legal fees valued at \$1,550.

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

N/A

C. The number of shares offered;

See disclosure in Section 4 A. above

D. The number of shares sold;

See disclosure in Section 4 A. 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

See disclosure in Section 4 A. above

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. On restricted shares, as detailed in Section 4 A. above

## **5) Financial Statements**

The unaudited financial statements for the quarter ended December 31, 2015 have been filed on otcq.com on January 28, 2016 and are incorporated by reference throughout this report.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

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, and information and business management solutions to diversified industry segments through its subsidiary Sanvi Infotech Private Limited ("Sanvi"), 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 hospitality, education, and retail based businesses. We offer customized web and windows application development services in India and the US; however, at this juncture, we are focusing primarily on the Indian market for sale of business information management products and solutions in the hospitality, and education sectors.

## 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

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, occupies and shares office space in Dehradun, Uttrakhand, India under an annual lease at an annual rent of approximately INR 120,000 (approximately \$2,000 per annum) until March 2015, and INR 150,000 (approximately \$2310 per annum) thereafter.

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

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 and President and CEO of Brainybrawn, Inc. He is also a Founder and Director at Zotality, Inc., which owns astrology driven social networking, matrimonial and dating destinations. 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. He has been involved in healthcare product and business development with the Company since 2000.

Donald H. Wernsing resigned formally from the Board effective December 01, 2015 due to personal reasons requiring him to disengage from his many commitments and not in connection with any disagreement with the Company on any matter relating to the Company's operations, policies or practice.

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. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<b><u>Name of Beneficial Owners &amp; Directors</u></b>	<b><u>Nature of Ownership</u></b>	<b><u>Shares Issued &amp; Owned as on December 31, 2015</u></b>	
Naresh Belwal	Common Stock	333,323,750 (1) (2)	66.60%

Suite 3186  
1321 Upland Drive  
Houston, TX 77043

issued and outstanding

Donald Wernsing  
12488 Afton Court,  
Fort Myers, FL 33908

Common Stock  
issued and outstanding

7,375,000 (3)

1.48%

Officers and Directors  
As a Group (two persons)

Common Stock  
issued and outstanding

340,698,750 (1) (2) (3) 68.02%

- (1) Includes 2,465,000 shares held by spouse.
- (2) Includes vested options to purchase 1,500,000 shares; and additional 500,000 shares by spouse.
- (3) Includes vested options to purchase up-to 375,000 shares

## 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, 32<sup>nd</sup> Floor  
Address 2: New York, NY 10006  
Phone: 212.390.9700  
Email: dmocasio@srff.com

### Accountant or Auditor

Name: NA  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations Consultant

Name: NA  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: NA  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Naresh Belwal certify that:

1. I have reviewed this annual disclosure statement 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.

February 19, 2016

A handwritten signature in black ink, appearing to read 'Naresh Belwal', is written over a faint, large, oval-shaped watermark or background graphic.

Naresh Belwal  
Chief Executive Officer and President