

05th SEPTEMBER, 2024

**To,
The Secretary
Corporate Relationship Department
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Mumbai- 400001**

Ref: TRADEWELL HOLDINGS LIMITED (Previously known as “Brand Realty Services Limited”) (ISIN: INE819G01012) (Scrip Code: 531203)

Sub: Submission of Annual Report 2023-24 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report of the Company for the financial year ended 31st March, 2024 including the Notice of the 30th (Thirtieth) Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 12:30 P.M. at S-8 & S-2, DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi- 110091.

The same is being dispatched to the Company’s shareholders by the permitted mode(s) and same has uploaded on the Company’s website.

We request you to kindly take the same on records.

Thanking You,
Yours Truly,

For Tradewell Holdings Limited

Uma Kumari
(Company Secretary & Compliance Officer)
Encl: Annual Report

(Formerly: BRAND REALTY SERVICES LIMITED)

Regd. Office: S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-1, Delhi-110091

Corp. Office: Ground Floor, Plot No. 15 A, Tradex Tower, Sector 125, Noida- 201301 (U.P)

Mob.: 9871484676 | E-mail: sunil@brandrealty.in, www.brandrealty.in

CIN: L74110DL1995PLC064237, PAN:AABCS3166R, GST(DELHI)07AABCS3166R1ZT. (UP)09AABCS3166R1ZP



30th ANNUAL REPORT 2023-24

TRADEWELL HOLDINGS LIMITED

(Formerly known "BRAND REALTY SERVICES LIMITED")

S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR, PHASE-I, DELHI-110091

www.brandrealty.in

TABLE OF CONTENT

SL. NO.	PARTICULARS	PAGE NO.
1	Corporate Information	1-2
2	Notice along with Explanatory statements	3-10
3.	Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015 Annexure-1A, 1B & 1C	11-13
4.	Directors’ Report	14-22
5.	Particulars of Employees (Annexure-2)	23
6.	Particulars of Conversation of energy, Technology absorption and Foreign exchange earnings and outgo in terms of Section 134(3) (m) of the Act read with Rule, 8 of The Companies (Accounts) Rules,2014, forming part of the Director’s Report for the year ended March 31, 2024 (Annexure-3)	24
7.	Nomination Remuneration & Evaluation policy (Annexure-4)	25-26
8.	Secretarial Auditor’s Report (Form MR-3) (Annexure5)	27-29
9.	Management Discussion & Analysis Report (Annexure-6)	30
10.	Certificate from whole Time Director and Chief Financial Officer to the Board (Annexure-7 & 8)	31-32
11	Auditors’ Report	33-40
12.	Financial Statements along with Accounting policies	41-54
13.	Attendance Slip and Proxy Form	55
14.	Route Map	56

CORPORATE INFORMATION

Company Name: TRADEWELL HOLDINGS LIMITED
CIN: L74110DL1995PLC064237
ROC Code: RoC-Delhi
Registration No.: 064237
Company Category: Company limited by Shares
Company Sub-Category: Non-govt. Company
Authorized Share Capital: 16,00,00,000/-
Paid -up Share Capital: 3,00,44,000/-
Landline/Mobile : 011-22755819/+91-9871484676
E-mail: kamal@brandrealty.in
Website: www.brandrealty.in

BOARD OF DIRECTORS			
SL. NO.	NAME OF DIRECTOR	DESIGNATION	DIN
1.	Mr. Kamal Manchanda	Whole Time Director	00027889
2.	Mrs. Aruna Manchanda	Non- Executive Director	00027965
3.	Mr. Munish Bhardwaj	Non- Executive Independent Director	08143913
4.	Mr. Nalin Mohan Mathur	Non- Executive Independent Director (Second Term expires on 29.09.2024)	06641598

KEY MANAGERIAL PERSONNEL		
SL. NO.	NAME OF DIRECTOR	DESIGNATION
1.	Mr. Kamal Manchanda	Whole Time Director
2.	Mr. Sunil Kumar Singh	Chief Financial Officer
3.	Mrs. Uma Kumari	Company Secretary & Compliance Officer (Appointed w.e.f. 01.01.2024)

AUDIT COMMITTEE		
SL. NO.	NAME	DESIGNATION
1.	Mr. Munish Bhardwaj	Chairman
2.	Mr. Nalin Mohan Mathur	Member
3.	Mrs. Aruna Manchanda	Member

NOMINATION & REMUNERATION COMMITTEE		
SL. NO.	NAME	DESIGNATION
1.	Mr. Munish Bhardwaj	Chairman
2.	Mr. Nalin Mohan Mathur	Member
3.	Mrs. Aruna Manchanda	Member

STAKEHOLDER RELATIONSHIP COMMITTEE		
SL. NO.	NAME	DESIGNATION
1.	Mr. Munish Bhardwaj	Chairman
2.	Mr. Nalin Mohan Mathur	Member
3.	Mrs. Aruna Manchanda	Member

STATUTORY AUDITORS:

M/s Shyam Rastogi & Co. (Old Auditor-resigned w.e.f. 05.08.2024)
Chartered Accountants
1/23, 2nd Floor
Lalita Park, Laxmi Nagar,
Delhi- 110092

NEW STATUTORY AUDITOR (Appointed w.e.f. 12.08.2024)

KNA Associates
Chartered Accountants
10, Sagar Apartments, 6 Tilak Marg,
New Delhi – 110001

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.
Noble Heights, 1st Floor,
Plot No. NH-2, LSC, C-1 Block
Near Savitri Market, Janakpuri
New Delhi-110058

SECRETARIAL AUDITOR:

M/s Parveen Rastogi & Co.
Flat No. 3, Sood Building,
Teil Mil Marg, Ram Nagar,
Paharganj, New Delhi-110055

INTERNAL AUDITOR:

M/s S V Kumar & CO
Block E, Pocket 19, Plot No. 317-318
Sector-03, Rohini, Delhi-110085

REGISTERED OFFICE:

S-8 & S-2, DDA Shopping Complex,
Opposite Pocket-I, Mayur Vihar,
Phase-I, Delhi-110091

CORPORATE OFFICE:

Ground Floor Plot No-15 A, Tradex Tower, Sector-125,
Noida-201301, Uttar Pradesh (w.e.f 01st April 2024)

COMPANY'S BANKER:

HDFC Bank Limited
Ansal Fortune Arcade,
K- Block, Sector-18, Noida,
Uttar Pradesh-201301

COMPANY'S CONTACT DETAILS:

Website: www.brandrealty.in
Email: kamal@brandrealty.in
Telephone No.: 011-22755819
Mobile No.: +91-9871484676

DETAILS OF STOCK EXCHANGE:

The Bombay Stock Exchange Limited

PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001

TRADEWELL HOLDINGS LIMITED
REGISTERED OFFICE: S-8 & S-2, DDA Shopping Complex,
Opposite Pocket-I, Mayur Vihar, Phase-I, Delhi-110091
Tel.: (91)- 9871484676 CIN: L74110DL1995PLC064237
Id: kamal@brandrealty.in Website: www.brandrealty.in

NOTICE

Notice is hereby given that the **30th (Thirtieth) Annual General Meeting** ("AGM") of the members of **Tradewell Holdings Limited (formerly "Brand Realty Services Limited")** ("the company") will be held on **Monday, the 30th day of September, 2024 at 12:30 P.M** at the registered office of the company at S-8 & S-2, DDA shopping complex, opp. pocket-I, Mayur Vihar-I, Delhi- 110091 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Standalone Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.

Item No. 2: To re-appoint Mr. Kamal Manchanda, whole time Director (having DIN: 00027889) as Director of the Company, who is liable to retires by rotation and being eligible offers himself for re-appointment.

Item No. 3: Appointment of Statutory Auditors to fill Casual Vacancy:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. KNA Associates., (New Auditor) Chartered Accountants (FRN-014111N), Delhi, be and are hereby appointed as Statutory Auditors of the Company for a period of Five(5) years to fill the casual vacancy caused by the resignation of **M/s Shyam Rastogi & Co., Chartered Accountants**, (old Auditor) Chartered Accountants (FRN.: **506951C**), Delhi.

RESOLVED FURTHER THAT M/s KNA Associates, Chartered Accountants, (FRN-014111N), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of 30th Annual General Meeting, for a term of 5(Five) years until the conclusion of the 35th Annual General Meeting to be held in the year 2029 and that they shall conduct the Statutory Audit on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

SPECIAL BUSINESS:

Item No. 4: To consider & approve appointment of Ms. Shilpy Chopra, DIN: 07161915 as a Non-Executive Independent Director of the Company for a First term of 5 consecutive years.

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force read with Schedule IV to the Companies Act, 2013, Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 02nd September 2024, **Ms. Shilpy Chopra (DIN: 07161915) & Independent Director's Databank registration no. IDDB-DI-202009-013103** who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-executive Independent Director of the Company with effect from 30th September 2024 for a period of 5 years up to 29th September, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kamal Manchanda, (DIN: 00027889) Whole Time Director of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Kamal Manchanda, (DIN: 00027889) Whole Time Director of the company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter."

Item No. 5 -Re- appointment of Mr. Munish Bhardwaj (DIN: 08143913), as an Independent Director for a second term of 5 consecutive years w.e.f. 29.09.2023

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force read with Schedule IV to the Companies Act, 2013, Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, **Mr. Munish Bhardwaj (DIN: 08143913)**, Independent Director of the Company, whose term of office as Independent Director has been expired on 28th September, 2023, and in respect of whom the company has received a notice in writing from a member proposing him candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company (Not liable to retire by rotation) to hold office, for a second term of 5 (five) consecutive years from 29.09.2023 till 28.09.2028.

RESOLVED FURTHER THAT Mr. Kamal Manchanda, (DIN: 00027889) Whole Time Director of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Kamal Manchanda, (DIN: 00027889) Whole Time Director of the company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter."

**By Order of the Board of Directors
For Tradewell Holdings Limited**

Date: September 02, 2024
Place: Delhi

**Sd/-
Uma Kumari
(Company Secretary)**

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item no. 3,4 & 5 set out above and the relevant details of the Directors seeking re-appointment/appointment at this Annual General Meeting ('AGM'/ 'the meeting') in respect of business under item nos. 2, 4 & 5 as required under Regulations 26 (4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. (**Annexure 1A, Annexure 1B & Annexure 1C**).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY /PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the Company.
5. Members are requested to:-
 - a) note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - b) bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - c) deliver duly completed and signed Attendance Slip at the entrance of the venue of the meeting and obtain entry

slips, as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue of the Annual general meeting. Photocopies of Attendance Slip will not be entertained for issuing entry slip for attending Annual General Meeting.

- d) quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - e) note that due to strict security reasons mobile phones, brief cases, eatables and other belongings will not be allowed inside the venue of AGM.
 - f) note that no gifts/coupons will be distributed at the Annual General Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
 7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, **September, 24, 2024 to Monday, September 30, 2024 (both days inclusive)**.
 8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. Pursuant to the provisions of the Act, 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.
 9. In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report 2024 will also be available on the Company's website i.e. at www.brandrealty.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 10. The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Thirtieth AGM has been fixed as **Monday, September 23, 2024**.
 11. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.
 12. All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 10.00 A.M. to 6.00 P.M. upto the date of Annual General Meeting.
 13. Attention of the members is drawn to Securities and Exchange Board of India (SEBI) Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, which require shareholders holding shares in physical form and whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, to compulsorily furnish the details to RTA/ Company for registration/update.
 14. Members are informed that pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, requests for effecting transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed by the Company unless the securities are held in dematerialized form with a Depository. Hence, members are requested to dematerialize their physical holding.
 15. Annual Listing fee for the year 2023-24 has been paid to the Stock Exchange wherein shares of the Company are listed.
 16. Members are requested to notify immediately any change in their address:
 - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and;
 - ii. to the Company at its Registered Office or its Registrar & Share Transfer Agent, in respect of their physical shares, if any, quoting their Folio Number.
 17. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.

18. Important Communication to Members:-

As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in

respect of dematerialized shares with the Depository through their concerned Depository Participants.

Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report in future.

19. The aforesaid MCA General Circular dated 5th May, 2020 read with MCA General Circular dated 13th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2023-24 and Notice convening 30th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date Monday, September 23, 2024.

Voting through electronic means;

20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
- The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") 30th Annual Report 2023-24 and e-voting during the meeting will be provided by National Securities Depository Limited. (NSDL e-Voting System).
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or e-voting at the AGM.
 - The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Monday, September 23, 2024.
 - Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Monday, September 23, 2024, may cast their vote electronically.
21. **Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 26582)**, has been appointed as the Scrutinizer to scrutinize the 'remote-voting' process and e-voting at the AGM, in a fair and transparent manner.
- The Scrutinizer will, immediately after the conclusion of voting at the 30th AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the Meeting or any person authorised by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.brandrealty.in and on the website of NSDL within Two (2) Working days from the conclusion of the AGM of the Company and also communicated to the BSE Limited.
22. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.
23. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September, 27, 2024, at 09:00 A.M. and ends on September, 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

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 for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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	<p>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.</p>

26. Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
27. 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method for e-Voting 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?

- 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, your Password/OTP and a Verification Code as shown on the screen.
28. 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.
29. 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***

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

5. 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.nsd.com.
 - b. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

30. How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rastogifcs3@gmail.com with a copy marked to evoting@nsdl.co.in.
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.nsd.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

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 kamal@brandrealty.in
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 kamal@brandrealty.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

**By Order of the Board of Directors
For Tradewell Holdings Limited**

**Sd/-
Uma Kumari
(Company Secretary)**

**Date: September 02, 2024
Place: Delhi**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM No. 3 Appointment of Statutory Auditors to fill Casual Vacancy

M/s. **M/s Shyam Rastogi & Co., Chartered Accountant**, (Old Auditor) Chartered Accountants, Delhi have tendered their resignation from the position of Statutory Auditors due to Pre occupation in other assignment on 05.08.2024 and no any other material reason other than this stated here, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. KNA Associates., Chartered Accountants (Firm Regn. No. 014111N), (New Auditor) New Delhi, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Shyam Rastogi & Co., Chartered Accountant**, (Old Auditor) Chartered Accountants, Delhi.

M/s. KNA Associates, Chartered Accountants having Firm Regn. No. 014111N (New Auditor), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Brief profile of Statutory Auditors

Name of Statutory Auditor	M/s KNA Associates
Firm Regn. No	014111N
PAN of firm	AAAFK6339E
Email id	anupamshukla@knaca.com
Brief Profile	M/s KNA Associates, established in 1986, is a full-service Chartered Accountant (CA) firm strategically located in New Delhi. The firm prides itself on being solution-oriented, offering comprehensive support across a wide range of financial functions including compliance, assurance, financial management, advisory, and litigation matters. With over three decades of experience, KNA Associates has built a reputation for excellence and reliability in the financial services industry. The firm provides range of services inter alia under Audit & Assurance including Tax audit Transaction Advisory, Distressed Debt and Asset Advisory, Risk Advisory and Forensics etc.

Item No. 4: Appointment of Ms. Shilpy Chopra, DIN 07161915 as an Independent Director of The Company

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Articles of Association Ms. Shilpy Chopra is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Ms. Shilpy Chopra, as a candidate for the office of a Director.

The brief profile of Ms. Shilpy Chopra is provided as **Annexure 1B**:

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Ms. Shilpy Chopra has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Shilpy Chopra as non-executive Independent Director was placed before the Board, which recommended her appointment as a non-executive Independent Director for Five years.

None of the Directors, except Ms. Shilpy Chopra, herself, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, if any in the said resolution.

The Board recommends the passing of the resolution set out at Item no.4 for the approval of the Members of the Company by a Special Resolution.

Item No. 5: Re-appointment of Mr. Munish Bhardwaj (DIN: 08143913) as an independent director of the company w.e.f. 29.09.2023

Mr. Munish Bhardwaj (DIN: 08143913) was appointed as an Independent Director of the Company at its 24th Annual General Meeting held on September 29, 2018 for a term of 5 (five) years under the provisions of Section 149 and Section 152 of the Act. He was completed first term in September 28 2023, he is eligible for reappointment for second term as Independent Director and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company (Not liable to retire by rotation) to hold office, for a second term of 5 (five) consecutive years from 29.09.2023 till 28.09.2028.

On the basis of the report of performance evaluation, Mr. Munish Bhardwaj is re-appointed as an Independent Director of the Company to hold office, subject to the approval of Company for a second term after considering the overall good performance.

The brief profile of Mr. Munish Bhardwaj is provided as **ANNEXURE 1C**"

None of the Directors, except **Mr. Munish Bhardwaj** himself, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, in the said resolution.

The Board recommends the passing of the resolution set out at Item no.5 for the approval of the Members of the Company by a Special Resolution.

ANNEXURE 1A

Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015

Name of the Director	Mr. Kamal Manchanda (Whole Time Director)
DIN	00027889
Date of Birth & Age	27.08.1962 (62 Years)
Date of Appointment on the Board of the Company	10.01.1995
Qualification	B. Tech
Experience	23 years
Expertise in Functional Area	Real Estate and Share Trading
Terms and conditions of appointment/ re-appointment	Mr. Kamal Manchanda, Whole Time Director of the company, liable to retire by rotation and being eligible offers himself for re-appointment.
Details of remuneration sought to be paid	As may be decided from time to time
Remuneration last drawn (per annum)	18 lacs
Directorship held in other Companies/LLP	11 Companies and 4 LLP
Name of the listed entities from which the person has resigned in the past three years	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company in other listed entities	NIL
Number of shares held in the Company	1442640
Number of Board Meeting attended during the year	10
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Aruna Manchanda (Spouse)

ANNEXURE 1B

Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015

Name of Director	Shilpy Chopra
DIN	07161915
PAN	AITPC6877A
Date of Birth & age	11/12/1980, 43 years
Date of Appointment on the Board of the Company	02.09.2024
Educational Qualifications	Company Secretary, MBA (Finance), M.com & LLB
Expertise in Specific Functional Area	She is proficient in the knowledge related to corporate laws as well has good hold in the financial and management aspects of the companies.
Directorship in Companies	4 Companies <ol style="list-style-type: none"> 1. Auto Pins(India) Limited, 2. Intec Capital Limited, 3. Cranex Limited, 4. Dynemech Systems Limited
Name of the listed entities from which the person has resigned in the past three years	Moulin Commercial Limited (Cessation w.e.f 09.11.2023)
No. of Shares held in the Company	NIL
Number of Board Meeting attended during the year	Not applicable
Relationship with the Directors of the Company	No Relation
Terms and conditions of appointment/ re-appointment	Ms. Shilpy Chopra, Non-Executive independent Director of the company, not liable to retire by rotation
Details of remuneration sought to be paid	Not applicable (as Non-Executive independent Director would be entitled to sitting fees for attending the meetings of Board & committees, as may be approved by the Board from time to time)
Remuneration last drawn (per annum)	Not applicable
Skills and capabilities required for the role and manner in which the proposed independent director meets such requirement and Justification for choosing the appointee for appointment as Independent Director	Ms. Shilpy Chopra fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management and her Expertise and experience in the areas of corporate laws and business finance justify her role as an Independent Director..

ANNEXURE 1C

Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015

Name of the Director	Mr. Munish Bhardwaj (Independent Director)
DIN	08143913
Date of Birth & Age	11.12.1968 (55 Years)
Date of Appointment on the Board of the Company	29.05.2018
Qualification	Graduate of Delhi University, B Com (H) from Shri Ram College of Commerce (SRCC, 1990) and Post Graduate Diploma in Film Direction/Screenwriting from Film And Television Institute of India (FTII, Pune, 1993)
Experience	30 years
Expertise in Functional Area	Real Estate ,Share Trading & in the field of Media
Terms and conditions of appointment/ re-appointment	Mr. Munish Bhardwaj, Non-Executive independent Director of the company, not liable to retire by rotation
Details of remuneration sought to be paid	Not applicable (as Non-Executive independent Director would be entitled to sitting fees for attending the meetings of Board & committees, as may be approved by the Board from time to time)
Remuneration last drawn (per annum)	Not applicable
Directorship held in other Companies/LLP	NIL
Name of the listed entities from which the person has resigned in the past three years	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company in other listed entities	NIL
Number of shares held in the Company	45171
Number of Board Meeting attended during the year	10
Relationship with other Directors, Manager and other Key Managerial Personnel	Not Applicable
Performance evaluation report of such Director or summary thereof.	As per the resolution in Item no. 5 of this Notice, read with the explanatory statement thereto.

DIRECTOR'S REPORT

To,
The Members

TRADEWELL HOLDINGS LIMITED

Your Directors have pleasure in presenting the 30th **Annual Report** on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS

(Rupees in Lakhs)

PARTICULARS	2023-2024	2022-2023
Total Income	3166.54	103.98
Expenditure	2857.35	152.73
Profit/(Loss) before Tax	309.19	(48.74)
Tax Expenses	(62.14)	8.43
Profit/(Loss) for the year	247.05.	(40.31)
Earning Per Equity Share		
Basic	8.22	(1.34)
Diluted	8.22	(1.34)

COMPANY PERFORMANCE

The overall performance for the financial year ended 31st March, 2024 was satisfactory. During the year of operation, the Company has earned revenue from operation of Rs. 2673.42 lakhs (against Rs. 90.11 previous year) and other income is Rs. 493.12 lakhs which includes some of the income from Real estate business also and has registered a net profit of Rs. 247.05 lakhs (against a loss Rs 40.31 Lakhs previous year). However, your Directors are confident that the company will do much better in future and trying its level best to further improve its performance.

DIVIDEND

No dividend on equity shares has been recommended by the Board for the year ended 31st March, 2024 considering the future plans of the Company.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from the public falling within the preview of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rule, 2014 during the year. There is no unclaimed or unpaid deposit lying with the Company.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in Nature of Business of company.

MATERIAL CHANGES AND COMMITMENT

No material changes and commitments occurred, which may affect the financial position of the Company, between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SHARE CAPITAL

(A) Authorized Share Capital

The Authorized Share Capital of the Company stands at Rs.160,000,000/-(divided into 16,000,000 Equity shares of Rs. 10/- each). During the year, there has been no change in the Authorized Share Capital of the Company.

(B) Paid-up Share Capital

Equity

The paid up Share Capital of the Company stands at Rs.30,044,000/- (divided into 3,004,400 Equity shares of Rs. 10/- each). During the year, there has been no change in the paid up Share Capital of the Company.

The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company under any scheme.

SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION

The Company does not have any Subsidiaries, Joint Ventures and Associate Companies.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors:

During the year under review, there was a Re-appointment of Mrs. Aruna Manchanda as a Director, who retires by rotation in the AGM held on 26th day of September, 2023.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kamal Manchanda, whole time Director (having DIN: 00027889) the Company is liable to retire by rotation in the ensuing Annual General Meeting of the Company, being eligible and offers himself to be re-appointed as a Director of the Company. The Board recommends his re-appointment for consideration of the Members of the Company at the ensuing Annual General Meeting.

Key Managerial Personnel (KMP):

Mrs. Uma Kumari was appointed as Company Secretary and Compliance officer of the Company w.e.f. 01.01.2024

Board Evaluation:

Pursuant to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors.

The evaluation process focused on various aspects of the board and its committees such as the size, structure, composition and expertise of the board, frequency of meetings, effective discharge of functions and duties by Board and Committee prescribed under the law and as per terms of reference, in case of the committees, ensuring the integrity of the Company's accounting and financial reporting systems, independent audit, internal audit and risk management systems (for Board and Audit Committee), working in the interests of all the stakeholders of the company and such other factors.

The performance of the board and committees was evaluated by the board after seeking inputs from all the directors.

Independent Directors' Declaration as required under Section 149(7) of the Companies Act, 2013 read with Schedule IV of Companies Act 2013;

The Company has received a confirmation/declaration from each of the Independent Directors stating that they meet the criteria of independence.

The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Companies Act, 2013, and the Listing Regulations:

- 1) **Mr. Munish Bhardwaj**
- 2) **Mr. Nalin Mohan Mathur**

None of the Directors are disqualified for being appointment/re-appointment as directors in terms of Section 164 of the Companies Act, 2013.

However, Mr. Nalin Mohan Mathur, an Independent Directors of the company is now going to retire due to expiry of two terms of 5 years of their appointment on 29.9.2024.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2023-24, Ten (10) Board Meeting were convened. The details of the Board Meetings with regard to their dates and attendance of each of the

Directors have been produced below;

<i>No. of Board Meeting</i>	<i>Date of Board Meeting</i>	<i>Attendance of Directors at the Board Meeting</i>
1	18/04/2023	4
2	30/05/2023	4
3	11/08/2023	4
4	29/08/2023	4
5	16/10/2023	4
6	09/11/2023	4
7	30/11/2023	4
8	02/01/2024	4
9	05/02/2024	4
10	07/03/2024	4

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, confirming that they meet the criteria of independence under Section 149(6) of the Companies Act and Regulation 16(1) (b) of SEBI LODR Regulations.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) & (10) of the Act and the SEBI Listing Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established.

INTERNAL CONTROL SYSTEM

The Company's internal control procedures which include internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditor carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

LISTING

Equity Shares of your Company are listed presently at The Bombay Stock Exchange Limited (BSE). The Annual Listing Fees for the F.Y. 2023-24 have been paid to the concerned Stock Exchange.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Companies Secretaries of India. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

EMPLOYEES BENEFITS

Employee benefits in the form of Gratuity and Staff Welfare Fund are some defined benefit schemes. The contributions to the Gratuity and Staff Welfare Fund are charged from profit and loss for the year when the contributions are due.

MANNER & CRITERIA OF FORMAL ANNUAL EVALUATION OF BOARD’S PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In compliance with requirements of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the formal annual performance evaluation of the Board, its Committees and Individual Directors has been conducted as under:

- A. Manner of evaluation as recommended to the Board by the Nomination and Remuneration Committee**
1. The Chairman of the Board consulted each Director separately about the performance of Board, Committees and other Directors and sought inputs in relation to the above. The Chairman then collated all the inputs and shared the same with the Board.
 2. In respect of the evaluation of Chairman of the Board, the Chairman of the Nomination and Remuneration Committee collated the inputs from Directors about Chairman’s performance as a Director of the Board and/or Chairman or the Member of the Board Committees and shared the same with the Board.

The Board as a whole discussed the inputs on performance of Board/Committees/Individual Directors and performed the evaluation, excluding the Director being evaluated.

- B. Criteria of evaluation as approved by the Nomination and Remuneration Committee;**

The aforesaid evaluation was conducted as per the criteria laid down by the Nomination and Remuneration Committee as follows:

Performance Evaluation Criteria	
1) Board as a whole	<ul style="list-style-type: none"> • Fulfilment of functions of the Board(for instance guiding corporate strategy, risk policy, business plans, corporate performance, monitoring Company’s governance practices etc., as per the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, • Number of Board Meetings held during the year.
2) Board Committees	<ul style="list-style-type: none"> • Fulfilment of functions of the Committee with reference to its terms of reference, the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 • Number of Committee Meetings held during the year.
3) Individual Directors	<ul style="list-style-type: none"> • Fulfilment of responsibilities as a Director as per the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable Company policies and practices, • In case of the concerned Director being Independent Director, Executive Director, Chairperson or Member of the Committees, with reference to such status and role, • Board and/or Committee meetings attended, • General Meetings attended.

CONSTITUTION OF AUDIT COMMITTEE [Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]

The primary objective of the Committee is to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee met **four times** during the year.

As of the date of this report, the Committee is comprised of three directors namely **Mr. Munish Bhardwaj (Chairman), Mr. Nalin Mohan Mathur (Member) and Mrs. Aruna Manchanda (Member)** of the Company.

Meetings

During the financial year 2023-24, **Four (4) meetings** of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed the prescribed limits as provided in the act.

The details of the meetings held and the attendance of the Members of the Audit Committee are as detailed herein below:

<u>ATTENDANCE</u>			
<i>Date of meeting</i>	<i>MR. MUNISH BHARDWAJ</i>	<i>MR. NALIN MOHAN MATHUR</i>	<i>MRS. ARUNA MANCHANDA</i>
30/05/2023	✓	✓	✓
11/08/2023	✓	✓	✓
09/11/2023	✓	✓	✓
05/02/2024	✓	✓	✓

NOMINATION AND REMUNERATION COMMITTEE [Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]

Nomination and Remuneration Committee of the Board has been constituted as per section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Nomination and Remuneration Committee shall determine qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, Key Managerial Personnel and other employees.

As of the date of this report, the Committee is comprised of three directors namely **Mr. Munish Bhardwaj (Chairman)**, **Mr. Nalin Mohan Mathur (Member)** and **Mrs. Aruna Manchanda (Member)** of the Company.

Meetings

During the financial year 2023-24, the Committee met **two times**. The details of the meetings held and the attendance thereof of the Members of the Nomination and Remuneration Committee are as detailed herein below:

<u>ATTENDANCE</u>			
<i>Date of meeting</i>	<i>MR. MUNISH BHARDWAJ</i>	<i>MR. NALIN MOHAN MATHUR</i>	<i>MRS. ARUNA MANCHANDA</i>
30/05/2023	✓	✓	✓
02/01/2024	✓	✓	✓

➤ **STAKEHOLDER RELATIONSHIP COMMITTEE** [Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers Rules, 2014)]

The composition of the Stakeholders Relationship Committee (SRC) is in line with the Section 178 of the Act read with Regulation 20 of LODR.

As of the date of this report, the Committee is comprised of three directors namely **Mr. Munish Bhardwaj (Chairman)**, **Mr. Nalin Mohan Mathur (Member)** and **Mrs. Aruna Manchanda** of the Company.

It looks after the stakeholders' grievances and redressal of investors' complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of dividend etc.

Meetings

During the financial year 2023-24, the Committee met **once**. The details of the meetings held and the attendance there at of the Members of the Stake Holder Relationship Committee are as detailed herein below:

<u>ATTENDANCE</u>			
<i>Date of meeting</i>	<i>MR. MUNISH BHARDWAJ</i>	<i>MR. NALIN MOHAN MATHUR</i>	<i>MRS. ARUNA MANCHANDA</i>
09/11/2023	✓	✓	✓

RISK MANAGEMENT COMMITTEE

The risk management committee of the Company has been constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations.

However, the above said committee has been dissolved now with the permission of the Board, as the Company is no longer require to continue the constitution of this committee for the reason not fall in the list of **Top 500 listed Companies based upon market capitalization**.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the Provisions of Section 149(6) read with Schedule IV to the Companies Act, 2013, a separate meeting of the Independent directors is required to be held during the year to inter-alia

- reviewed the performance of non-independent directors and the board of directors as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

During the year **one** meeting of the Independent Directors was held on **05/02/2024** without the attendance of any non-independent directors and members of the Company. Both the independent directors attended the meeting.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in "Annexure-2".

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31st March, 2024 that:

- (a) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) the directors 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 at March 31, 2024 and of the loss of the Company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual financial statements on a going concern basis;
- (e) the directors have laid down Internal Financial controls to be followed by the company and that such internal financial controls are adequate and were operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has put in place necessary internal financial controls which are adequate and are operating effectively. The controls are adequate for ensuring the orderly and efficient conduct of the business, completeness of accounting records and timely preparation of reliable financial information, besides adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy, etc.

DETAILS OF FRAUD REPORTED BY AUDITORS

No fraud has been noticed or reported by the Auditors including internal auditor and secretarial auditor of the Company as per Section 134 (3) (c&a) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any Loan and/or provided Guarantee and Investment which are in excess of the limits as mentioned in the provisions of Section 186 of the Companies Act, 2013 and rules made there under. There has been no default in repayment of deposits or payment of interest thereon during the financial year ended on 31st March, 2024. Further, there are no deposits, which are in non-compliance with the requirements of Chapter V of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

Related party transactions entered during the period under review are disclosed in the Note 26 of the Financial Statements of the company for the financial year ended March 31, 2024. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website

DISCLOSURE UNDER SUB-SECTION (3) OF SECTION 134 OF COMPANIES ACT, 2013, READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

The details forming part of the extract of Conservation of Energy, Technology Absorption is annexed herewith as "Annexure 3".

A. CONSERVATION OF ENERGY

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy.

B. TECHNOLOGY ABSORPTION

Your Company actively pursues a culture of technology adoption, leveraging on the advancement to serve customers better, manage process efficiently and economically and strengthen control systems. The Company has maintained a technology friendly environment for its employees to work in. In keeping with the current trends in the areas of digital marketing and social media, the Company has effectively used these avenues in positioning itself in the market place and gain better Customer engagement.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no earnings and outgo in foreign exchange during the year under review.

D. DETAILS OF APPLICATION MADE OR PROCESSING PENDING UNDER INSOLVENCY AND BANKRUPTCY

CODE, 2016

During the year under review, there was no application made or proceeding pending in the name of the Company under the Insolvency Bankruptcy Code, 2016.

E. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Your directors confirm that no significant and/or material order(s) had been passed against the Company during the financial year 2023-24 which may adversely impact the status of ongoing concern and operations in future of the Company.

POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website www.brandrealty.in

The policies are reviewed periodically by the Board and updated based on need and new compliance requirement. In addition to its Code of Conduct and Ethics, key polices that have been adopted by the company are as follows:

S. No.	Name of the Policy	Brief Description
1.	<u>Whistle blower Policy</u> <u>(Policy on Vigil Mechanism)</u> <i>[Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.
2.	<u>Nomination Remuneration & Evaluation policy</u> <i>[Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	The Board has on the recommendation of the Nomination & Remuneration Committee framed a Nomination Remuneration & Evaluation Policy, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of qualifications, positive attributes, independence of a director and remuneration of Directors, KMPs and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of Companies Act, 2013 and <i>Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015</i> . The same is attached in the report as “Annexure 4”.
3.	<u>Prevention, Prohibition & Redressal of Sexual Harassment of Women At Workplace</u>	The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. During the year, the Company has not received any compliant of sexual harassment.
4.	<u>Risk Management Policy</u>	Your Company has formulated and adopted a Risk Management Policy. The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Risk Management Policy approved by the Board acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization.
5.	<u>Related Party Transaction Policy</u> <i>[Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Related Party Transaction Policy, as formulated by the Company, defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions.
6.	<u>Insider Trading Policy</u>	The Policy provides the framework in dealing with securities of the company.

7.	<u>Document Retention and Archival Policy</u> [Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]	Pursuant to SEBI (LODR) Regulations, 2015 it mandates that every listing entity shall formulate a policy for preservation of documents and Regulation 30(8) of the Regulations is also required to have an archival policy on archiving all information disclosed to stock exchange(s) and the same being hosted on the Company's website.
8.	<u>Materiality Disclosure Policy</u> [Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]	Pursuant to SEBI (LODR) Regulations, 2015 it mandates that every listed entity shall make disclosure of any events or information which, in the opinion of the Board of Directors of the listed company, is material and the same being hosted on the Company's website.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN & WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 your Company has taken the initiatives towards any action on the part of any executive, which may fall under the ambit of 'Sexual Harassment at workplace, and is fully committed to uphold and maintain the dignity of every women working in the premises of the Company. The Policy provides for protection against sexual harassment of woman at workplace and for prevention of such complaints.

Number of complaints pending as on the beginning of the period - **NIL**
 Number of complaints filed during the financial period - **NIL**
 Number of complaints pending as on the end of the period - **NIL**

AUDITORS

(a) STATUTORY AUDITOR AND THEIR REPORT

M/s Shyam Rastogi & Co., Chartered Accountants, having ICAI Firm Registration No. 506951C were appointed as the Statutory Auditors of the Company at the Annual General Meeting held in the year 2022 for a period of five years, from the conclusion of the 28th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company. **But they have tendered their resignation on 05.08.2024 from the position of Statutory Auditors due to pre occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").**

Casual vacancy caused by the resignation of auditors filled up by the Company in this ensuing Annual general meeting. Board proposes that M/s. KNA Associates., Chartered Accountants (Firm Regn. No. 014111N), (New Auditor) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Shyam Rastogi & Co., Chartered Accountant**, (Old Auditor) Chartered Accountants, Delhi.

M/s. KNA Associates, Chartered Accountants (Firm Regn. No. 014111N) (New Auditor), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 of the Companies Act, 2013.

There is no audit qualification, reservation or adverse remark for the financial year under review.

(b) Secretarial Auditor and its report

As required under section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

Accordingly, **M/s Parveen Rastogi & Co., Practicing Company Secretaries, New Delhi**, were appointed as Secretarial Auditor for carrying out the secretarial audit of the Company for the Financial Year 2023-2024. The secretarial audit report for the financial year ended 31st March, 2024 is annexed with the Board's report as "**Annexure 5**".

(c) Internal Auditor

According to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, Mr. Amit Rastogi having its office at 1B/14B, Ashok Vihar, Phase-1, New Delhi-110052 was appointed as Internal Auditor of the Company for the **Financial Year 2023-24** to carry out the roles and responsibilities during the current financial year which are as follows:

The Internal Audit Department conducts comprehensive audit of functional areas and operations of the Company to examine the adequacy and compliance with policies, procedures, statutory and regulatory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism. The function also proactively recommends improvement in policies and processes, suggests streamlining of controls against various risks.

Your Company has laid down set of standards, processes and structure, which enables it to implement internal financial control across the Company and ensure that the same are adequate and operating effectively.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The notes on account referred to in Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

The Secretarial Audit Report contains following observations along with management reply:

S. No.	Observations	Management Reply
1.	<i>Mr. Nalin Mohan Mathur was appointed as an Independent director of the company for the first term w.e.f 30.09.2014 to 29.09.2019 and for the second term from 30.09.2019 to 29.09.2024 but his name is not added/registered in data bank as per Rule 6 of the Companies (Appointment and qualification of Directors) Rules, 2014 read with as per Companies (Creation and Maintenance of databank of Independent Directors) Amendment, Rules 2021 on 18th June 2021. However his term expires on 29.09.2024.</i>	<i>The Management informed that the Company was unaware of this and his term going to expired on 29.09.2024</i>
2.	<i>As per Regulation 6(1) of SEBI (LODR) Regulations, 2015, there was a delay of 12 days for appointment of company secretary.</i>	<i>The Management informed that the Company was unable to find suitable candidate for the post of Company Secretary and Compliance officer.</i>
3.	<i>Munish Bhardwaj was appointed as Independent director of the Company for five consecutive years for the first term w.e.f 29.09.2018 to 28.9.2023 and he was re-appointed for a second term of 5 (five) consecutive years from 29.09.2023 to 28.09.2028 but this agenda was not added/ included in notice of AGM held in the year 2023. So this agenda of his reappointment as an independent Director is to be passed in this AGM w.e.f. 29.09.23 to 28.09.2028</i>	<i>This was not intentional but rather a human error and inadvertently made</i>

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

EXTRACT OF THE ANNUAL RETURN

The copy of the Annual Return of the Company for the financial year ended on March 31st, 2024 will be placed on the website of the Company and will be available on the website of the Company i.e. www.brandrealty.in.

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not fall under the criteria as laid down under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, there was no requirement to constitute and formulate a committee under Corporate Social Responsibility.

DEMATERIALIZATION OF SHARES

The shares of your company are being traded in electronic form and the Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility for dematerialization of shares either of the Depositories as aforesaid

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

As per Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis report is appended herein. The said report is part of the annual report as "Annexure-6".

CORPORATE GOVERNANCE

The Company is not required to mandatorily comply with the provision of Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) as its equity share capital is less than Rs. 10 Crore and Net Worth is not exceeding Rs. 25 Crores, as on the last day of the previous financial year.

WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICERCERTIFICATE

In terms of the requirement of the Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the certificate from Whole Time Director and Chief Financial Officer had been obtained and is attached in the said annual report as "Annexure-7 & 8 "

CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES

In compliance of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders”. “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” prescribes the framework for fair disclosure of events and occurrences that could impact price discovery in the market for securities of the Company and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” has been formulated to regulate, monitor and report trading by employees and other connected persons of the Company.

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

The Board of Directors has approved a Code of Conduct, which is applicable to the members of the Board and all employees in the course of day to day business operations of the Company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management personnel are being provided appropriate training in this regard.

APPRECIATION AND AKNOWLEDGEMENTS

We thank our customers, business associates and bankers for their continued support during the Financial Year. We also place on record our sincere appreciation for the enthusiasm and commitment of Company’s employees for the growth of the Company and look forward to their continued involvement and support.

**By Order of the Board of Directors
For Tradewell Holdings Limited**

**Sd/-
Kamal Manchanda
(Whole Time Director)
DIN: 00027889**

**Sd/-
Aruna Manchanda
(Director)
DIN: 00027965**

Date: September 02, 2024

Place: Delhi

ANNEXURE 2

PARTICULARS OF EMPLOYEES

Details of remuneration as required under Section 197(12) of the Companies Act 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

Sl. No.	Requirements	Disclosure
I	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2023-24.	<p>Executive Director Mr. Kamal Manchanda -Whole Time Director – Rs.18 Lacs Ratio:4.392:1</p> <p>Non-Executive Directors Mrs. Aruna Manchanda – Non-Executive Director – Nil Mr. Munish Bhardwaj – Independent Director - Nil Mr. Nalin Mohan Mathur – Independent Director – Nil</p>
II	The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year.	<p>Executive Director Mr. Kamal Manchanda -Whole Time Director – Rs. 18 Lacs There is no increase in his remuneration.</p> <p>Non-Executive Directors Mrs. Aruna Manchanda – Non-Executive Director – Nil Mr. Munish Bhardwaj – Independent Director -Nil Mr. Nalin Mohan Mathur – Independent Director – Nil CFO-5.05% CS-8.33%</p>
III	The percentage increase in the median remuneration of employees in the financial year.	There was 12-14% increase in median remuneration of the employees in the financial year.
IV	The number of permanent employees on the rolls of the Company.	There were 7 permanent employees on the rolls of the Company, as on March 31, 2024.
V	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. (22-23)	There was 10-12% increase in remuneration of the employees in the financial year in last financial year (22-23)
VI	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

ANNEXURE -3

Particulars of Conversation of energy, Technology absorption and Foreign exchange earnings and outgo in terms of Section 134(3) (m) of the Act read with Rule, 8 of The Companies (Accounts) Rules, 2014, forming part of the Director's Report for the year ended March 31, 2023

(A) CONSERVATION OF ENERGY

Energy conservation measures have been implemented at the office of the Company and special efforts are being put on undertaking specific conservation projects like:

- (i) **The steps taken or impact on conservation of energy:** The Company has taken effective steps for conservation of energy as the power is only used whenever its required and even in lunch time all the electrical apparatus are switched off to conserve the energy.

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- (i) **Efforts made towards technology absorption:** Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organisation.
- (ii) **Benefits derived as a result of the above efforts:** The efforts taken by your Company towards technology development and absorption helps deliver competitive advantage to your company through the introduction of new features and improvement of product performance.
- (iii) **Major technology imports includes: (imported during the last three years reckoned from beginning of financial year) N.A.**
- (iv) **Research and Development: NIL**

(C) FOREIGN EXCHANGE EARNING & OUTGO: NIL

D. DETAILS OF APPLICATION MADE OR PROCESSING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there was no application made or proceeding pending in the name of the Company under the Insolvency Bankruptcy Code, 2016.

E. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

ANNEXURE 4

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

PREAMBLE

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations]. On the recommendation of Nomination & Remuneration Committee, this policy has been approved by the Board of Directors.

OBJECTIVE

The Policy relates to designing the remuneration for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees of the Company.

DEFINITIONS

- **"Board"**:- Board means Board of Directors of the Company.
- **"Director"**:- Directors means Directors of the Company.
- **"Committee"**:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **"Company"**:- Company means Tradewell holdings limited (formerly known as Brand Realty Services Limited)
- **"Independent Director"**:- As provided under SEBI Listing Regulations and/or under the Companies Act, 2013 and relevant rules thereto.
- **"Key Managerial Personnel"**:- Key Managerial Personnel (KMP) means-
 - the Chairman and Senior Managing Director;
 - the Company Secretary;
 - the Chief Financial Officer; and
 - such other officer as may be prescribed under the applicable statutory provisions/regulations and approved by Board from time to time.
- **"Senior Management Personnel"**:- shall mean the personnel of the Company who are members of its Core Management team, excluding the Board of Directors, comprising all members of management that are one level below the Executive Directors, including the functional heads.
- Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

KEY PRINCIPLES

The following principles guide the design of remuneration under the Policy:

- Attract, retain and motivate the right talent, including the Directors and Employees as required to meet the goals of the Company.
- Remuneration to the Directors, KMPs, and SMPs is aligned with the short term and long term goals and performance of the company.
- Promote the culture of meritocracy, performance and accountability. Give appropriate weight age to individual business and overall Company's performance.
- Reflect market trends and practices, competitive positions to attract the required talent.

REMUNERATION PAID TO EXECUTIVE DIRECTORS/MANAGING DIRECTORS.

- The Remuneration to Executive Directors will be approved by the Board of Directors based on the recommendations of the Committee, subject to the approval of shareholders and such other authorities as may be applicable. The concerned Executive Director will not participate in such discussions of the Board/Committee.
- The compliance of the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations regarding the limits of remuneration will be ensured.
- The remuneration will include the following components:

A) Basic Salary

- Provides for a fixed, per month, base level remuneration to reflect the scale and dynamics of business to be competitive in the external market.

- Will be subject to an annual increase as per the recommendations of the Committee and the approval of the Board of Directors.

B) Commission

- (i) Executive Directors will be allowed remuneration, by way of commission in addition to the Basic Salary, Perquisites and any other Allowances, benefits and amenities.
- (ii) The total amount of remuneration along with Commission paid to all Executive Directors shall not exceed the limits laid down in Section 197 and 198 of the Companies Act, 2013.
- (iii) The amount of commission shall be paid subject to recommendation of the committee and approval of the Board of Directors.

C) Perquisites and Allowances

Perquisites and Allowances commensurate to the position of Executive Directors.

D) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the remuneration approved by the shareholders excluding commission is paid to Executive Directors as a minimum remuneration, subject to necessary approvals, if any.

REMUNERATION PAID TO NON EXECUTIVE AND INDEPENDENT DIRECTORS

The Non – Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committees thereof and profit related commissions as approved by Board and Shareholders. The amount of such fees and commissions shall be subject to ceiling/limits as provided under the Companies Act, 2013 and Rules made there under or any other enactment for the time being in force.

KMPs/SENIOR MANAGEMENT PERSONNEL/ OTHER OFFICERS & STAFF

The Remuneration to be paid to KMPs/Senior Management Personnel/other officers & staff is based on the grade, role and position in the Company, the experience, qualification, skills and competencies of the related personnel/employees, the market trends, practices and benchmarks. The positioning strategy is to see that the compensation provides adequate opportunity to attract the required talent and retain the same to be able to meet the requirements of the job and business.

The remuneration is subject to review on the basis of individual and business performance. The performance of employees is reviewed based on competency assessment and key results delivered, along with using a forced distribution method/ bell curve. The performance assessment, more specifically, is used as an input to determine merits/special increments, performance bonus, rewards, incentives and other recognitions/promotions.

The remuneration includes salary, allowances, perquisites, awards, loans/advances, as per company's scheme, retirement benefits, benefits under welfare schemes, subsidies, etc.

The objective is to ensure that the compensation engage the employees to give their best performances.

WORKMEN COMPENSATION

- Workmen are paid wages in accordance to the settlement with the recognized union of the workers as per best industry practice, as applicable. Where there is no union, workmen wages are as per the best industry practice and applicable law. All our remuneration components will be in accordance with applicable statutory compliances.

DIRECTORS' AND OFFICERS' INSURANCE

Where any insurance is taken by the company on behalf of its directors, KMPs/SMPs etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

AMENDMENTS

- Notwithstanding the above, the applicable provisions and amendments, if any, under the Companies Act, 2013 and/ or SEBI Listing Regulations in respect of this policy and related matters shall be implemented by the company. The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

ANNEXURE-5

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2024

[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,
TRADEWELL HOLDINGS LIMITED
(Formerly known as Brand Realty Services Ltd)
S-8 & S-2, DDA SHOPPING COMPLEX,
OPP. POCKET-I, MAYUR VIHAR-I,
DELHI-110091

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by *M/s "TRADEWELL HOLDINGS LIMITED"* having **CIN:L74899DL1995PLC064237** and registered office at **S-8 & S-2, DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi-110091**. The 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 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 authorized 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 **31st March, 2024** 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by *M/s "TRADEWELL HOLDINGS LIMITED"* for the financial year ended on **31st March, 2024** according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (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; **(Not applicable to the Company during the Audit period)**
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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; **(Not Applicable to the Company during the Audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Company during the Audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period);**
 - (f) The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulation, 2021 **(Not applicable to the Company during the audit period)**
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit period); and**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit period);**
 - (j) The Securities and Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
4. **We have also examined compliance with the applicable clauses of the following:**
 - Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors and General Meeting.
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the Stock Exchange.
5. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.
6. During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - **Mr. Nalin Mohan Mathur was appointed as an Independent director of the company for the first term w.e.f 30.09.2014 to 29.09.2019 and for the second term from 30.09.2019 to 29.09.2024 but his name is not added /registered in data bank as per Rule 6 of the Companies (Appointment and qualification of Directors) Rules, 2014 read with as per Companies (Creation and Maintenance of databank of Independent Directors) Amendment, Rules 2021 on 18th June 2021. However his term expires on 29.09.2024**
 - **As per Regulation 6(1) of SEBI (LODR) Regulations, 2015, there was a delay by 12 days for appointment of company secretary.**
 - **Munish Bhardwaj was appointed as Independent director for five consecutive years for the first term w.e.f 29.09.2018 to 28.9.2023 and he was re-appointed for a second term of 5 (five) consecutive years from 29.09.2023 to 28.09.2028 but this agenda was not added/ included in notice of AGM held in the year 2023. So this agenda of his reappointment as an independent Director is to be passed in this AGM w.e. f. 29.09.2023 to 28.09.2028**
7. We further report that **Nalin Mohan Mathur, Independent Director is now to going to retire due to expiry of two terms of 5 years of their appointment on 29.9.2024**
8. **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. There were no changes in the composition of the Board of Directors during the period under review.
 - (b) 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.
 - (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
9. We 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
10. We further report that during the audit period, the Company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.
11. **We further report that BSE had levied monetary fines for non-compliances under Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e, Delay in appointment of qualified company secretary as the compliance officer of the Company for Quarter December 2019 and Quarter December 2023. The Company had paid fines under respective Regulations on 08.04.2024**

FOR PARVEEN RASTOGI & CO.
(PRACTICING COMPANY SECRETARIES)
SD/-
PARVEEN KUMAR RASTOGI
(PROPRIETOR)
C.P. NO.26582
M. NO. 4764

PLACE: DELHI
DATE: September 02, 2024.

UDIN: F004764F001097537
Peer Review Certificate no. 5486/2024

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report

ANNEXURE I

To,

The Members,

TRADEWELL HOLDINGSLIMITED
(Formerly known as Brand Realty Services Ltd)
S-8 & S-2, DDA SHOPPING COMPLEX,
OPP. POCKET-I, MAYUR VIHAR-I,
DELHI-110091

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

1. 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.
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 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of 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 management. Our examination was limited to the verification of procedures on 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.

FOR PARVEEN RASTOGI & CO.
(PRACTICING COMPANY SECRETARIES)
SD/-
PARVEEN KUMAR RASTOGI
(PROPRIETOR)
C.P. NO.26582
M. NO. 4764
Peer Review Certificate no. 5486/2024
UDIN: F004764F001097537

PLACE: DELHI
DATE: September 02, 2024

ANNEXURE 6

MANAGEMENT AND DISCUSSION ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2024.

Management Discussion & Analysis (MDA) is a report which enables the investors to see the company "through the eyes of Management" MDA provides material, historical and Prospective disclosure that enables the Investors and other user of information to access the financial condition, change in financial condition and result of operations of public Company, especially the company's Prospectus for the future. The management discussion and analysis have been included in consonance with the code of corporate governance as approved by the Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is engaged in business i.e. To trade into various financial instruments and stocks etc.

THE FINANCIAL AND OPERATIONAL PERFORMANCE

The financial statement is in confirmation with provisions of the Companies Act,2013 and applicable accounting standard recommended by the Institute of Chartered Accountants of India. The financial statement reflects the genuine desire for the transparency and best judgment for the estimates made on prudent and reasonable basis to correctly reflect the true and fair affairs of the company.

FUTURE PROSPECT / BUSINESS PLANS OF THE COMPANY

The opportunities ahead are immense and Company is fully geared to make the most of them. The company has concentrated on its goals of consolidating and cutting cost wherever possible. Various organization development initiatives were undertaken during the year. These are expected to help create a robust organization based on strong values, uniform and systematic business processes and people empowerment.

ADEQUACY OF INTERNAL CONTROL

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multiskilling.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

ANNEXURE 7
Certificate under Regulation 17(8) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: WHOLE TIME DIRECTOR CERTIFICATION UNDER REGULATION 17 (8) OF LISTING REGULATIONS

TO
THE BOARD OF DIRECTORS
TRADEWELL HOLDINGS LIMITED

I, Kamal Manchanda, Whole Time Director of **TRADEWELL HOLDINGS LIMITED**, to the best of our knowledge and belief certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of my knowledge and belief, certify that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee, wherever applicable,
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
For Tradewell Holdings Limited
SD/-
Kamal Manchanda
(Whole Time Director)
DIN: 00027889

Date: September 02, 2024
Place: Delhi

ANNEXURE 8
Certificate under Regulation 17(8) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION UNDER REGULATION 17 (8) OF LISTING REGULATIONS

TO
THE BOARD OF DIRECTORS
TRADEWELL HOLDINGS LIMITED

I, Sunil Kumar Singh, Chief Financial Officer (CFO) of **M/s "TRADEWELL HOLDINGS LIMITED"** to the best of our knowledge and belief certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of my knowledge and belief, certify that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee, wherever applicable,
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
For Tradewell Holdings Limited

SD/-

Sunil Kumar Singh
(Chief Financial Officer)

Date: September 02, 2024
Place: Delhi

Independent Auditor’s Report

To
**The Board of Directors of
Tradewell Holdings Limited**
Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial statements of **M/S Tradewell Holdings Limited** (“the Company”), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows Statement for the year ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2024, and its profit, the comprehensive income, the change in equity and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditors’ Report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors’ report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit 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.

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes the 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 the 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 standalone financial statements that give a true and fair view and are free from any material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management 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 Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 SAs 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 management's 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 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.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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. 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.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report 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 purposes of our audit.
 - (b) 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 Balance Sheet, the Statement of Profit and Loss including comprehensive income, Statement of changes in Equity and the Statement of Cash Flows dealt with by this Reports are in agreement with there relevant books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditors' 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 give to us:

- i. The Company has not disclosed the impact of pending litigation on its financial position in its Standalone financial statements of lease hold residential plot carrying value of Rs.3.69 lakhs which is under dispute.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
- iv. (a). The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("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 ("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, no funds have been Received by the Company from any person or entity, including foreign entities ("Funding Parties"), With the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
(c). Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h)(iv) (a)&(b) above, contain any material misstatement.
- v. No dividend have been declared or paid during the year by the company.
- vi. Based on our examination which included test checks and in accordance with requirements of the implementation Guide on Reporting of Audit trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.
Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of audit trail of feature being tempered with during the course of our audit.
The back up of audit trail (edit log) has been maintained on the servers physically located in India for the financial year ended 31st March, 2024.

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:24085687BKFKRD1155

Place:- Delhi
Date :- 30-05-2024

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditors' Report to even date to the members of **Tradewell Holdings Limited** on the standalone financial statements as of and for the year ended 31 March 2024.

1. Report on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143 of the Companies Act, 2013 ('the Act')

- i) In respect of the Company's fixed assets:
 - a) A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
(B) The company is maintaining proper records showing full particulars of intangible assets;
 - b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
 - c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable freehold properties of land and buildings are held in the name of the Company as at the balance sheet date, except a lease hold residential plot carrying value of Rs. 3.69 lakhs which is under dispute which would impact its financial position.
 - d) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.
 - e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.
- ii) a) Stock in trade comprises the inventories of shares and securities which were physically verified and reconciled by the management with reference to confirmation/statements from brokers and holding statement from depository participants, during the year and coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate of such verification was noticed .
b) No working limit was sanctioned from banks/financial institutions during the year on the basis of current assets of the company Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.
- iii) a) During the year the company has not made any investments, nor provided any guarantee or security but granted unsecured loan in the nature of loan to a company as stated below:

Particulars	Amount(in lakhs)
Aggregate amount during the year ended 31-03-2024	
-Subsidiaries	Nil
- Others	100.00

Balance outstanding as at 31-03-2024	
-Subsidiaries	
- Others (including interest)	3.71

- b) According to the information and explanations given to us, the terms and conditions of the grant of loan are not prima facie prejudicial to the company's interest;
- c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- d) Since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
- e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties
- f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv) In our opinion and according to information and explanations given to u, the company has complied with the provisions of section 185 and 186 of the Act to the loans, investments, guarantees and securities made, as applicable.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions of clause 3 (vi) of the Order are not applicable.

- vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company was generally been regular in depositing undisputed statutory dues, including Provident Fund-administrative charges, Income Tax, Good and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund- administrative charges, Income Tax, Good and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- viii) According to the information and explanations given by the management, the company has not surrendered or disclosed any transactions, previously unrecorded in the books of account in the tax assessments under income tax act, 1961 (43 of 1961) as income during the year. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable.
- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
 - In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained,
 - In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilised for long term purposes.
 - In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
 - In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.
Accordingly, the provisions of clause 3 (x)(a) of the Order are not applicable .
- The company had not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit. Accordingly, the provisions of clause 3 (x)(b) of the Order are not applicable .
- xi) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the period. Accordingly, the provisions of clause 3 (xi) of the Order are not applicable .
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business;
- The reports of the Internal Auditors for the period under audit were considered by us;
- xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable.
- xvi) a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
 - In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- xvii) The company has not incurred cash loss in the financial but in the immediate financial year there was a cash loss of rupees 41.07 Lakhs.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause 3 (xviii) of the Order are not applicable .

- xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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 this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts upto the date of audit report and we neither give any guarantee nor an assurance that all liabilities falling due within a period of one year from the date of balance sheet, will get discharged by the company as and when they fall due.
- xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, the provisions of clause 3 (xx) of the Order are not applicable.
- xix) The company is not required to prepare Consolidate financial. Accordingly, the provisions of clause 3 (xxi) of the Order are not applicable.

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:24085687BKFKRD1155

Place:- Delhi
Date :- 30-05-2024

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of to the members of Tradewell Holdings Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause(l) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Tradewell Holdings Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India and the Standard on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. The Guidance Note and those Standard require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

1. A company's internal financial control over financial reporting 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 control over financial reporting includes 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.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting 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 SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:24085687BKFKRD1155

Place:- Delhi
Date :- 30-05-2024

BALANCE SHEET AS ON 31ST MARCH 2024

(Rupees in Lakh)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
A. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	1	55.36	59.02
(b) Intangible assets	2	(0.00)	2.04
(c) Financial assets			
(i) Investments	3	376.46	669.37
(ii) Trade receivables	4	31.60	97.67
(iii) Loans and Advances	5	1.82	207.97
(d) Other non-current assets	6	113.82	153.38
(e) Income Tax /GST Assets	7	39.48	16.37
(f) Deferred tax assets (net)	8	69.64	94.31
Total non-current assets		688.18	1,300.13
2. Current assets			
(a) Financial assets			
i) Stock in Trade	9	4.67	0.91
(ii) Trade receivables	4	185.54	69.56
(iii) Loans and Advances	5	19.67	13.05
(iv) Cash and cash equivalents	10	44.11	4.04
(b) Other current assets	6	0.44	0.59
Total current assets		254.44	88.15
Total assets		942.61	1,388.28
B. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	11	300.44	300.44
(b) Other equity	12	340.42	93.37
Total equity		640.86	393.81
2 Non-current liabilities			
(a) Financial liabilities			
Borrowings	13	269.00	15.12
(b) Provisions	14	4.60	4.04
(c) Other non-current liabilities	15	3.14	1.65
Total non-current liabilities		276.74	20.81
3 Current liabilities			
(a) Financial liabilities			
Borrowing	13	6.80	21.82
(b) Provisions	14	0.33	0.56
(c) Other current liabilities	15	17.87	951.28
Total current liabilities		25.00	973.66
Total liabilities		301.75	994.47
Total equity and liabilities		942.61	1,388.28

Notes of accounts

1-27

Accounting policies as per Annexure I an integral part of the financial statements

As per our Audit Report of even date attached

SHYAM RASTOGI & CO

(Firm Registration No. 506951C)

Sd/-

Sd/-

Sd/-

Sd/-

Sd/-

SHYAM RASTOGI

UMA KUMARI

SUNIL KUMAR SINGH

KAMAL MANCHANDA

ARUNA MANCHANDA

(Partner)

(Company Secretary)

(Chief Financial Officer)

(Whole Time Director)

(Director)

M.No.085687

M.No.A43066

DIN 00027889

DIN 00027965

Place: Delhi

Date : 30-05-2024

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDING 31ST MARCH 2024

Particulars	Note No.	For the period ending March 31, 2024	(Rupees in Lakh)
			For the year ended March 31, 2023
1. Revenue from operations	16	2,673.42	90.11
2. Increase/(Decrease)	17	4.67	0.00
3. Other income	18	488.45	13.87
4. Total income (1+2+3)		3,166.54	103.98
5. Expenses			
(a) Operating Expenses	19	2,682.50	40.81
(b) Employee benefits expense	20	43.00	41.12
(c) Finance costs	21	2.95	3.93
(d) Depreciation and amortisation expense	22	5.96	7.67
(e) Other expenses	23	122.93	59.20
Total expenses		2,857.35	152.73
6. Profit/(Loss) before tax (4-5)		309.19	(48.74)
7. Tax expense:	24		
- Net current tax		37.47	-
- Deferred tax		(24.67)	8.43
Total tax expense		(62.14)	8.43
8. Profit/(Loss) for the year (6-7)		247.05	(40.31)
9. Other comprehensive income		-	-
10. Total comprehensive income for the year (8+9)		247.05	(40.31)
Earnings per equity share (Face value of Rs.10 each)	25		
Basic		8.22	(1.34)
Diluted		8.22	(1.34)
Notes of accounts	1-27		

Accounting policies as per Annexure I an integral part of the financial statements

As per our Audit Report of even date attached

SHYAM RASTOGI & CO

(Firm Registration No. 506951C)

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
SHYAM RASTOGI	UMA KUMARI	SUNIL KUMAR SINGH	KAMAL MANCHANDA	ARUNA MANCHANDA
(Partner)	(Company Secretary)	(Chief Financial Officer)	(Whole Time Director)	(Director)
M.No.085687	M.No.A43066		DIN 00027889	DIN 00027965

Place: Delhi

Date : 30-05-2024

Cash Flow STATEMENT FOR THE YEAR ENDED AS AT 31ST MARCH 2024

(Rupees in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	309.19	(48.74)
Adjustments for		
Tax expense	24.67	(8.43)
Depreciation and amortisation expense	5.96	7.67
Capital gain on sale of immovable property	(396.48)	-
Capital loss on sale of shares	95.64	-
Interest on IT refund	(0.05)	(0.06)
Interest Received	(11.73)	(8.42)
Finance costs	2.95	3.93
Operating profit before Working Capital Changes	30.16	(54.06)
Changes in working capital:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	(49.91)	57.69
Income Tax/GST Assets	(23.11)	(5.49)
Financial assets	199.53	(209.50)
Other assets	39.71	(30.71)
Stock in Trade	(3.76)	-
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Other liabilities	(931.92)	942.54
Provisions	0.33	0.56
Cash generated from operations	(738.97)	701.04
Less: Income tax paid:	37.47	0
Defererd tax	24.67	(8.43)
NET CASH GENERATED BY OPERATING ACTIVITIES (A)	(801.10)	709.47
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Immovable properties	(738.67)	0
Sale/W/off of Fixed Assets	2.04	0
Sale of Immmovable property	1249.07	0
Sale of Investment in shares	83.35	0
Purchase in Property Plant and Equipement	(2.30)	(314.78)
NET CASH USED IN INVESTING ACTIVITIES (B)	593.48	(314.78)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of borrowing	238.86	(399.74)
Interest Received	11.78	8.48
Finance costs	(2.95)	(3.93)
NET CASH (USED)/GENERATED IN FINANCING ACTIVITIES (C)	247.69	(395.19)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	40.07	(0.50)
Cash and cash equivalents at the beginning of the year	4.04	4.54
Cash and cash equivalents at the end	44.11	4.04

As per our Audit Report of even date attached

SHYAM RASTOGI & CO

(Firm Registration No. 506951C)

Sd/-

SHYAM RASTOGI

(Partner)

M.No.085687

Place: Delhi

Date : 30-05-2024

Sd/-

UMA KUMARI

(Company Secretary)

M.No.A43066

Sd/-

SUNIL KUMAR SINGH

(Chief Financial Officer)

Sd/-

KAMAL MANCHANDA

(Whole Time Director)

DIN 00027889

For and on behalf of the Board

Sd/-

ARUNA MANCHANDA

(Director)

DIN 00027965

1 Property, plant & equipment

Particulars	Leasehold improvements (Refer note i)	Vehicles	Office equipment	Computers	Total
Cost					
As at April 1, 2023	60.17	38.12	4.72	1.94	104.95
Additions during the year			2.14	0.16	2.30
Disposals during the year			0.00	0.00	0.00
As at March 31, 2024	60.17	38.12	6.86	2.10	107.25
Accumulated depreciation					
As at April 1, 2023	12.95	27.77	3.91	1.30	45.93
Expense for the year	0.89	4.30	0.31	0.46	5.96
Deletions / adjustments			0.00	0.00	0.00
As at March 31, 2024	13.84	32.07	4.22	1.76	51.89
Carrying amount					
As at March 31st 2024	46.34	6.05	2.64	0.33	55.36
AS at March 31st 2023	47.23	10.35	0.81	0.63	59.02

Notes:

i) Property (building) have been pledged to secure term loans with Religare Finvest Ltd (Refer note 13 (i))

2 Intangible asstes

Particulars	Computer Software
Cost	
As at April 1, 2023	34.98
Additions during the year	-
Disposals during the year	34.98
As at March 31, 2024	(0.00)
Accumulated depreciation	
As at April 1, 2023	32.94
Expense for the year	-
Deletions / adjustments	32.94
As at March 31, 2024	-
Carrying amount	
As at March 31, 2024	(0.00)
AS at March 31st 2023	2.04

3 Non-current investment

(Rupees in Lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Quantity	Amount	Quantity	Amount
A) Investments in Equity Instruments				
Quoted Shares	0	-	2000	4.03
Unquoted Shares (Group Company) (Refer note i)	0	-	738720	174.96
				178.99
B) Investment in property- Land		376.46		175.94
Capital work in progress (Building under construction)		-		314.45
		376.46		490.39
Total (A+B)		376.46		669.37

Note :

i) Aggregate market value of Quoted and unquoted equity investment - 175.19

4 Trade Receivables		(Rupees in Lakh)			
Particulars	As at March 31, 2024		As at March 31, 2023		
	Quantity	Amount	Quantity	Amount	
i) Non Current					
Undisputed trade receivables – considered good		-		175.19	
Undisputed trade receivables – Considered Doubtfull		-		-	
Total		31.60		97.67	
ii) Current					
Undisputed trade receivables – considered good		185.54		69.56	
Undisputed trade receivables – Considered Doubtfull		-		-	
Total		185.54		69.56	
Total(i+ii)		217.14		167.23	

Ageing for trade receivables - current outstanding as at March 31, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months	1 year	1-2 years	2-3 years	
		6 months	1 year	More than 3 years			
Trade recivables - Billed							
Undisputed trade receivables - considered good	0.00	185.54	0.00	0.00	0.00	31.60	217.14
Undisputed trade receivables - Considered Doubtfull	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	185.54	0.00	0.00	0.00	31.60	217.14

Ageing for trade receivables - current outstanding as at March 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months	1 year	1-2 years	2-3 years	
		6 months	1 year	More than 3 years			
Trade recivables - Billed							
Undisputed trade receivables - considered good	0.00	69.56	0.00	0.00	1.90	95.77	167.23
Undisputed trade receivables - Considered Doubtfull	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	69.56	0.00	0.00	1.90	95.77	167.23

5 Loans and Advances

A. Non-Current

Unsecured and considered good

(i) Capital advances	0.82	0.82
(ii) Loans to related party	-	200.00
(iii) Other advances	1.00	7.14
Total	1.82	207.97

B. Current

Unsecured and considered good

(i) TDS on earnest money received sale of land	0.00	6.66
(ii) TDS on earnest money received against construction of building	0.00	5.43
(iii) TDS on advance rent	0.00	0.79
(iv) Other advances	19.67	0.18
Total	19.67	13.05

	(Rupees in Lakh)	
	For the year ended March 31,2024	For the year ended March 31, 2023
6 Other Non Current Assets		
Security Deposit	113.82	153.38
Other Current Assets		
(i) Prepayments	0.44	0.59
(ii) Others		
Total	0.44	0.59
7 Income Tax/GST Assets		
(i) Income Tax Refund	6.81	7.94
(ii) GST-Input	32.67	8.43
Total	39.48	16.37
8 Deferred tax asset		
Deferred tax assets (a)	79.72	105.08
Deferred tax liabilities (b)	(10.08)	(10.77)
Deferred tax assets (net) (a-b)	69.64	94.31
Deferred tax assets / (liabilities) in relation to:		
a. Deferred tax assets in relation to:		
Provision for employee benefit, unabsorbed depreciation and business losses	79.72	105.08
b. Deferred tax liabilities in relation to:		
Depreciation on Property, plant and equipment and intangible assets	(10.08)	(10.77)
9 Stock in Trade		
Shares and Securities	4.67	0.91
10 Cash and Cash Equivalents		
Cash on hand	1.20	1.97
Balance with Banks in current accounts	42.91	2.06
Total	44.11	4.04

		(Rupees in Lakh)			
Particulars	As at March 31, 2024		As at March 31, 2023		
	Number	Amount	Number	Amount	
Authorised share capital:					
Equity Shares of Rs. 10 each with voting rights	160,00,000	1,600.00	160,00,000	1,600.00	
	160,00,000	1,600.00	160,00,000	1,600.00	
Issued share capital:					
Equity Shares of Rs.10 each with voting rights	3,004,400	300.44	3,004,400	300.44	
	3,004,400	300.44	3,004,400	300.44	
Subscribed and Paid-up share capital					
Equity Shares of Rs.10 each with voting rights	3,004,400	300.44	3,004,400	300.44	
Total	3,004,400	300.44	3,004,400	300.44	
a. Reconciliation of the shares outstanding at the beginning and at the end of the year:					
<u>Equity shares with voting rights</u>					
At the beginning of the year	3,004,400	300.44	3,004,400	300.44	
Shares issued during the year	0	0	0	0	
At the end of the year	3,004,400	300.44	3,004,400	300.44	

(Rupees in Lakh)

		As at March 31, 2024		As at March 31, 2023	
		Number	Amount	Number	Amount

b) Shares held by the promoter at the end of the year 31-03-2024

S.No.	Promoter Name	No.of shares	% of Total shares	% Change during the year
1.	Kamal Manchanda	1442640	48.02%	0
2.	Aruna Manchanda	755760	25.15%	0

Details of shareholders holding more than 5% shares in the company

		As at March 31,2024		As at March 31,2023	
Class of shares / Name of the shareholder		No.of share holding	% of holding	No.of share holding	% of holding
Equity shares with voting rights	Kamal Manchanda	1,442,640	48.02%	1,442,640	48.02%
Equity shares with voting rights	Aruna Manchanda	755,760	25.15%	755,760	25.15%
Equity shares with voting rights	Rashmi Gupta	283,863	9.45%	283,863	9.45%
Preference Shares		nil		nil	

Shares held by the promoter at the end of the year 31-03-2023

S.No.	Promoter Name	No.of shares	% of Total shares	% Change during the year
1.	Kamal Manchanda	1442640	48.02%	(1.83)
2.	Aruna Manchanda	755760	25.15%	0

Details of shareholders holding more than 5% shares in the company

		As at March 31,2023		As at March 31, 2022	
Class of shares / Name of the shareholder		No.of share holding	% of holding	No.of share holding	% of holding
Equity shares with voting rights	Kamal Manchanda	1442640	48.02%	1,497,540	49.85%
Equity shares with voting rights	Aruna Manchanda	755,760	25.15%	755,760	25.15%
Equity shares with voting rights	Rashmi Gupta	283,863	9.45%	-	0.00%
Equity shares with voting rights	Vimla Gupta	-	0.00%	221,019	7.36%
Preference Shares		nil		nil	

12 Other equity

		(Rupees in Lakh)	
Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
(i) General reserve		34.33	34.33
(ii) Retained earnings			
Balance as at beginning of the year		59.04	99.35
Loss for the year		247.05	(40.31)
Balance as at end of the year		306.09	59.04
TOTAL (i+ii)		340.42	93.37

13 Borrowings

		(Rupees in Lakh)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
Secured			
Non-current borrowings			
Unsecured			
	Tradewell Portfolios Pvt Ltd-ICD	90.00	-
	Loans from Directors	179.00	15.12
		269.00	15.12
Current maturities of long-term borrowings (secured)			
	Loans from others (refer note i below)	6.80	21.82
		6.80	21.82
Less: Reclassified to Current Borrowings		6.80	21.82
Total		269.00	15.12
Current Borrowings			
	Current maturities of long-term borrowings (secured)	6.80	21.82

Note:- Term loan from other was secured by hypothecation of property

(Rupees in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
14 Provisions		
Non-Current		
(i) Provision for employee benefits:		
Provision for gratuity	4.60	4.04
Current		
(ii) Provision for employee benefits:		
Provision for gratuity	0.33	0.56
15 Other liabilities		
Non-Current		
(i) Security Deposit	3.14	1.65
Total	3.14	1.65
Current		
(i) Statutory remittances	12.64	0.05
(ii) Earnest money received against sale of land	-	665.88
(iii) Earnest money received against construction of building	-	271.33
(iv) Advance Rent received	1.26	7.86
(v) Other Payable	3.97	6.16
Total	17.87	951.28
16 A. Revenue from Operations		
Sale of Shares	2,698.18	19.69
Profit/(loss) on Shares Trading	70.88	70.62
Gain/(loss) on Intraday Transactions	-	(0.20)
Brokerage & Commission	(95.64)	-
Total	2,673.42	90.11
17 Increase/(Decrease) in stock		
Opening Stock of Shares	0.00	0.91
Less:- Closing stock	4.67	0.91
Increase(Decrease) in stock	4.67	0.00
18 Other Income		
Interest on IT Refund	0.05	0.06
Ineterest Received others	11.73	8.42
Capital Gain on immovable property	396.48	-
Brokerage & Commission	70.00	5.00
Dividend	0.38	-
Rent	6.60	0.39
Miscl Income	3.22	0.01
Total	488.45	13.87
19 Operating Expenses		
Purchases of Shares	2,668.58	20.00
STT on share trading	5.10	0.04
STT on Derivative transactions	3.37	7.86
STT on Intraday Transactios	-	0.04
Fees paid on services	5.45	12.87
Total	2,682.50	40.81
20 Employee benefis expenses		
Salaries	42.65	40.49
Gratuity expense	0.33	0.56
Staff welfare expenses	0.02	0.07
Total	43.00	41.12

Particulars	(Rupees in Lakh)	
	For the year ended March 31,2024	For the year ended March 31,2023
21 Finance Costs		
Interest expense on: - Borrowings from Bank	0.80	-
- Borrowings from Others	2.14	3.93
Other Finance expense	0.01	-
Total	2.95	3.93
22 Depreciation and amortisation expense		
Depreciation of property and plant and equipment	5.96	6.02
Amortisation of intangible assets	-	1.64
Total	5.96	7.67
23 Other expenses		
Rent	2.15	2.01
Repair and maintenance	0.47	0.49
Insurance expenses	0.11	0.11
Rates and taxes	0.33	0.43
Communication	0.22	0.22
Printing and stationery	0.87	0.65
Advertisement and sales promotion	5.63	26.15
Legal and professional	0.40	0.40
Payments to auditors [Refer note (i) below]		
Bad debts w/off	0.13	-
Penalty and levies	3.25	3.00
Annual listing fee	0.18	0.28
Annual custodian fees	0.95	1.19
Business promotion expenses	1.71	0.88
Car Repairs	0.03	0.07
Computer maintenance	-	1.72
Consultancy fee	0.17	0.03
Conveyance reimb & Dmat	0.47	1.31
Database hosting & development	-	0.21
Power exp	10.63	14.78
Prior period exp	0.33	0.13
Share transfer agent expenses	1.76	1.74
Software expenses	4.85	-
Sundry Balance w/off	88.28	3.40
	122.93	59.20
Notes:		
(i) Payment to auditors includes		
Statutory audit	0.40	0.40
24 Income tax recognised in profit or loss		
Current tax	37.47	-
Current tax previous year	(24.67)	8.43
Deferred tax	(62.14)	8.43
25 Earnings per share ('EPS')		
<u>Basic earnings per share</u>		
Profit for the year	247.05	(40.31)
Weighted average number of equity shares of Rs. 10 each	30.04	30.04
Basic earnings per share	8.22	(1.34)
<u>Diluted earnings per share</u>		
Profit for the year	247.05	(40.31)
Weighted average number of equity shares of Rs. 10 each for Basic EPS	30.04	30.04
Diluted earnings per share	8.22	(1.34)

Particulars	(Rupees in Lakh)	
	For the year ended March 31,2024	For the year ended March 31,2023
26 Related parties transactions and balances		
I. Key management personnel		
Sh. Kamal Manchanda		
Smt. Aruna Manchanda		
II. Relative of Key management personnel		
III. Companies & LLP under the significant influence of key management personnel		
Tradewell Portfolios Pvt Ltd		
Era Resorts Pvt Ltd		
b. Related parties transactions		
Loan and others amount Received		
Aruna Manchanda	45.00	0.77
Kamal Manchanda	541.27	118.26
Era Resorts Pvt Ltd -Interest Recvd	4.12	-
Tradewell Portfolios Pvt Ltd -ICD	90.00	-
Tradewell Portfolios Pvt Ltd -amount against sale of shares	83.11	-
Loan and others amount Given		
Era Resorts Pvt Ltd	100.00	200.00
Tradewell Portfolios Pvt Ltd -ICD Interest paid	0.22	-
Repayment of loan		
Aruna Manchanda	56.12	284.25
Kamal Manchanda	366.27	221.46
Era Resorts Pvt Ltd	300.00	-
Rent and others charges		
Tradewell Portfolios Pvt Ltd-amount against purchase of properties	269.20	-
Tradewell Portfolios Pvt Ltd	-	0.65
Aruna Manchanda	-	1.13
Balance of Wish A Cup Cake Services LLP W/off	20.06	
Remuneration		
Kamal Manchanda	18.00	18.00
c. Related parties outstanding balances		
Aruna Manchanda	4.00	15.12
Kamal Manchanda	175.00	-
Era Resorts Pvt Ltd	-	200.00
Era Resorts Pvt Ltd -Interest Receivable	3.71	
Tradewell Portfolios Pvt Ltd -ICD	90.00	-
Tradewell Portfolios Pvt Ltd -ICD Interest payable	0.20	-
Wish A Cup Cake Services LLP	-	20.06

27 Ratio

The Following are analytical for the year end 31st March'2024 and March'2023:-

Particulars	Numerator	Denominator	As at 31 March 2024	*As at 31 March 2023	Variance
<i>i)</i> Current Ratio*	Current assets	Current Liabilities	10.18	0.09	11205.82%
<i>ii)</i> Debts- Equity Ratio	Total Debt	Shareholder's Equity	0.43	0.09	358.84%
<i>iii)</i> Debts Service Coverage Ratio	Earning available for debt services	Debt Service	17.71	-2.19	909.75%
<i>iv)</i> Return on Equity (ROE)	Net Profit after taxes	Average Shareholder's Equity	52.52%	-11.77%	64.30%
<i>v)</i> Inventory Turnover Ratio	Cost of goods sold	Average Inventory	960.69	44.80	2044.40%
<i>vi)</i> Trade receivable turnover ratio	Revenue from Business Operation	Average Trade Receivable	13.91	0.46	2926.89%
<i>vii)</i> Trade payables turnover ratio	Purchase of services and other expenses	Average Trade Payables	NA	NA	NA
<i>viii)</i> Net Capital turnover ratio	Revenue from Business Operation	Working Capital	11.65	-0.10	11550.68%
<i>ix)</i> Net profit ratio	Net Profit	Revenue	10.16%	-54.09%	64.25%
<i>x)</i> Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	29.61%	-11.76%	41.37%
<i>xi)</i> Return on Investment (ROI)	Income generated from investments	Average Investments	57.53%	0.00%	57.53%

NOTES ON VARIANCES

- i)* The variance is due to decrease in earnest money received against sale of land and building in current liabilities
- ii)* The variance is due to increase in borrowing
- iii)&iv)* The variance is due to increase in revenue
- v)* The variance is due to increase in cost of goods sold
- vi, viii)* The variance is due to increase in revenue from operations
- ix & X)* The variance is due to increase in revenue from operations & other income
- xi)* The increase in return on investment is due to sale of land and building
- * The previous year ratios have been grouped & regrouped to make comparable with current year ratios

As per our Audit Report of even date attached

SHYAM RASTOGI & CO

(Firm Registration No. 506951C)

Sd/- SHYAM RASTOGI
(Partner)
M.No.085687
Place: Delhi
Date : 30-05-2024

Sd/- UMA KUMARI
(Company Secretary)
M.No.A43066

Sd/- SUNIL KUMAR SINGH
(Chief Financial Officer)

For and on behalf of the Board

Sd/- KAMAL MANCHANDA
(Whole Time Director)
DIN 00027889

Sd/- ARUNA MANCHANDA
(Director)
DIN 00027965

1. Corporate Information

Tradewell Holdings Limited (Formerly-Brand Realty Services Limited) ("the Company") is incorporated in India having its registered office at S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-I, Delhi - 110091. Its shares are listed on Bombay Stock Exchanges. Tradewell Holdings Limited is primarily engaged in the business of Shares Trading and secondary Real Estate services.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation and presentation

The Company prepared its financial statements in accordance with Accounting Standards notified under section 133 of the Companies Act, 2013. The Standalone Financial Information have also been prepared to comply in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (India Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

2.2. Basis of measurement

The Ind AS financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.3. Functional and Presentation Currency

The Ind AS Financial Statements are presented in Indian rupees in hundred, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

2.4. Use of estimates and judgment

The preparation of Ind AS Financial Statements in conformity with Ind AS requires the management to make judgments, 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 a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Ind AS Financial Statements is included in the significant estimates.

2.5. Revenue recognition

Revenue/Income and Cost/Expenditure are being accounting on accrual basis, as they are earned or incurred. Dividend income is recognised when the right to receive payment is established. Interest income is recognised using the effective interest method.

2.6. Foreign currency Transactions and balances

There are no Foreign Transactions in the company.

2.7. Employee benefits

- Provident Fund - Contribution towards provident fund in the form of administrative charges are made to the regulatory authorities on monthly basis. Such benefits are classified as defined contribution schemes as the Company does not carry any further obligations.
- Gratuity: - The Company provides for gratuity, a defined Benefit plans (the "Gratuity Plan") covering eligible employees in accordance with the payment of Gratuity Act, 1972. The Gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the nature of employment.

2.8. Property, Plant and equipment

Property, Plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

2.8.1. Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method on a pro-rata basis from the date on which each asset is put to use to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation has been provided in accordance with useful lives prescribed in the Companies Act, 2013

2.8.2. Derecognition

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

2.9. Intangible assets

2.9.1. Intangible assets acquired separately

Intangible assets purchased being acquired computer software are measured at cost as of the date of acquisition and carried at cost less accumulated amortization and accumulated impairment, if any.

2.9.2. Derecognition policy

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or

losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

2.9.3. Amortisation methods and periods

Intangible assets i.e software is amortised on a straight line basis over its estimated useful life i.e. 10 years.

2.10. Inventories

In stock in trade, the company is having the inventories of shares and securities and same has been valued on cost basis.

2.11. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.12. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/ (loss) for the year attributable to the shareholders of the Company as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.13. Taxation

Income tax expense represents the sum of the current tax and deferred tax.

2.13.1. Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates applicable for the respective period.

2.13.2. Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Ind AS Financial Statements and their tax bases. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

As per our Audit Report of even date attached

SHYAM RASTOGI & CO

(Firm Registration No. 506951C)

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
SHYAM RASTOGI	UMA KUMARI	SUNIL KUMAR SINGH	KAMAL MANCHANDA	ARUNA MANCHANDA
(Partner)	(Company Secretary)	(Chief Financial Officer)	(Whole Time Director)	(Director)
M.No.085687	M.No.A43066		DIN 00027889	DIN 00027965

Place: Delhi

Date : 30-05-2024

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 30th Annual General Meeting of the Company on Monday, the 30th day of September, 2024 at 12:30 P.M at the Registered office of the Company at S-8 & S-2 ,DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi-110091.

Signature of shareholder(s)/proxy

- Note:**
1. Please fill this attendance slip and hand it over at the entrance of the hall.
 2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
 3. Physical copy of the Annual Report for March 31st, 2024 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

**FORM MGT-11
PROXY FORM**

**[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
30TH ANNUAL GENERAL MEETING, MONDAY, THE 30TH DAY OF SEPTEMBER, 2024**

Name of the member(s) :
Registered Address :
E-mail id :
Folio/DP ID-Client ID :

I/We being the member(s) ofshares of the above named Company, hereby appoint:

1. Name:Address:
E-mail ID: Signature: or failing him/her.
2. Name:Address:
E-mail ID: Signature: or failing him/her.
3. Name:Address:
E-mail ID: Signature: or failing him/her.
4. Name:Address:
E-mail ID: Signature: or failing him/her.

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2024 at 12:30 P.M at registered office at S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI-110091 at any adjournment thereof in respect of such resolutions as are indicated below:

NO.	RESOLUTION	FOR	AGAINST
	<u>ORDINARY RESOLUTIONS:</u>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Kamal Manchanda, whole time Director (having DIN: 00027889) as Director of the Company, who is liable to retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of Statutory Auditors to fill Casual Vacancy		
	<u>SPECIAL BUSINESS:</u>		
4.	Appointment of Ms. Shilpy Chopra, DIN: 07161915 as a non-executive Independent Director		
5.	Re- appointment of Mr. Munish Bhardwaj (DIN: 08143913), as Director and Independent Director for a second term of 5 consecutive years w.e.f. 29.09.2023		

Signed thisday....., 2024

**Affix
Revenue
Stamp of
Rs. 1/-**

.....
Signature of shareholder

.....
Signature of proxy holder

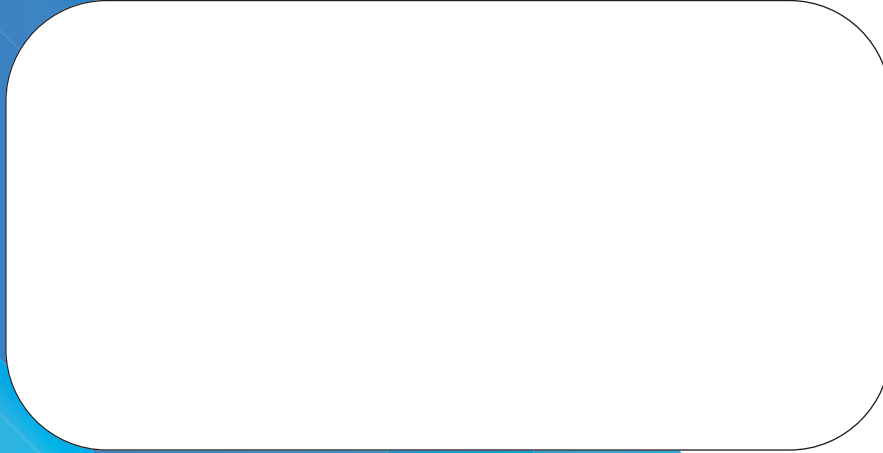
- Note:**
1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
 2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MAP OF THE 30TH ANNUAL GENERAL MEETING
MONDAY, 30TH SEPTEMBER, 2024 AT 12:30 P.M

S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI -110091



Book Post



If Undelivered please return to

TRADEWELL HOLDINGS LIMITED
(Formerly known "BRAND REALTY SERVICES LIMITED")
S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I,
MAYUR VIHAR-I, DELHI-110091

Tel.: (91)-011- 22755819
CIN: L74110DL1995PLC064237
Email Id: info@brandrealty.in
Website: www.brandrealty.in