



4<sup>th</sup> December 2024

To,  
The Secretary  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Ref: – Tradewell Holdings Limited (ISIN: INE819G01012) (Scrip Code: 531203)

Subject: POSTAL BALLOT NOTICE- DISCLOSURE UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR”)

Dear Sir/Madam,

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of Postal Ballot Notice dated December 03, 2024 (“Notice”), seeking the approval of the members of the Company in respect of the following Special resolutions item, only by way of remote electronic voting (“evoting”):

1. To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013, subject to approval of Members through Postal Ballot as per Section 110 of the Act.
2. To increase borrowing powers of the board and authorization limit to secure the borrowings under section 180(1) (c) of the Companies, Act, 2013, subject to approval of Members through Postal Ballot as per Section 110 of the Act.

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. on **Friday, December 06, 2024**. The Company has engaged the services of Link Intime India Pvt. Ltd to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from on **Friday, December 13, 2024 at 9:00 a.m. (IST) and ends on 5:00 p.m. (IST) on Saturday,**

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(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



**January 11, 2025.** The results of the postal ballot shall be announced **on or before Tuesday, January 14, 2025** and, the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at <https://www.brandrealty.in>.

You are requested to take the same on record.

Thanking you,

**For Tradewell Holdings Limited**

**Uma Kumari**

**(Company secretary & Compliance officer)**

**En: Notice of Postal Ballot**

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Mob.: 9871484676 | E-mail: [sunil@brandrealty.in](mailto:sunil@brandrealty.in), [www.brandrealty.in](http://www.brandrealty.in)

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

**TRADEWELL HOLDINGS LIMITED**  
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## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of **Tradewell Holdings Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of various circulars issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA’) vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, Circular No.39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, General Circular No 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and General Circular No. 09/2024 dated September 19, 2024 (the ‘MCA Circulars’) and pursuant to Section 110 of the Companies Act and the Rules made thereunder, that the Resolution set out hereunder for approval for **Giving loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013, and to increase borrowing powers of the board and authorization limit to secure the borrowings under section 180(1) (c) of the Companies, Act, 2013** are proposed to be passed by the Members of the Company as a Special Resolution through Postal Ballot by voting through

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electronic means ("remote e-voting") only. The Statement pursuant to Section 102 of the Act, pertaining to said resolution setting out the material facts is annexed hereto.

In accordance with the MCA General Circular No. 09/2024 dated September 19, 2024, (MCA Circular), Postal Ballot Notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, **as on Friday, December 06, 2024**, and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants/ Depositories. Physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes section of this Postal Ballot Notice to cast their vote electronically which begins on **Friday, December 13, 2024 at 9:00 a.m. (IST) and ends on 5:00 p.m. (IST) on Saturday, January 11, 2025** (the last day to cast vote electronically) to be eligible for being considered.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act read with rules, the Statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

The Board of Directors has appointed Shri Parveen Rastogi, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be Final. The Company has engaged the services of Link Intime India Pvt. Ltd as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Meeting or any person authorized by him. **The results of e-voting will be announced on or before Tuesday, January 14, 2025 (Within 2 working days)** and will be displayed on the Company's website at <https://www.brandrealty.in> and will also be communicated to the Stock Exchange(s) i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Link Intime India Pvt. Ltd. The Company will also display the results of the Postal Ballot at its Registered Office/corporate office. **The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, January 11, 2025.**

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**SPECIAL BUSINESS:**

**Item-1: To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

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

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to

- a) give any loan to any person or other body corporate ;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Up to an **aggregate sum of Rs. 35 (Thirty five) Crores.**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions while giving loan or guarantee or providing securities belonging to the same group or otherwise through mortgage within the aforesaid limits including with the power to transfer and dispose of the properties mortgaged, from time to time , and to execute all deeds, documents and other writing and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effects to this resolution.”;

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**Item-2: To increase borrowing powers of the board and authorization limit to secure the borrowings under section 180(1) (c) of the Companies, Act, 2013**

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

**“RESOLVED THAT** the consent of the Company be and is hereby accorded, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and the Articles of Association of the Company, to the Board of Directors of the Company to continue to borrow from time to time any money(ies) as they deem requisite and/or expedient for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company would exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company, provided that the total amount up-to which money(ies) borrowed by the Board of Directors of the Company at any time, including the temporary loans obtained from the Company’s bankers in the ordinary course of business, shall not exceed Rs. 25 Crore (Rupees Twenty Five crores only).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to file the necessary resolution/ documents/ form(s) with the Registrar of the Companies, NCT of Delhi & Haryana and to do all such acts, deeds, matters as may be deemed necessary, desirable for the purpose of giving effect to this resolution or matter connected therewith or incidental thereto”

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

**Date: 03.12.2024**  
**Place: Delhi**

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

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**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") as on **Friday, 06th December 2024 ("cut- off date")** and who have registered their e-mail addresses with the Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022 , 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ('MCA Circulars'), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.

3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. Shareholders may write the request to register/update their E-mail address with RTA Link Intime India Pvt. Ltd. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents electronically to their email address.

4. Voting rights of the 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. 06<sup>th</sup> December 2024 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast



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their votes. A person who is not a Member as on a cut- off date should treat the Notice for information purpose only.

5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the special resolution contained in the Notice of Postal Ballot dated 03<sup>rd</sup> December 2024 is being taken through remote e-voting.

6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.

7. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.

8. The results of the Postal Ballot shall be declared **within two (2) working days from the conclusion of remote e-voting i.e, on or before Tuesday, 14<sup>th</sup> January 2025**. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, **shall be deemed to have been passed on the last date specified for remote e-voting i.e. 11<sup>th</sup> January 2025**.

9. The Notice of Postal Ballot is available on the website of the Company at <https://www.brandrealty.in> and on the websites of the BSE Limited (“BSE”): [www.bseindia.com](http://www.bseindia.com). Notice of Postal Ballot is also available on the website of NDSL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company’s website <https://www.brandrealty.in> to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. 11<sup>th</sup> January 2025.

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.

**12. REMOTE E-VOTING PROCEDURE:**

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





**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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectRe">https://eservices.nsdl.com/SecureWeb/IdeasDirectRe</a></li> </ol>



	<p><a href="#">g.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center; margin-right: 20px;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>



	<ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>



**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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user



	ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

**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.
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.

**TRADEWELL HOLDINGS LIMITED**  
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**Opposite Pocket-I, Mayur Vihar, Phase-I, Delhi-110091**  
**Tel.: (91)- 9871484676 CIN: L74110DL1995PLC064237**  
**Email Id: [kamal@brandrealty.in](mailto:kamal@brandrealty.in) Website: [www.brandrealty.in](http://www.brandrealty.in)**



### **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](mailto:rastogifcs3@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager, NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) by email to [kamal@brandrealty.in](mailto: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](mailto: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.**



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3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

In view of increased business needs of the companies it requires giving loan, guarantee or providing security during course of business in the interest of the Company.

Board of Directors in their meeting held on 03.12.2024 decided to seek approval of shareholders to given loan, guarantee or provide security aggregating up to Rs. **35 (Thirty five) crores.**

Section 186 of the Companies Act, 2013 permits the Company to given loan, guarantee or provide security in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company

Section 186 of the companies Act, 2013 is being notified and shall come into force with effects from 01.04.2014 and accordingly your company is required to obtain approval by passing special resolution in general meeting/or through postal ballot under section 110 of the Companies Act 2013, in case it proposes given loan, guarantee or provide security.

Therefore, in the opinion of the Board, the above proposal is in the interest of the Company and its equity shareholders. Accordingly, the directors of the Company recommend passing **the special resolution as set out at Item No. 1 in this notice through postal ballot** under section 110 of the Companies Act 2013.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company

The Board recommends the special Resolution through postal ballot set out at Item No. 1 of the approval by the shareholders.

**ITEM NO. 2**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart

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from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to limit upto Rs. 25 Crore.

The existing borrowing limit of the Company is Rs. 15 crores, which was approved by the Members in the Annual General Meeting held on 28.10.2020.

However, in order to meet the Company's financial requirements for both short-term and long-term purposes, it may be necessary to borrow upto Rs. 25 Crore, including the temporary loans obtained from Company's Bankers in the ordinary course of business. Accordingly, the aggregate amounts borrowed, which are outstanding at a given point of time shall not exceed the limit of Rs. 25 Crore as recommended by the Board to the members for their consent. The borrowings of the Company include term loans, overdraft facilities, issue of non-convertible debentures, commercial papers, acceptance of deposits from public etc.

Therefore, in the opinion of the Board, the above proposal is in the interest of the Company and its equity shareholders. Accordingly, the directors of the Company recommend passing **the special resolution as set out at Item No. 2 in this notice through postal ballot** under section 110 of the Companies Act 2013.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company

The Board recommends the special Resolution through postal ballot set out at Item No. 2 of the approval by the shareholders.

**By Order of the Board of Directors**

**For Tradewell Holdings Limited**

**Date: 03.12.2024**  
**Place: Delhi**

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