

BRAND REALTYTM

Network of Real Estate Advisors

Date: 02/09/2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai-400001

Ref: Brand Realty Services Limited (Scrip Code: 531203)

Sub: Submission of Annual Report 2020-21 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 31st March, 2021 including the Notice of the 27th Annual General Meeting of the Company to be held through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM').

The same is being uploaded on the Company's Website www.brandrealty.in and Stock Exchanges' website www.bseindia.com.

We request you to kindly take the same on records.

Thanking You,
Yours Truly,

For and on behalf of Brand Realty Services Limited



NIKITA GARG
COMPANY SECRETARY & COMPLIANCE OFFICER

BRAND REALTY SERVICES LTD

Regd. Office: S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-1, Delhi-110091
Corp. Office: F 6/18, Plot No. D-6, Wave Silver Tower, Sector-18, Noida-201301

Landline: 011-22755819, Mob.: 9999916037

E-mail: info@brandrealty.in, www.brandrealty.in

CIN: L74899DL1995PLC064237, PAN: AABC53166R, GST (DELHI) 07AABC53166R1ZT, (UP) 09AABC53166R1ZP

Personalized Solutions in : Original Bookings Leasing Buying / Selling

***27th
Annual Report
2020-2021***

BRAND REALTY

BRAND REALTY SERVICES LIMITED

Regd. Office : S-8 & S-2, DDA Shopping Complex, Opp. Pocket-1, Mayur Vihar Phase-I, Delhi-110091
Corp.Office : F-06/18, Plot No. D-6, Wave Silver Tower, Sector - 18, Noida 201301 (U.P.)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kamal Manchanda
WHOLE TIME DIRECTOR

Mrs. Aruna Manchanda
DIRECTOR

Mr. Munish Bhardwaj
INDEPENDENT DIRECTOR

Mr. Nalin Mohan Mathur
INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL

Mr. Kamal Manchanda
WHOLE TIME DIRECTOR

Ms. Sakshi Goel
COMPANY SECRETARY & COMPLIANCE OFFICER
(Resigned w.e.f. 01/04/2021)

Ms. Nikita Garg
COMPANY SECRETARY & COMPLIANCE OFFICER
(Appointed w.e.f. 09/04/2021)

Mr. Sunil Kumar Singh
CHIEF FINANCIAL OFFICER

REGISTERED OFFICE

S-8 & S-2, DDA Shopping Complex,
Opp Pocket-I, Mayur Vihar, Phase-1,
Delhi-110091

CORPORATE OFFICE

F-06/18, Plot No. D-6, Wave Silver Tower,
Sector - 18, Noida 201301 (U.P.)

WEBSITE

www.brandrealty.in

EMAIL

kamal@brandrealty.in

CORPORATE IDENTIFICATION NUMBER

L74899DL1995PLC064237

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PVT. LTD.,
Noble Heights, 1st Floor,
Plot No. NH-2, C-1 Block,
LSC, Near Savitri Market,
Janakpuri, New Delhi - 110058

STATUTORY AUDITORS

M/s Shyam Rastogi & Co.
Chartered Accountants
1/23, 2nd Floor, Lalita Park,
Laxmi Nagar, Delhi- 110092

INTERNAL AUDITORS

M/s. J. K. Jain & Co.,
4A, DDA Flats, Rajouri Garden,
New Delhi-110027

SECRETARIAL AUDITOR

Mr. Parveen Rastogi
Flat No. 3, Sood Building, Teil Mil Marg,
Ram Nagar, Paharganj,
New Delhi-110055.

BANKERS

HDFC Bank Ltd.,
K-Block, Sector-18, Noida.

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BRAND REALTY SERVICES LIMITED

NOTICE

Notice is hereby given that the 27th (Twenty Seventh) Annual General Meeting ("AGM") of the Members of **BRAND REALTY SERVICES LIMITED** ("the Company") will be held on Thursday, the 30th day of September, 2021 at 01:00 P.M. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESSES:

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

1. ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS' AND AUDITOR'S REPORT:

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Directors' Report and Auditor's Report thereon as presented to the Meeting be and are hereby approved and adopted."

2. RE-APPOINTMENT OF MRS. ARUNA MANCHANDA (DIN:00027965) AS DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

"RESOLVED THAT Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Aruna Manchanda, Director (DIN :00027965) who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. To fix the remuneration of M/s Shyam Rastogi & Co., Chartered Accountants, Statutory Auditors of the Company

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. KAMAL MANCHANDA (DIN: 00027889) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM APRIL 01, 2021

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

"RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and consent of the Board be and is hereby accorded to the re-appointment of Mr. Kamal Manchanda (DIN:00027889), as Whole Time Director (designated as "as Whole Time Director") of the Company for a period of five years with effect from April 01, 2021 to 31st March, 2026 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kamal Manchanda.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kamal Manchanda shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

5. ALTERATION OF MAIN OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 13 and other provisions applicable, if any, of the Companies Act, 2013 and subject to such approvals as may be required, consent of the members be and is hereby given that the Clause III (A) of the Memorandum of Association of the Company be and is hereby altered by deletion of Sub-Clause 1 To 5 and insert new Sub Clauses 1& 2 in replacement thereof in the manner as set out thereunder:

1. To Trade in various financial instruments listed on Stock Exchanges in India and abroad including and not limited to Equity Shares, Stock Futures & Options, Commodity contracts in Spot, Futures and Options and any instrument listed on Stock Exchanges.
2. To Invest in various financial instruments listed on any Stock Exchange.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana."

6. APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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 4, 13 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof, for the time being in force), Regulation

BRAND REALTY SERVICES LIMITED

45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval, consent, sanction and permission of the Central Government/Stock Exchange and any other Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from "BRAND REALTY SERVICES LIMITED" to "TRADEWELL HOLDINGS LIMITED" or such other name as may be approved by Registrar of Companies.

RESOLVED FURTHER THAT upon the receipt of fresh certificate of incorporation upon change of name, the name "BRAND REALTY SERVICES LIMITED" wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with "TRADEWELL HOLDINGS LIMITED" or such other name as may be approved by Registrar of Companies.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining statutory approvals, to execute contracts or otherwise in relation to the above and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana."

By Order of the Board
For BRAND REALTY SERVICES LIMITED
Sd/-
Nikita Garg
Company Secretary

DATE: 01/09/2021

PLACE: Delhi

NOTES

- In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special business to be transacted at the AGM is annexed and forms part of this Notice.
- 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. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 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 2021 will also be available on the Company's website 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.
- The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Twenty Seventh AGM has been fixed as Thursday, September 23, 2021.

BRAND REALTY SERVICES LIMITED

- The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 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 2020-21 and Notice convening 27th 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 Friday, 27th August, 2021.
- For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 27th August, 2021, being the cut-off date for sending soft copy of the Notice of 27th AGM and Annual Report, may refer to the Notice of 26th AGM and Annual Report which is available on the Company's website, on the websites of NSDL and BSE.
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@brandrealty.in.
- Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:
Link Intime India Pvt. Ltd.
Noble Heights 1st Floor
Plot No. NH-2, C-1 Block
LSC Near Savitri Market, Janakpuri
New Delhi, 110058
Ph. +91 11 49411000 ,
E-mail ID-sunil.mishra@linkintime.co.in, Fax +91 11 4141 0591
- 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") 27th Annual Report 2020-21 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., Thursday, September 23, 2021.
- Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, August 27, 2021, may cast their vote electronically.
- Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and e-voting at the AGM, in a fair and transparent manner.
- 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 www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay stock exchange (BSE) where the Company's shares are listed.
- As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Mrs. Aruna Manchanda (DIN: 00027965), Director, retiring by rotation and seeking re-appointment under aforesaid Item No. 2 in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1 and Mr. Kamal Manchanda (DIN: 00027889), Whole Time Director, seeking re-appointment under aforesaid Item No. 4 in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1A.
- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive).
- 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.

BRAND REALTY SERVICES LIMITED

- 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.
- 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.
- Annual Listing fee for the year 2021-22 has been paid to the Stock Exchange wherein shares of the Company are listed.

Please carefully read the following instructions/procedures on E-Voting.

- Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.
- The results shall be declared by the Chairman immediately after receiving report from Scrutinizer. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of NSDL within Two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange.
- E-voting period begins on Saturday, 25th September, 2021 at 9:00 am and ends on Wednesday, 29th September, 2021 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

➤ THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

- The remote e-voting period begins on Saturday, 25th September, 2021 at 9:00 A.M. and ends on Wednesday, 29th September, 2021 at 5:00 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. Thursday, 23rd September, 2021, 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 Thursday, 23rd September 2021.

➤ 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.	<ul 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

<ul style="list-style-type: none"> ➤ Individual Shareholders holding securities in demat mode with CDSL ➤ Individual Shareholders (holding securities in demat mode) login through their depository participants 	<ul style="list-style-type: none"> ➤ 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 <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <ul style="list-style-type: none"> ➤ Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ➤ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. ➤ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ➤ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. ➤ 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
<ul style="list-style-type: none"> ➤ 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. 	
<ul style="list-style-type: none"> ➤ Login type ➤ Individual Shareholders holding securities in Demat mode with NSDL ➤ Individual Shareholders holding securities in Demat mode with CDSL 	<ul style="list-style-type: none"> ➤ Helpdesk details ➤ Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 ➤ Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

BRAND REALTY SERVICES LIMITED

- **B) Login Method for e-Voting 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.
- *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.*
- 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 IDØ 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***

- 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.**
- If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- 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.
- **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- 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?**
- 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
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

BRAND REALTY SERVICES LIMITED

- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- **General Guidelines for shareholders**
- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
- **Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- 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 (Company email id).
- 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 (Company email id). 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.**
- 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.
- 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 BRAND REALTY SERVICES LIMITED
Sd/-
Nikita Garg
Company Secretary

DATE: 01/09/2021
PLACE: Delhi

BRAND REALTY SERVICES LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Kamal Manchanda (DIN- 00027889) was re- appointed as Whole Time Director of the company w.e.f 01.04.2021 in the Board Meeting held on 21ST January, 2021 on the recommendation of the Nomination and Remuneration Committee as per the provisions of Section 196, 197 and schedule V of the Companies Act, 2013.

The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and discretion of the Board of Directors of the Company.

The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

Board recommends the above said resolution as mentioned in Item No. 4 as an Ordinary Resolution.

Except Mrs. Aruna Manchanda (W/o Mr. Kamal Manchanda), None of the Directors, KMP's and their relatives are not interested in this Resolution subject to the extent of their shareholding.

Item No. 5

Your Company has pursued a new business activity of dealing in financial market in addition to Real Estate business. Such business activity is adopted from other Business Activities as mentioned in Clause III (C) of Memorandum of Association of the Company with the approval of the Board in its Meeting. Further to inform you that your Company has earned substantial revenue from such business activity during the year.

Your Board reviewed the existing business operations of the Company and after detailed deliberations came to the conclusion that its present business of Real Estate is not more viable. Therefore, the Board of Directors decided to deal in only in Financial Market in place of Real estate.

Thus, the Board of Directors in its Meeting held on 01ST September, 2021 decided to alter its Main Object by way of deletion of existing Sub Clauses 1 to 5 by inserting new Sub Clauses 1 & 2 in replacement thereof in Clause III (A) of Memorandum of Association of the Company.

The Board of Directors of the Company recommends the Special Resolutions as set out in the Notice for Members approval.

The necessary documents in this regard of the Company would also be available for the inspection for the members in electronic mode at the Company's website.

None of the Directors except to the extent of the Shareholding of the Company are concerned and /or interested in the proposed Resolution.

Item No. 6

Your Company is in the process of discontinuing its business operation in Real estate Sector. Since the main thrust will be on Trading in various financial instruments listed on Stock Exchanges in India and abroad including and not limited to Equity Shares, Stock Futures & Options, Commodity contracts in Spot , Futures and Options and any instrument listed on Stock Exchanges, To Invest in various financial instruments listed on any Stock Exchange. The consent of the shareholders is accordingly sought for change of name of the Company which will be subject to the approval of the Central Government/Stock Exchange/ Other Statutory Authority.

The Board of Directors of the Company in their Meeting held on September 01, 2021 decided to change the name of the Company from "BRAND REALTY SERVICES LIMITED" to "TRADEWELL HOLDINGS LIMITED" or such other name as may be approved by Registrar of Companies.

Pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and rules made thereunder, change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by

way of Special Resolution. So, Board of Directors of the Company recommends passing of the resolution at Item No.6 of the Notice as Special Resolution.

The draft of the revised Memorandum of Association and Articles of Association of the Company incorporating the above proposed changes is available (in physical or electronic mode) for inspection by the members at the Registered Office of the Company on any working day during working hours from 11 a. m to 5 p.m.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

BRAND REALTY SERVICES LIMITED

ANNEXURE 1

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. Aruna Manchanda
DIN	00027965
Date of Birth & Age	15.07.1970 51 years
Date of Appointment on the Board of the Company	10.01.1995
Qualification	Arts Graduate
Experience	16 years
Expertise in Functional Area	Financial Sector
Directorship held in other Companies/LLP	4
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	As per Board Report
Number of shares held in the Company	7,55,760
Number of Board Meeting attended during the year	06
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Kamal Manchanda, Whole Time Director (Spouse)

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 59 years
Date of Appointment on the Board of the Company	10.01.1995
Qualification	B. Tech
Experience	20 years
Expertise in Functional Area	Real Estate and Share Trading
Directorship held in other Companies/LLP	15
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	As per Board Report
Number of shares held in the Company	14,97,540
Number of Board Meeting attended during the year	06
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Aruna Manchanda, Director (Spouse)

BRAND REALTY SERVICES LIMITED

DIRECTORS' REPORT

TO

THE MEMBERS

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS

(Rupees in lakh)

Particulars	2020-2021	2019-2020
Income/(Loss) from Operation	515.40	41.83
Expenditure	563.0	297.99
Profit/(Loss) before Depreciation and Tax	(47.62)	(56.16)
Depreciation	8.59	8.92
Profit/(Loss) after Depreciation but before Tax	(56.21)	(65.08)
Tax Expenses	11.69	(13.28)
Profit/(Loss) for the year	(44.52)	(78.36)
Earning Per Equity Share Basic	(1.48)	(2.61)
Diluted	(1.48)	(2.61)

COMPANY PERFORMANCE

The Company has adopted IND AS from April 01, 2018. The Financial Statements have been prepared as per the IND AS prescribed by the Institute of Chartered Accountants of India (ICAI).

The overall performance for the financial year ended 31st March, 2021 was satisfactory. The loss of company incurred during the year was amounted to Rs. 44.52 Lakhs as compared to previous year loss of Rs. 78.36 Lakhs. 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, 2021 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, Company adopted other Business Activities i.e. Share Trading as mentioned in other objects of Memorandum of Association of the Company and earned substantial revenue from such business. Therefore your company is decided to adopt such business activities as its main business in ensuing Annual General Meeting.

COVID-19 Pandemic

Members are aware of the novel coronavirus (COVID-19) outbreak which was declared a pandemic by the World Health Organization. The outbreak of the COVID-19 pandemic has led to an unprecedented health crisis and has disrupted economic activities and trade globally.

The outbreak of Coronavirus (COVID -19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity.

As the outbreak spread in India, the Company initiated measures to closely monitor the situation to safeguard the health, welfare and safety of all its employees across locations. The Company started advising its employees to work from home wherever feasible. Policies and directives related to working from home and IT infrastructure support were implemented almost on a real-time basis to enable our employees to shift seamlessly to this new method of working.

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.

BRAND REALTY SERVICES LIMITED

(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 and Key Managerial Personnel (KMP):

During the Year under review, Mr. Kamal Manchanda as a Whole Time Director of the Company was reappointed as a Whole Time Director of the Company liable to retire by rotation in the Annual General Meeting held on October 28, 2020.

Also, Mr. Kamal Manchanda was re-appointed as Whole Time Director of the Company for a period of five years with effect from April 01, 2021 to 31st March, 2026 in the Board Meeting held on 21st January 2021 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Aruna Manchanda, Director, retires by rotation at ensuing Annual General Meeting of the Company.

➤ 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:

➤ Mr. Munish Bhardwaj

➤ 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.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2020-21, Six (06) Board Meetings were convened and held as on 30/07/2020, 10/09/2020, 30/09/2020, 11/11/2020, 31/12/2020 & 21/01/2021. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

With reference to General Circular No. 08/2021 dated 03-05-2021 in view of the difficulties arising due to resurgence of Covid-19 and requests received from stakeholders, it has been decided that the requirement of holding meetings of the Board of the companies within the intervals provided in section 173 of the Companies Act, 2013 (120 days) stands extended by a period of 60 days for first two quarters of Financial Year 2021-22. Accordingly, the gap between two consecutive meetings of the Board may extend to 180 days during the Quarter — April to June 2021 and Quarter — July to September, 2021, instead of 120 days as required in the Companies Act, 2013.

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.

BRAND REALTY SERVICES LIMITED

AUDITORS APPOINTMENT

AUDITOR'S REPORT AND NOTES ON ACCOUNT

The observations made by the auditors are self explanatory and have also been further simplified in the notes to accounts.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

LISTING

Equity Shares of your Company are listed presently at BSE Limited (BSE). The Annual Listing Fees for the F.Y. 2021-22 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

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement to the profit and loss for the year when the contributions are due.

Provisions have been made in the accounts for expenses of gratuity.

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 of 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.

BRAND REALTY SERVICES LIMITED

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.
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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. Kamal Manchanda (Chairman), Mr. Munish Bhardwaj and Mr. Nalin Mohan Mathur (Members) of the Company.

Meetings

During the financial year 2020-21, Five (5) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four /months.

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

Date of meeting	ATTENDANCE		
	Mrs. Aruna Manchanda	Mr. Munish Bhardwaj	Mr. Nalin Mohan Mathur
30/05/2020	✓	✓	✓
10/08/2020	✓	✓	✓
01/09/2020	✓	✓	✓
14/11/2019	✓	✓	✓
03/02/2021	✓	✓	✓

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 Mrs. Aruna Manchanda (Chairman), Mr. Munish Bhardwaj and Mr. Nalin Mohan Mathur (Members) of the Company.

Meetings

During the financial year 2020-21, the Committee met once. The details of the meetings held and the attendance there at of the Members of the Nomination and Remuneration Committee are as detailed herein below:

Date of meeting	ATTENDANCE		
	Mrs. Aruna Manchanda	Mr. Munish Bhardwaj	Mr. Nalin Mohan Mathur
18/01/2021	✓	✓	✓

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 Mrs. Aruna Manchanda (Chairman), Mr. Munish Bhardwaj and Mr. Nalin Mohan Mathur (Members) 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 2019-20, 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:

Date of meeting	ATTENDANCE		
	Mrs. Aruna Manchanda	Mr. Munish Bhardwaj	Mr. Nalin Mohan Mathur
30/05/2020	✓	✓	✓

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RISK MANAGEMENT COMMITTEE

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Committee comprises of Mr. Kamal Manchanda, Whole Time Director, as the Chairman of the Committee and Mrs. Aruna Manchanda, Non- Executive Director, Mr. Munish Bhardwaj respectively as the Members of the Committee. The Composition of the Committee is as per Regulation 21 of the Listing Regulations, 2015. The Chief Risk Officer is a permanent invitee to the Committee.

Meetings

During the financial year 2020-21, the Committee has met once. The details of meetings held and the attendance thereof of the members of the Committee are given herein below:

Date of meeting	ATTENDANCE		
	Mr. Kamal Manchanda	Mrs. Aruna Manchanda	Mr. Munish Bhardwaj
30/05/2020	✓	✓	✓

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 30.05.2020 without the attendance of non independent directors and members of management. All 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-1”.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31st March, 2021 that:

- in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- 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, 2021 and of the loss of the Company for that period;
- 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;
- the directors have prepared the annual financial statements on a going concern basis;
- 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
 - 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 cost auditor and secretarial auditor of the Company as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees and Investments are within the limits of 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, 2021. Further, there are no deposits, which are in non-compliance with the requirements of Chapter V of the Act.

BRAND REALTY SERVICES LIMITED

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

Related party transactions entered during the period under review are disclosed in the Note 23 of the Financial Statements of the company for the financial year ended March 31, 2021. 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

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.

The details forming part of the extract of Conservation of Energy, Technology Absorption is annexed herewith as "Annexure 2".

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 2020-21 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 policies that have been adopted by the company are as follows:

S. No.	Name of the Policy	Brief Description
1.	Whistle blower Policy (Policy on Vigil Mechanism)	<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 behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.
2.	Nomination Remuneration & Evaluation policy	<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 3".

BRAND REALTY SERVICES LIMITED

3.	Prevention, Prohibition & Redressal of Sexual Harassment of Women At Workplace	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 complaint of sexual harassment.
4.	Risk Management Policy	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 organisation.
5.	Related Party Transaction Policy [Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]	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.	Insider Trading Policy	The Policy provides the framework in dealing with securities of the company.
7.	Document Retention and Archival Policy [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.	Materiality Disclosure Policy [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

Statutory Auditor and their report

M/s Shyam Rastogi & Co., Chartered Accountants, having ICAI Firm Registration No. 506951C were appointed as the Statutory Auditor of the Company at the AGM in the year 2019 for a period of three years, till the conclusion of the AGM of the Company to be held in the year 2022.

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

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, was appointed as Secretarial Auditor for carrying out the secretarial audit of the Company for the Financial Year 2020-21. The secretarial audit report for the financial year ended 31st March, 2021 is annexed with the Board's report as "**Annexure 4**".

During Audit, it has been observed that the Company has not Complied with the provision of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as there was a delay of One day in uploading Annual Report at Bombay Stock Exchange (BSE).

Further the Company had also received notice from BSE for such non-compliance and levied a fine of Rs. 2360/- (inclusive of GST).

Management Reply:

The Management informed that the Company is always comply with all applicable Laws and Regulations. The above said non-compliance was made inadvertently and also paid off the fine which BSE had levied. The Company further assure that such inadvertence will not be repeated in future.

BRAND REALTY SERVICES LIMITED

Internal Auditor

M/s J.K. Jain & Co., Chartered Accountant, having its office at Delhi was appointed as Internal Auditor of the Company for the F.Y. 2020-21 according to Section 138 of the Companies Act, read with Companies (Accounts) Rules, 2014 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 IN ITS REPORT

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 Audit Report does not contain/ contains any qualification, reservations or other remarks.

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 extract of the annual return i.e. Form MGT – 9, as prescribed under sub-section (3) of section 92 of the Companies Act, 2013 read with Rule No 12 of Companies (Management and Administration) Rules, 2014, shall form part of the Board's report and are attached herewith as “**Annexure-5**” to this report.

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

Equity shares of the company can be traded in dematerialized form only. The company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrars & Share Transfer Agents. The ISIN allotted in respect of equity shares of Rs. 10/- each of the Company by NSDL/CDSL is INE819G01012.

Sr. No.	Particulars	No. of Shares	% of Shares
1.	Held on dematerialized Form in CDSL	3,08,610	10.00%
2.	Held on dematerialized Form in NSDL	24,18,640	81.00%
3.	Physical	2,77,150	9.00%
	Total	3004400	100%

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 CERTIFICATE

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 had been obtained and is attached in the said annual report as “**Annexure-7**”

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”

BRAND REALTY SERVICES LIMITED

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 Brand Realty Services Limited**

Sd/-

**Kamal Manchanda
(Whole time Director)
DIN: 00027889**

Sd/-

**Aruna Manchanda
(Director)
DIN : 00027965**

**Place: Delhi
Dated: 01/09/2021**

ANNEXURE 1

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 2020-21.	Executive Director Mr. Kamal Manchanda -Chairman & Whole Time Director – Rs.18 lacs. Non-Executive Directors Mrs. Aruna Manchanda – Non-Executive Director – Nil Mr. Munish Bhardwaj – Independent Director - Nil Mr. Nalin Mohan Mathur – Independent Director – Nil
II	The percentage increase in remuneration of each Director in the financial year.	Executive Director Mr. Kamal Manchanda -Chairman & Whole Time Director – Rs. 18 Lacs There is no increase in his remuneration. Non-Executive Directors Mrs. Aruna Manchanda – Non-Executive Director – Nil Mr. Munish Bhardwaj – Independent Director -Nil Mr. Nalin Mohan Mathur – Independent Director – Nil
III	The percentage increase in the median remuneration of employees in the financial year.	There was no increase in remuneration of the employees in the financial year.
IV	The number of permanent employees on the rolls of the Company.	There were 6 permanent employees on the rolls of the Company, as on March 31, 2021.
V	The explanation on the relationship between average increase in remuneration and Company's performance.	There was no increase in remuneration of the employees of the Company The Company, inter-alia, considers the following factors for deciding upon the increase in the remuneration of the employees: (a) Individual Performance/contribution of the Employee vis-à-vis Company Performance; (b) Industry Benchmarking (c) Balance between fixed and incentive pay reflecting short and long term performance objectives.
VI	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.	There was no increase in remuneration of the employees in the financial year.
VII	The key parameters for any variable component of remuneration availed by the directors.	Any variable component of remuneration payable to the Directors, is based on the parameters, as approved by the Board of Directors, on the basis of the recommendation of the Nomination & Remuneration Committee of the Board. The said parameters are set considering the provisions of applicable regulations, Nomination (including Boards' Diversity), Remuneration and Evaluation Policy of the Company and the respective resolution(s) of the Members of the Company, as applicable
VIII	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	During the financial year 2020-21, there is no employee in the Company who is not a director but receives remuneration in excess of the highest paid director i.e. Whole time Director of the Company.
IX	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.

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ANNEXURE -2

Particulars of Conversation of energy, Technology absorption and Foreign exchange earning 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, 2021

(A) CONSERVATION OF ENERGY: NIL

(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:**

Expenditure Incurred on research and development	2020-2021
NA	

C. FOREIGN EXCHANGE EARNING & OUTGO: NIL

ANNEXURE 3

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.

1. 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.

2. 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.

3. 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 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-

- i) the Chairman and Senior Managing Director;
- ii) the Company Secretary;
- iii) the Chief Financial Officer; and
- iv) 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.

4. KEY PRINCIPLES

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

- (i) Attract, retain and motivate the right talent, including the Directors and Employees as required to meet the goals of the Company.

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- (ii) Remuneration to the Directors, KMPs, and SMPs is aligned with the short term and long term goals and performance of the company.
- (iii) Promote the culture of meritocracy, performance and accountability. Give appropriate weight age to individual business and overall Company's performance.
- (iv) Reflect market trends and practices, competitive positions to attract the required talent.

5. 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.

- (i) The compliance of the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations regarding the limits of remuneration will be ensured.

- (ii) The remuneration will include the following components:

- (iii) **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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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-IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2021

[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,
Brand Realty Services Limited
S-8 & S-2, DDA Shopping Complex
OPP Pocket-I, Mayur Vihar-I
Delhi-110091

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Brand Realty Services Limited** (hereinafter called the BRSL) having CIN:L74899DL1995PLC064237 Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company'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, 2021 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Brand Realty Services Limited** for the financial year ended on 31st March, 2021 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 as the Company has not issued any new securities);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(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 as the Company has not issued any Debt Instruments/securities);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit period as the Company as delisting of securities did not take place); and**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit period as the Company has not Bought back its securities);**
3. I 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. I have also examined compliance with the applicable clauses of the following:
 - Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
 - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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I 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.

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 observation.

A. Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015: The Company fails to submit Annual Report to the Bombay Stock Exchange (BSE) on time.

I further report that Company had received notice from BSE for non-compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. BSE had levied fine of Rs. 2360/- (inclusive of GST) for delay of one day in uploading Annual Report and Company had paid the same.

5. I further report that:

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

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

7. I further report that during the audit period the Company has taken an approval for increase in borrowing limit of the Board upto Rs. 15 Crore (Rupees Fifteen Crore only) under Section 180(1) (c) and 180(1) (a) of the companies, act, 2013.

Place: New Delhi

Date: 01.09.2021

For **Parveen Rastogi & Co.**
Sd/-
(Parveen Rastogi)
Practicing Company Secretary
C.P. No. 2883
M. No. 4764
UDIN: F004764C000877669

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

To,
The Members,
Brand Realty Services Limited
S-8 & S-2, DDA Shopping Complex
OPP Pocket-I Mayur Vihar-I
Delhi-110091

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we 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.**
Sd/-
(Parveen Rastogi)
Practicing Company Secretary
C.P. No. 2883
M. No. 4764

Place: New Delhi
Date: 01.09.2021

BRAND REALTY SERVICES LIMITED

ANNEXURE 5 FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L74899DL1995PLC064237
ii.	Registration Date	10/01/1995
iii.	Name of the Company	BRAND REALTY SERVICES LIMITED
iv.	Category/Sub-Category of the Company	LIMITED BY SHARES
v.	Address of the Registered office and contact details	S-8 & S-2, DDA SHOPPING COMPLEX, OPP POCKET-I MAYUR VIHAR-I, DELHI-110091. Ph.:99999 16037
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PVT. LTD, NOBLE HEIGHTS, 1ST FLOOR, PLOT NO NH-2, C-1 BLOCK, LSC, NEAR SAVITRI MARKET, JANAKPURI, NEW DELHI - 110058.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
DEALING IN FINANCIAL INSTRUMENT	659	97.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1.	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

i.) Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2253300	-	2253300	75.00	2253300	-	2253300	75.00	0.00
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Subtotal(A)(1):-	2253300	-	2253300	75.00	2253300	-	2253300	75.00	0.00
2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(1) & (2):-	2253300	-	2253300	75.00	2253300	-	2253300	75.00	0.00

BRAND REALTY SERVICES LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	0	400	400	0.01	0	400	400	0.01	0.00
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	400	400	0.01	0	400	400	0.01	0.00
2. Non Institutions									
a) Bodies Corp.	1227	74300	75527	2.5139	1227	74300	75527	2.513	0.00
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	44306	171250	215556	7.1747	44306	171250	215556	7.1747	0.00
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	396426	31200	427626	14.2333	396426	31200	427626	14.2333	0.00
c) Others(Specify)	0	0	0	0	0	0	0	0	0
Directors & their Relatives & friends	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Hindu Undivided Families	31889	0	31889	1.0614	31889	0	31889	1.0614	0
Clearing Members	102	0	102	0.0034	102	0	102	0.0034	0
Sub-total(B)(2)	473950	276750	750700	24.9867	473950	276750	750700	24.9867	0
Total Public shareholding B= B(1)+ B(2)	473950	277150	751100	25.00	473950	277150	751100	25.00	0
Total (A)+(B)	2727250	277150	3004400	100	2727250	277150	3004400	100	0
A. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	2727250	277150	3004400	100	2727250	277150	3004400	100	0

ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change shareholding during in the year
		No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	
1.	KAMAL MANCHANDA	1497540	49.85	-	1497540	49.85	-	0
2.	ARUNA MANCHANDA	755760	25.15	-	755760	25.15	-	0
	Total	2253300	75.00	-	2253300	75.00	-	0

BRAND REALTY SERVICES LIMITED

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Kamal Manchanda				
	At the beginning of the year	NIL		NIL	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	NIL		NIL	

IV. Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Phoenix International Ltd	45700	1.5211	45700	1.5211
2.	K Narayana	31200	1.0385	31200	1.0385
3.	Aprajita	18000	0.5991	18000	0.5991
4.	C L Verma (HUF)	18000	0.5991	18000	0.5991
5.	Radha Rani	18000	0.5991	18000	0.5991
6.	Poonam Mittal	85304	2.8393	85304	2.8393
7.	Vimla Gupta	221019	7.3565	221019	7.3565
8.	Ajita Yogesh	25000	0.8321	25000	0.8321
9.	Sharad Sharma	68356	2.2751	2510	0.0835
10.	Ashok Kumar Kishorilal Damani	34948	1.1632	29698	0.9884

V. INDEBTEDNESS

- Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4692649.10	16981483.00		21674132.10
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total (I +ii +iii)	4692649.10	16981483.00		21674132.10
Change in Indebtedness during the financial year				
- Addition	NIL	24791517.00	NIL	24791517.00
- Reduction	1188057.00	NIL	NIL	1188057.00
Net Change	1188057.00	24791517.00	NIL	23603460.00
Indebtedness at the end of the financial year				
i) Principal Amount	3504592.10	41773000.00		45277592.10
ii) Interest due but not paid	NIL	NIL		NIL
iii) Interest accrued but not due	NIL	NIL		
Total (I +ii +iii)	3504592.10	41773000.00		45277592.10

BRAND REALTY SERVICES LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ CFO	Total Amount (Rupees)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	KAMAL MANCHANDA	18,00,000.00
2.	Stock Option	—	
3.	Sweat Equity	—	
4.	Commission - as % of profit - others, specify...	—	
5.	Others, please specify	—	
6.	Total (A)		18,00,000.00
	Ceiling as per the Act		As per approval

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of MD/WTD	Total Amount
1	Independent Directors Fee for attending board committee meetings. Commission Others, please specify		Nil
	Total (1)		
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify		Nil
	Total (2)		Nil
	Total (B)=(1+2)		Nil
	Total Managerial Remuneration (A+B)		
	Over all Ceiling as per the Act		

BRAND REALTY SERVICES LIMITED

C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD

Sr No.	Particulars of Remuneration	Key Managerial Personnel		Total (Rs.)
		Company Secretary	CFO	
1.	Gross salary (a) Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section17(3) Income-tax Act,1961	Ms. Sakshi Goel 3,00,000/-	Sunil Kumar Singh 4,80,000/-	7,80,000/-
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others,specify...			
5.	Others, Please Specify-Conveyance & Leave Encashment			
6.	Total	3,00,000/-	4,80,000/-	7,80,000/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section/ Regulation of the LODR 2015	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Regulation 34	Non- Compliance of submit Annual Report to Stock Exchange	Rs. 2360/-	BSE	-
Punishment			Nil	Nil	Nil
Compounding			Nil	Nil	Nil
B. DIRECTORS					
Penalty			Nil	Nil	Nil
Punishment			Nil	Nil	Nil
Compounding			Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil	Nil	Nil
Punishment			Nil	Nil	Nil
Compounding			Nil	Nil	Nil

MANAGEMENT AND DISCUSSION ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2021.

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

Indian financial market has displayed relative stability for the last several years, even when markets in the Asian region were facing a crisis. India's latest run of economic growth and continuing macroeconomic stability is a tribute the important progress made in recent year in macroeconomic management techniques as well as to an earlier generation of structural reforms. However, while growth and stability in the Indian market is highly impacted due to spread of coronavirus (COVID19) in the entire world and are adding uncertainty to the pace of global recovery. The financial downtrend in entire world has an adverse effect on the pace of global financial recovery and has added to inflationary woes. Hence going forward countries will have to face the challenge of achieving growth while balancing inflationary concerns and growth momentum.

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.

IMPACT OF COVID-19:

Members are aware of the novel coronavirus (COVID-19) outbreak which was declared a pandemic by the World Health Organization. The outbreak of the COVID-19 pandemic has led to an unprecedented health crisis and has disrupted economic activities and trade globally. As the outbreak spread in India, the Company initiated measures to closely monitor the situation to safeguard the health, welfare and safety of all its employees across locations. The Company started advising its employees to work from home wherever feasible. Policies and directives related to working from home and IT infrastructure support were implemented almost on a real-time basis to enable our employees to shift seamlessly to this new method of working.

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

BRAND REALTY SERVICES LIMITED

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.

BRAND REALTY SERVICES LIMITED

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 OF BRAND REALTY SERVICES LIMITED

I, Kamal Manchanda, Whole Time Director of **BRAND REALTY SERVICES 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, 2021 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 BRAND REALTY SERVICES LIMITED**

Sd/-

**KAMAL MANCHANDA
(WHOLE TIME DIRECTOR)
DIN: 0027889**

Date: 01/09/2021

Place: Delhi

BRAND REALTY SERVICES LIMITED

**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
BRAND REALTY SERVICES LIMITED

I, Sunil Kumar Singh, Chief Financial Officer (CFO) of **BRAND REALTY SERVICES 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, 2021 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 BRAND REALTY SERVICES LIMITED
Sd/-
SUNIL KUMAR SINGH
(Chief Financial Officer)

Date: 01/09/2021
Place: Delhi

BRAND REALTY SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT

To

THE MEMBERS,

BRAND REALTY SERVICES LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **M/S Brand Realty Services Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, 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, 2021, and its loss, 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 read with the Companies (Indian Accounting standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

BRAND REALTY SERVICES LIMITED

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under Section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from any material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 Report are in agreement with the 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
 - (g) 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 given to us:
 - i. The Company has not disclosed the impact of pending litigation on its financial position in its standalone financial statements of leasehold 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.

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:21085687AAAADA6402

Place:- Delhi
Date :- 30-06-2021

BRAND REALTY SERVICES LIMITED

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of **Brand Realty Services Limited** of even date)

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 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) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) These fixed assets have been physically verified by the management during the year in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, 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.
- ii) There is no inventory in the company therefore provisions of clause 3(ii)(a),(b) and(c) of the Order are not applicable to the company and hence not commented.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, LLP or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185 and 186 of the Act in respect of grant of loan and making investment in a company in which the Director is interested.
- v) The Company has not accepted any deposits during the year. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- vi) In our opinion, the Central Government has not specified the maintenance of cost records under Sub-Section (1) of Section 148 of the Companies Act, 2013 for any of the services of the company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company was generally been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Good and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b) There were no undisputed amounts payable in respect of Provident Fund, Income Tax, Good and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions. The Company has not taken any fresh loan or borrowing from any bank or financial institutions or government and has not issued any debentures.
- ix) The Company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, provisions of clause 3 (ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

BRAND REALTY SERVICES LIMITED

- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected to its directors and hence provision of Section 192 of the Companies Act, 2013 are not applicable to the Company.

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:21085687AAAADA6402

Place:- Delhi
Date :- 30-06-2021

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 Brand Realty Services Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (I) 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 **Brand Realty Services Limited** (“the Company”) as of March 31, 2021 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

BRAND REALTY SERVICES LIMITED

- (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, 2021, 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.

Place:- Delhi
Date :- 30-06-2021

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(FRN 506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687
UDIN:21085687AAAADA6402

BRAND REALTY SERVICES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2021

(Amount in Rs.)

	Notes	As At 31 March 2021	As At 31 March 2020
A. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	1	7,551,289.94	8,080,866.00
(b) Intangible assets	2	532,670.00	696,874.00
(c) Financial assets Investments	3	35,376,009.13	35,346,120.37
(d) Deferred tax assets (net)	4	7,911,990.00	6,696,720.00
(e) Other non-current assets	5	22,831,007.11	10,688,710.40
Total non-current assets		74,202,966.18	61,509,290.77
2. Current assets			
(a) Financial assets			
(i) Trade receivables	6	17,377,650.13	11,240,237.00
(ii) Cash and cash equivalents	7	418,207.86	304,746.56
(b) Other current assets	5	51,817.00	103,194.82
Total current assets		17,847,674.99	11,648,178.38
Total assets		92,050,641.17	73,157,469.15
B. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	8	30,044,000.00	30,044,000.00
(b) Other equity	9	13,740,894.90	18,193,305.54
Total equity		43,784,894.90	48,237,305.54
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities Borrowings	10	45,277,592.10	21,674,132.10
(b) Provisions	12	358,269.00	345,000.00
(c) Other non-current liabilities	13	216,468.00	216,468.00
Total non-current liabilities		45,852,329.10	22,235,600.10
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowing	10	-	-
(ii) Other financial liabilities	11	1,213,313.67	1,307,056.00
(b) Provisions	12	-	13,795.00
(c) Other current liabilities	13	1,200,103.50	1,363,712.51
Total current liabilities		2,413,417.17	2,684,563.51
Total liabilities		48,265,746.27	24,920,163.61
Total equity and liabilities		92,050,641.17	73,157,469.15
Notes of accounts	1-24		

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

As per our Audit Report of even date attached

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(Firm Registration No. 0506951C)

Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687

For and on behalf of the Board

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

Sd/-
ARUNA MANCHANDA
(Director)
DIN 00027965

Place : Delhi
Date : 30-06-2021

Sd/-
NIKITA GARG
(Company Secretary)
M.No. A62935

Sd/-
SUNIL KUMAR SINGH
(Chief Financial Officer)

BRAND REALTY SERVICES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

Amount in Rs.

Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
1. Revenue from operations	14	50,937,323.71	3,791,637.69
2. Increase/(Decrease)	15	(110,659.00)	292,055.13
3. Other income	16	713,025.24	99,117.00
4. Total income (1+2+3)		51,539,689.95	4,182,809.82
5. Expenses			
(a) Operating Expenses	17	48,174,646.42	2,405,809.08
(a) Employee benefits expense	18	5,071,442.00	5,011,518.00
(b) Finance costs	19	766,883.48	880,492.85
(c) Depreciation and amortisation expense	20	858,915.00	892,008.36
(d) Other expenses	21	2,289,133.69	1,501,286.07
Total expenses		57,161,020.59	10,691,114.36
6. Profit/(Loss) before tax (4-5)		(5,621,330.64)	(6,508,304.54)
7. Tax expense:	22		
- Net current tax		-	-
- Current tax of Previous year		46,350.00	185,400.00
- Deferred tax	4	1,215,270.00	(1,142,571.00)
Total tax expense		(1,168,920.00)	(1,327,971.00)
8. Profit/(Loss) for the year (6-7)		(4,452,410.64)	(7,836,275.54)
9. Other comprehensive income		-	-
10. Total comprehensive income for the year (8+9)		(4,452,410.64)	(7,836,275.54)
Earnings per equity share (Face value of Rs.10 each):	23		
Basic		(1.48)	(2.61)
Diluted		(1.48)	(2.61)

Notes of accounts 1-24

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

As per our Audit Report of even date attached

FOR SHYAM RASTOGI & CO.
Chartered Accountants
(Firm Registration No. 0506951C)

Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687

Place : Delhi
Date : 30-06-2021

For and on behalf of the Board

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

Sd/-
NIKITA GARG
(Company Secretary)
M.No. A62935

Sd/-
ARUNA MANCHANDA
(Director)
DIN 00027965

Sd/-
SUNIL KUMAR SINGH
(Chief Financial Officer)

BRAND REALTY SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR AS AT 31 MARCH 2021

(Amount in Rs.)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	(5,621,330.64)	(6,508,304.54)
Adjustments for		
Tax expense	(1,215,270.00)	(1,327,971.00)
Depreciation and amortisation expense	858,915.00	892,008.36
Interest on IT refund	(359,140.00)	(17,404.00)
Finance costs	766,883.48	880,492.85
Operating profit before Working Capital Changes	(5,569,942.16)	(6,081,178.33)
Changes in working capital:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	(6,137,413.13)	404,479.64
Other financial assets	(12,142,296.71)	4,359,395.83
Other assets	51,377.82	34,426.18
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Other financial liabilities	(93,742.33)	(273,424.00)
Other liabilities	(163,609.01)	(588,507.49)
Provisions	(526.00)	56,383.00
Cash generated from operations	(24,056,151.52)	(2,088,425.17)
Less: Income tax paid:		
Defererd tax	(1,168,920.00)	(1,142,571.00)
NET CASH GENERATED BY OPERATING ACTIVITIES (A)	(22,887,231.52)	(945,854.17)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditure on property, plant and equipment including capital advances	(165,134.94)	(7,000.00)
Purchase of long term investments	(29,888.76)	(1,438,115.13)
Sale of fixed Assets	-	-
Interest received	359,140.00	17,404.00
NET CASH USED IN INVESTING ACTIVITIES (B)	164,116.30	(1,427,711.13)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments from Short-term borrowing	-	-
Repayments from Long-term borrowing	23,603,460.00	3,040,559.00
Finance costs	(766,883.48)	(880,492.85)
NET CASH (USED) / GENERATED IN FINANCING ACTIVITIES (C)	22,836,576.52	2,160,066.15
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	113,461.30	(213,499.15)
Cash and cash equivalents at the beginning of the year	304,746.56	518,245.71
Cash and cash equivalents at the end	418,207.86	304,746.56

In terms of our Report attached

As per our Audit Report of even date attached
FOR SHYAM RASTOGI & CO.
Chartered Accountants
(Firm Registration No. 0506951C)

Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687

Place : Delhi
Date : 30-06-2021

For and on behalf of the Board

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

Sd/-
ARUNA MANCHANDA
(Director)
DIN 00027965

Sd/-
NIKITA GARG
(Company Secretary)
M.No. A62935

Sd/-
SUNIL KUMAR SINGH
(Chief Financial Officer)

BRAND REALTY SERVICES LIMITED

1. Property, Plant and Equipment

Particulars	Leasehold improvements (Refer note i)	Vehicles (Refer note ii)	Office equipment	Computers	Furniture and fixtures	Total
Cost						
As at April 1, 2020	6017379.00	4865764.00	392914.09	356574.00	969029.00	12601660.09
Additions during the year			64406.92	159517.02		223923.94
Disposals during the year			0.00			0.00
As at March 31, 2021	6017379.00	4865764.00	457321.01	516091.02	969029.00	12825584.03
Accumulated depreciation						
As at April 1, 2020	1027578.00	1946891.00	298338.09	337747.00	910240.00	4520794.09
Expense for the year	88991.00	549376.00	25850.00	30494.00	0.00	694711.00
Deletions / adjustments					58789.00	58789.00
As at March 31, 2021	1116569.00	2496267.00	324188.09	368241.00	969029.00	5274294.09
Carrying amount						
As at March 31st 2021	4900810.00	2369497.00	133132.92	147850.02	0.00	7551289.94

Notes:

- Property (building) have been pledged to secure term loans with Religare Finvest Ltd (Refer note i)
- Vehicles loan is secured by first and exclusive charge or respective vehicle (Refer note ii)

2. Intangible assets

Particulars	Computer Software
Cost	
As at April 1, 2020	3,497,854.36
Additions during the year	-
Disposals during the year	-
As at March 31, 2021	3,497,854.36
Accumulated depreciation	
As at April 1, 2020	2,800,980.36
Expense for the year	164,204.36
Deletions / adjustments	
As at March 31, 2021	2,965,184.36
Carrying amount	
As at March 31, 2021	532,670.00

(Amount in Rupees)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Quantity	Amount	Quantity	Amount
3. Non-current investments				
A) Investments in Equity Instruments				
Quoted Shares	2000	402,714.13	107000	953,725.37
Unquoted Shares (Group Company) (Refer note i)	38880	17,496,000.00	38880	17,496,000.00
		<u>17,898,714.13</u>		<u>18,449,725.37</u>
B) Investment in property		<u>17,477,295.00</u>		<u>16,896,395.00</u>
Total (A+B)		<u>35,376,009.13</u>		<u>35,346,120.37</u>
Note :				
i) Aggregate market value of Quoted and unquoted equity investment		17,623,500.00		17,623,500.00
4. Deferred tax asset				
Deferred tax assets (a)		9,074,782.00		7,828,165.00
Deferred tax liabilities (b)		<u>(1,162,792.00)</u>		<u>(1,131,445.00)</u>
Deferred tax assets (net) (a-b)		<u>7,911,990.00</u>		<u>6,696,720.00</u>
Deferred tax assets / (liabilities) in relation to:				
a. Deferred tax assets in relation to:				
Provision for employee benefit, unabsorbed depreciation and business losses		9,074,782.00		7,828,165.00
b. Deferred tax liabilities in relation to:				
Property, plant and equipment and intangible assets		<u>(1,162,792.00)</u>		<u>(1,131,445.00)</u>

BRAND REALTY SERVICES LIMITED

			(Amount in Rupees)		
Particulars	As at March 31, 2021		As at March 31, 2020		
5. Other assets					
(i) Security deposits	12,301,800.00		2,528,141.00		
(ii) Capital advances	8,882,140.00		3,943,645.00		
(iii) Other advances	611,400.23		1,215,000.00		
(iv) Balance with government authorities	1,035,666.88		3,001,924.40		
Total	22,831,007.11		10,688,710.40		
Current					
(i) Security deposits paid	-		-		
(ii) Advances to employees	-		11,733.00		
(iii) Prepayments	51,817.00		91,461.82		
Total	51,817.00		103,194.82		
6. Trade receivables					
Current					
Secured, considered good	-		-		
Unsecured, considered good (Refer note no.i)	17,377,650.13		11,240,237.00		
Unsecured, considered doubtful	-		-		
Total	17,377,650.13		11,240,237.00		
Note:					
i. Trade receivables are dues in respect of sale of products in the normal course of business.					
Age of receivables					
Within the credit period					
Less than 180 days	5,581,326.06		17,960.00		
More than 180 days	11,796,324.07		11,222,277.00		
7. Cash and Cash Equivalents					
For the purpose of statement of cashflows, cash and cash equivalents includes cash on hand and in banks.					
Cash on hand	140,984.82		122,002.00		
Balance with Banks					
In current accounts	277,223.04		182,744.56		
Total	418,207.86		304,746.56		
8. Equity share capital					
(Amount in Rupees)					
Particulars	As at March 31, 2021		As at March 31, 2020		
	Number	Amount	Number	Amount	
Authorised share capital:					
Equity Shares of Rs. 10 each with voting rights	160,00,000	160,000,000.00	160,00,000	160,000,000.00	
	160,00,000	160,000,000.00	160,00,000	160,000,000.00	
Issued share capital:					
Equity Shares of Rs.10 each with voting rights	3,004,400	30,044,000.00	3,004,400	30,044,000.00	
	3,004,400	30,044,000.00	3,004,400	30,044,000.00	
Subscribed and Paid-up share capital					
Equity Shares of Rs.10 each with voting rights	3,004,400	30,044,000.00	3,004,400	30,044,000.00	
Total	3,004,400	30,044,000.00	3,004,400	30,044,000.00	
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	30,044,000.00	3,004,400	30,044,000.00	
At the end of the year	3,004,400	30,044,000.00	3,004,400	30,044,000.00	
b. Details of shares held by each shareholder holding more than 5% shares					
Class of shares / Name of the shareholder					
Equity shares with voting rights	Kamal Manchanda	1,497,540	49.84%	1,497,540	49.84%
Equity shares with voting rights	Aruna Manchanda	755,760	25.16%	755,760	25.16%
Equity shares with voting rights	Vimla Gupta	221,019	7.36%	221,019	7.36%

BRAND REALTY SERVICES LIMITED

(Amount in Rupees)		
Particulars	As at March 31, 2020	As at March 31, 2019
9. Other equity		
(i) General reserve	3,433,083.00	3,433,083.00
(ii) Retained earnings		
Balance as at beginning of the year	14,760,222.54	22,596,498.08
Profit/(Loss) for the year	(4,452,410.64)	(7,836,275.54)
Balance as at end of the year	10,307,811.90	14,760,222.54
TOTAL (i+ii)	13,740,894.90	18,193,305.54
Secured		
Non-Current Borrowing		
(i) Vehicle loans from other than banks (refer note i below)	636.00	34,188.00
(ii) Loans from others (refer note ii below)	3,503,956.10	4,658,461.10
Unsecured		
iii) Loans from Directors	41,773,000.00	16,981,483.00
	45,277,592.10	21,674,132.10
Current maturities of long-term borrowings (secured)		
(i) Vehicle loans from other than bank (refer note i below)	34,442.67	193,036.00
(ii) Loans from others (refer note ii below)	1,178,871.00	1,114,020.00
	1,213,313.67	1,307,056.00
Less: Reclassified to other financial liabilities	1,213,313.67	1,307,056.00
Total	45,277,592.10	21,674,132.10
Notes:		
i) Vehicles loans from bank was secured by hypothecation of vehicles		
ii) Term loan from other was secured by hypothecation of property		
11 Other financial liabilities		
Current		
Current maturities of long-term borrowings (secured) (refer note no 10 as above)	1,213,313.67	1,307,056.00
12 Provisions		
Non-Current		
(i) Provision for employee benefits:		
Provision for gratuity	358,269.00	345,000.00
Current		
(ii) Provision for employee benefits:		
Provision for gratuity	13,269.00	85,385.00
Bonus	-	13,795.00
Total	13,269.00	99,180.00
13 Other liabilities		
Non-Current		
(i) Statutory remittances	216,468.00	216,468.00
Current		
(i) Statutory remittances	84,794.00	30,999.00
(ii) Other Payable	1,115,309.50	1,332,713.51
Total	1,200,103.50	1,363,712.51
14. A. Revenue from operations		
Gain on Intraday Transactions	667,695.70	0.00
Sale of Shares	50,481,839.21	-
Sale of Property	1,043,906.00	-
Short term capital gain on Sales of shares	53,793.89	140,236.03
Brokerage & Commission	500,000.00	1,231,781.00
Profit/(loss) on Shares Trading	(1,809,911.09)	(74,129.34)
Sub Total	50,937,323.71	1,297,887.69
B. Other Operating Revenues		
Fees received on services	-	2,493,750.00
Sub Total	-	2,493,750.00
Total (A+B)	50,937,323.71	3,791,637.69

BRAND REALTY SERVICES LIMITED

(Amount in Rupees)		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
15 Increase/(Decrease) in stock		
Opening Stock of Shares	292,055.13	-
Less:- Closing stock	402,714.13	292,055.13
Increase in stock	(110,659.00)	292,055.13
16 Other Income		
Dividend	50,240.00	-
Interest on IT Refund	359,140.00	17,404.00
Prior period income	-	63,441.00
Miscl income	303,645.24	18,272.00
Total	713,025.24	99,117.00
17 Operating Expenses		
Purchases of Shares	47,708,391.84	425,919.08
STT on share trading	93,371.93	
STT on Derivative transactions	279,147.00	29,890.00
STT on Intraday Transactions	36,119.21	
Fees paid on services	57,616.44	1,950,000.00
Total	48,174,646.42	2,405,809.08
18 Employee benefis expenses		
Salaries	5,052,216.00	4,906,555.00
Contribution to provident fund	-	-
Gratuity expense	13,269.00	85,385.00
Staff welfare expenses	5,957.00	19,578.00
Total	5,071,442.00	5,011,518.00
19 Finance Costs		
Interest expense on: - Borrowings from Bank	-	-
- Borrowings from Others	765,048.58	879,726.00
Other Finance expense	1,834.90	766.85
Total	766,883.48	880,492.85
20 Depreciation and amortisation expense		
Depreciation of property and plant and equipment	694,711.00	727,804.00
Amortisation of intangible assets	164,204.00	164,204.36
Total	858,915.00	892,008.36
21 Other expenses		
Power and fuel	-	6,888.00
Rent	222,000.00	132,000.00
Repair and maintenance	5,599.00	14,637.00
Insurance expenses	86,466.00	97,450.00
Rates and taxes	8,270.00	17,269.80
Communication	57,014.35	44,347.07
Travelling and conveyance	33,510.00	139,219.72
Printing and stationery	28,720.00	29,858.00
Postage charges	279.49	15,386.00
Advertisement and sales promotion	115,169.12	71,560.00
Legal and professional	284,182.05	220,213.00
Payments to auditors [Refer note (i) below]	40,000.00	40,000.00
Loss on car and sundry balances w/off	285,130.00	1,200.00
Penalty	2,360.00	-
Annual listing fee	300,000.00	300,000.00
Annual custodian fees	28,000.00	18,000.00
Books and periodicals	-	-
Business promotion expenses	365,638.74	123,861.77

BRAND REALTY SERVICES LIMITED

(Amount in Rupees)		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Car Repairs	48,325.00	
Computer maintenance	14,257.88	58,873.00
Consultancy fee	160,500.00	
Conveyance reimb & Dmat	9,118.50	-
Database hosting & development	76,649.56	34,635.71
Share transfer agent expenses	18,000.00	18,000.00
Software expenses	99,944.00	117,887.00
	2,289,133.69	1,501,286.07

Notes:

(i) Payment to auditors includes

Statutory audit	40,000.00	40,000.00
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22. Income tax recognised in profit or loss

Current tax	-	-
Current tax previous year	46,350.00	185,400.00
Deferred tax	-	1,142,571.00
Total	46,350.00	1,327,971.00

23. Earnings per share ('EPS')

Basic earnings per share

Profit for the year	(4,452,410.64)	(7,836,275.54)
Weighted average number of equity shares of Rs. 10 each	3,004,400	3,004,400

Basic earnings per share

(1.48) **(2.61)**

Diluted earnings per share

Profit for the year	(4,452,410.64)	(7,836,275.54)
Weighted average number of equity shares of Rs. 10 each for Basic EPS	3,004,400	3,004,400

Diluted earnings per share

(1.48) **(2.61)**

24. Related parties transactions and balances

I. Key management personnel

Sh. Kamal Manchanda
Smt. Aruna Manchanda

II. Relative of Key management personnel

Sh. Sahil Manchanda

III. Companies & LLP under the significant influence of key management personnel

Era Resorts Pvt Ltd
Tradewell Portfolios Pvt Ltd.
Wish A Cup Cake Services LLP

b. Related party transactions

(Amount in Rupees)

Particulars	As at March 31, 2021	As at March 31, 2020
Loan Received		
Aruna Manchanda	22,147,000.00	3,838,000.00
Kamal Manchanda	14,896,517.00	2,980,000.00
Loan Given		
Repayment of loan		
Aruna Manchanda	115,000.00	-
Kamal Manchanda	12,137,000.00	2,510,000.00
Security Deposit given		
Wish A Cup Cake Services LLP	-	135,000.00
Rent and others charges		
Tradewell Portfolios Pvt Ltd	180,000.00	90,000.00
Wish A Cup Cake Services LLP	-	17,960.00
Kamal Manchanda	12,234.00	315,000.00
Remuneration		
Kamal Manchanda	1,800,000.00	1,800,000.00
Sahil Manchanda	200,000.00	600,000.00

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c. Related party outstanding balances

Particulars	As at March 31, 2021	As at March 31, 2020
Aruna Manchanda	27,385,000.00	5,353,000.00
Kamal Manchanda	14,388,000.00	11,628,483.00
Kamal Manchanda (Others)	-	1,811.00
Era Resorts Pvt Ltd (investment in equity share)	17,496,000.00	17,496,000.00
Tradewell Portfolios Pvt Ltd	-	54,375.00
Wish A Cup Cake Services LLP	2,005,800.00	2,005,800.00
Wish A Cup Cake Services LLP (others)	17,960.00	17,960.00
I Catalyst Wealth Advisors Pvt Ltd	800,000.00	800,000.00
Kamal Manchanda (Dir Remuneration)	-	150,000.00
Sahil Manchanda (Salary)	-	50,000.00

Annexure I

1. General Information

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. Brand Realty Services Limited is primarily engaged in the business of Shares Trading and 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, 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 and Employee State Insurance:- Contribution towards provident fund and employee state insurance are made to the regulatory authorities. Such benefits are classified as defined contribution schemes as the Company does not carry any further obligations, apart from the contribution made on a monthly basis.
- 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.

BRAND REALTY SERVICES LIMITED

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

There are no inventories in the company.

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.

BRAND REALTY SERVICES LIMITED

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 recognised 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.

FFOR SHYAM RASTOGI & CO.
Chartered Accountants
(Firm Registration No. 0506951C)
Sd/-
SHYAM RASTOGI
(Partner)
M.No.085687

For and on behalf of the Board

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

Sd/-
ARUNA MANCHANDA
(Director)
DIN 00027965

Place : Delhi
Date : 30-06-2021

Sd/-
NIKITA GARG
(Company Secretary)
M.No. A62935

Sd/-
SUNIL KUMAR SINGH
(Chief Financial Officer)

BRAND REALTY SERVICES LIMITED
Regd. Office: S-8 & S-2, DDA Shopping Complex,
Opp Pocket-I, Mayur Vihar-I, Delhi-110091.