



# 28<sup>th</sup> ANNUAL REPORT 2021-22

**TRADEWELL HOLDINGS LIMITED**

(Formerly known “BRAND REALTY SERVICES LIMITED”)

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

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### CORPORATE INFORMATION

Company Name	:	TRADEWELL HOLDINGS LIMITED
CIN	:	L74110DL1995PLC064237
ROC Code	:	RoC-Delhi
Registration No.	:	064237
Registered Office	:	S-8 & S-2 ,DDA SHOPPING COMPLEX OPP POCKET-I, MAYUR VIHAR-I DELHI-110091
Corporate Office	:	F6/18 PLOT NO. D-6, WAVE SILVER TOWER, SECTOR-18 NOIDA, UTTAR PRADESH- 201301
Company Category	:	Company limited by Shares
Company Sub-Category	:	Non-govt. Company
Authorized Share Capital	:	16,00,00,000
Paid -up Share Capital	:	3,00,44,000
Landline/Mobile	:	011-22755819/+91-9871484676
E-mail	:	info@brandrealty.in
Website	:	www.brandrealty.in

### BOARD OF DIRECTORS

SL. NO.	NAME OF DIRECTOR	DESIGNATION	DIN
1.	Mr. Kamal Manchanda	Whole Time Director and Chairman of the Company	00027889
2.	Mrs. Aruna Manchanda	Non- Executive Director	00027965
3.	Mr. Munish Bhardwaj	Non- Executive and Independent Director	06641598
4.	Mr. Nalin Mohan Mathur	Non- Executive and Independent Director	08143913

### KEY MANAGERIAL PERSONNEL

SL. NO.	NAME OF DIRECTOR	DESIGNATION
1.	Mr. Kamal Manchanda	Whole Time Director
2.	Mr. Sunil Kumar Singh	Chief Financial Officer
3.	Ms. Rashmi Baranwal	Company Secretary & Compliance Officer

### AUDIT COMMITTEE

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

### NOMINATION & REMUNERATION COMMITTEE

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

### STAKEHOLDER RELATIONSHIP COMMITTEE

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

**STATUTORY AUDITORS:**

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

**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

**SECRETARIAL AUDITOR:**

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

**INTERNAL AUDITOR:**

Mr. Amit Rastogi  
1B/14B, Ashok Vihar, Phase-1, New Delhi-110052

**REGISTERED OFFICE:**

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

**CORPORATE OFFICE:**

F-06/18, Plot No.D-6, Wave Silver Tower, Sector-18, Noida, Uttar Pradesh-201301

**COMPANY'S BANKER:**

HDFC Bank Limited  
1. Ansal Fortune Arcade, K- Block, Sector-18, Noida, Uttar Pradesh-201301  
2. Fort, Mumbai-400001

**COMPANY'S CONTACT DETAILS:**

Website: [www.brandrealty.in](http://www.brandrealty.in)  
Email: [kamal@brandrealty.in](mailto:kamal@brandrealty.in)  
Telephone No.: 011-22755819  
Mobile No.: +91-9871484676

**DETAILS OF STOCK EXCHANGE:**

**The Bombay Stock Exchange Limited** - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 28<sup>TH</sup> (TWENTY EIGHTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TRADEWELL HOLDINGS LIMITED (FORMERLY "BRAND REALTY SERVICES LIMITED") ("THE COMPANY") WILL BE HELD ON FRIDAY, THE 23<sup>RD</sup> DAY OF SEPTEMBER, 2022 AT 12:00 NOON (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI- 110091 TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

**Item No. 1**

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Report of the Board of Directors and Auditors thereon.

**Item No. 2**

- To re-appoint Mr. Kamal Manchanda (Whole Time Director having DIN: 00027889) as Director of the Company, who is liable to retire by rotation and being eligible offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kamal Manchanda, *Whole Time Director, having DIN: 00027965* is liable to retire by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

**Item No. 3**

- To re-appoint M/s Shyam Rastogi & Co. (*ICAI Firm Registration No. 506951C*), Chartered Accountants, Delhi, as Statutory Auditors of the Company for the second term to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 28th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Shyam Rastogi & Co., Chartered Accountants, Delhi (*ICAI Firm Registration No. 506951C*) be and are hereby re-appointed as Statutory Auditors of the Company for the second term, to hold the office from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR TRADEWELL HOLDINGS LIMITED  
SD/-**

**RASHMI BARANWAL  
(COMPANY SECRETARY)**

**PLACE: DELHI**

**DATE: AUGUST 26, 2022**

**NOTES**

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
- Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the Company.
- As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of **Mr. Kamal Manchanda (DIN: 00027889), Whole Time 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.
- Members are requested to:-
  - note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - deliver duly completed and signed Attendance Slip at the entrance of the venue of the meeting and obtain entry slips, as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue of the Annual general meeting. Photocopies of Attendance Slip will not be entertained for issuing entry slip for attending Annual General Meeting.
  - quote their Folio/Client ID & DP ID Nos. in all correspondence.
  - note that due to strict security reasons mobile phones, brief cases, eatables and other belongings will not be allowed inside the venue of AGM.

- f) note that no gifts/coupons will be distributed at the Annual General Meeting.
- 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 Saturday, September, 17, 2022 to Friday, September 23, 2022 (both days inclusive).
  - 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.
  - In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022 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 2022 will also be available on the Company's website i.e. at [www.brandrealty.in](http://www.brandrealty.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
  - The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Twenty Eighth AGM has been fixed as **Friday, September 16, 2022**.
  - 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.
  - All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 10.00 A.M. to 6.00 P.M. upto the date of Annual General Meeting.
  - Attention of the members is drawn to Securities and Exchange Board of India (SEBI) Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, which require shareholders holding shares in physical form and whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, to compulsorily furnish the details to RTA/ Company for registration/update.
  - 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 Exchanges wherein shares of the Company are listed.
  - Members are requested to notify immediately any change in their address:
    - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and;
    - ii. to the Company at its Registered Office or its Registrar & Share Transfer Agent, in respect of their physical shares, if any, quoting their Folio Number.
  - Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
  - **Important Communication to Members:-**  
As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants.  
Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report in future.
  - 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 2021-22 and Notice convening 28th 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, 16th September, 2022**.





**Voting through electronic means:**

- 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") 28th Annual Report 2021-22 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., **Friday, September 16, 2022**.
    - 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, September 16, 2022**, 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](http://www.brandrealty.in) and on the website of CDSL [www.evotingindia.com](http://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 **Mr. Kamal Manchanda (DIN: 00027889), Whole Time Director**, retiring by rotation and seeking re-appointment under aforesaid Item No. 3 in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1.
  - 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 **Saturday, September 17, 2022 to Friday, September 23, 2022** (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.
  - 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.
- Please read carefully the following instructions/procedures on E-Voting.**
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote. At the venue of the meeting, members who have not cast their vote through remote voting may cast their vote through Ballot Paper.
  - **Mr. Parveen Kumar Rastogi, proprietor of M/s. Parveen Rastogi & Co., Practicing Company Secretaries, New Delhi**, 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 Chairman 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 **Tuesday, 20th September, 2022 at 9:00 a.m. and ends on Thursday, 22nd September, 2022 at 5:00 p.m.** 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 NSDL 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 AS UNDER:-**
- The remote e-voting period begins on **Tuesday, 20th September, 2022 at 9:00 a.m. and ends on Thursday, 22nd September, 2022 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. **Friday, 16th September, 2022**, 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 **Friday, 16th September, 2022**.



**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
<p>➤ Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>➤ Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>➤ If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>➤ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>➤ Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="711 1150 1117 1392" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>➤ Individual Shareholders holding securities in demat mode with CDSL</p>	<p>➤ 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>➤ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>➤ If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>➤ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>➤ Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>➤ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

➤ Login type	➤ Helpdesk details
➤ Individual Shareholders holding securities in demat mode with NSDL	➤ Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
➤ Individual Shareholders holding securities in demat mode with CDSL	➤ Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

- **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.	<ul style="list-style-type: none"> <li>➤ 8 Character DP ID followed by 8 Digit Client ID</li> <li>➤ For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</li> </ul>
➤ b) For Members who hold shares in demat account with CDSL.	<ul style="list-style-type: none"> <li>➤ 16 Digit Beneficiary ID</li> <li>➤ For example if your Beneficiary ID is 12***** then your user ID is 12*****</li> </ul>
➤ c) For Members holding shares in Physical Form.	<ul style="list-style-type: none"> <li>➤ EVEN Number followed by Folio Number registered with the company</li> <li>➤ For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</li> </ul>

- 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](http://www.evoting.nsdl.com).
- **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
- 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](mailto:rastogifcs3@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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 TRADEWELL HOLDINGS LIMITED**

**SD/-**

**PLACE: DELHI**

**DATED: AUGUST 26, 2022**

**RASHMI BARANWAL  
(COMPANY SECRETARY)**



**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**

<b>Name of the Director</b>	<b>Mr. Kamal Manchanda (Whole Time Director)</b>
DIN	00027889
Date of Birth & Age	27.08.1962 (60 Years)
Date of Appointment on the Board of the Company	10.01.1995
Qualification	B. Tech
Experience	21 years
Expertise in Functional Area	Real Estate and Share Trading
Directorship held in other Companies/LLP	13
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	NIL
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)

## DIRECTOR'S REPORT

To,  
**The Members**

Your Directors have pleasure in presenting the **28th Annual Report** on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2022.

### **FINANCIAL HIGHLIGHTS**

(Rupees in Lakhs)

Particulars	2021-2022	2020-2021
Income/(Loss) from Operation	548.16	509.37
Expenditure	567.80	566.94
Profit/(Loss) before Depreciation and Taxes	(2.60)	(47.62)
Depreciation	7.88	8.59
Profit/(Loss) after Depreciation but before Tax	(10.49)	(56.21)
Tax Expenses	6.76	11.69
Profit/(Loss) for the year	(3.73)	(44.52)
Earning Per Equity Share		
Basic	(0.12)	(1.48)
Diluted	(0.12)	(1.48)

### 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, 2022 was satisfactory. The loss incurred by the Company during the year was amounted to Rs. 3.73 Lakhs as compared to previous year loss of Rs. 44.52 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, 2022 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, The Company has changed its name from "**BRAND REALTY SERVICES LIMITED**" to "**TRADEWELL HOLDINGS LIMITED**" and thereupon the Company has altered its Memorandum and replace its previous business activities i.e. real estate business with new business activities which are share Trading and Financial Instruments activities etc. as mentioned in the main objects of Memorandum of Association of the Company ("altered MOA") and has earned substantial revenue from such business. Therefore, your Company has 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.

#### **(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):**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kamal Manchanda (DIN: 00027889), Whole Time Director of the Company, is liable to retire by rotation in the ensuing Annual General Meeting of the Company, being eligible and offers himself to be re-appointed as a Whole Time Director of the Company during the Year under review.

**Board Evaluation:**

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

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

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

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

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

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

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

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

**NUMBER OF MEETINGS OF THE BOARD**

During the financial year 2021-22, Six (06) Board Meeting were convened and held during the year. The details of the Board Meetings with regard to their dates and attendance of each of the Directors have been produced below;

No. of Board Meeting	Date of Board Meeting	Attendance of Directors at the Board Meeting
1	30.06.2021	4
2	28.07.2021	4
3	01.09.2021	4
4	09.11.2021	4
5	12.01.2022	4
6	28.01.2022	4

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 and 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.

**VIGIL MECHANISM**

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

**INTERNAL CONTROL SYSTEM**

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices

and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditor carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

#### **LISTING**

Equity Shares of your Company are listed presently at 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**

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

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

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

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

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

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

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

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

#### **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 five times during the year.

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

#### **Meetings**

During the financial year 2021-22, **Five (5) meetings** of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed the prescribed limits as provided in the act.

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

ATTENDANCE			
Date of meeting	MR. MUNISH BHARDWAJ	MR. NALIN MOHAN MATHUR	MRS. ARUNA MANCHANDA
30 / 06 / 2021	✓	✓	✓
28 / 07 / 2021	✓	✓	✓
01 / 09 / 2021	✓	✓	✓
09 / 11 / 2021	✓	✓	✓
12 / 01 / 2022	✓	✓	✓
	✓	✓	✓

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

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

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

**Meetings**

During the financial year 2021-22, the Committee met once. The details of the meetings held and the attendance thereof of the Members of the Nomination and Remuneration Committee are as detailed herein below:

ATTENDANCE			
Date of meeting	MR. MUNISH BHARDWAJ	MR. NALIN MOHAN MATHUR	MRS. ARUNA MANCHANDA
28 / 07 / 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 **Mr. Munish Bhardwaj (Chairman)**, **Mr. Nalin Mohan Mathur (Member)** and **Mrs. Aruna Manchanda** of the Company.

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

**Meetings**

During the financial year 2021-22, the Committee met once. The details of the meetings held and the attendance thereof of the Members of the Stake Holder Relationship Committee are as detailed herein below:

ATTENDANCE			
Date of meeting	MR. MUNISH BHARDWAJ	MR. NALIN MOHAN MATHUR	MRS. ARUNA MANCHANDA
28 / 07 / 2021	✓	✓	✓

**RISK MANAGEMENT COMMITTEE**

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. However, the above said committee has been dissolved now with the permission of the Board, as the Company is no longer required to continue the constitution of this committee for the reason not fall in the list of Top 500 listed Companies based upon market capitalization.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

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

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

During the year one meeting of the Independent Directors was held on 28.07.2021 without the attendance of any non-independent directors and members of the Company. Both the independent directors attended the meeting.

**PARTICULARS OF EMPLOYEES**

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



### **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31st March, 2022 that:

- (a) In the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) the directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2022 and of the loss of the Company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual financial statements on a going concern basis;
- (e) the directors have laid down Internal Financial controls to be followed by the company and that such internal financial controls are adequate and were operating efficiently; and
  - 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) (c & a) 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, 2022. Further, there are no deposits, which are in non-compliance with the requirements of Chapter V of the Act.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

Related party transactions entered during the period under review are disclosed in the Note 26 of the Financial Statements of the company for the financial year ended March 31, 2022. 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".

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

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

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

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

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

Your directors confirm that no significant and/or material order(s) had been passed against the Company during the financial year 2021-22 which may adversely impact the status of ongoing concern and operations in future of the Company.

*However, the Company has taken in-principal-approval from BSE Stock Exchange for change of the name of the Company from*

**"Brand Realty Limited" to "Tradewell Holdings Limited".**

**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](http://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.	<b><u>Whistle blower Policy (Policy on Vigil Mechanism)</u></b>  <b>[Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</b>	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.	<b><u>Nomination Remuneration &amp; Evaluation policy</u></b>  <b>[Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</b>	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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The same is attached in the report as " <b>Annexure 3</b> ".
3.	<b><u>Prevention, Prohibition &amp; Redressal of Sexual Harassment of Women At Workplace</u></b>	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.	<b><u>Risk Management Policy</u></b>	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.	<b><u>Related Party Transaction Policy</u></b> <b>[Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</b>	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.	<b><u>Insider Trading Policy</u></b>	The Policy provides the framework in dealing with securities of the company.
7.	<b><u>Document Retention and Archival Policy</u></b> <b>[Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</b>	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.	<b><u>Materiality Disclosure Policy</u></b>  <b>[Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]</b>	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 woman working in the premises of the Company. The Policy provides for protection against sexual harassment of woman at workplace and for prevention of such complaints.

Number of complaints pending as on the beginning of the period - NIL

Number of complaints filed during the financial period - NIL

Number of complaints pending as on the end of the period - NIL

**AUDITORS**

**(a) STATUTORY AUDITOR AND THEIR REPORT**

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

According to Section 139(6) of the Companies Act, 2013 and other applicable provision of the Act and being eligible for re-appointment, the Company has received letter from *M/s Shyam Rastogi & Co., Chartered Accountants, having ICAI Firm Registration No. 506951C*, to the effect that their appointment, if made, would be within the prescribed limits of Section 139 of the Companies Act, 2013, and that they are not disqualified for such appointment within the meaning of Section 139 of the Companies Act, 2013.

The Directors recommend their re-appointment for the approval at the said Annual General Meeting for a period of five (5) consecutive years i.e. from the conclusion of 28th Annual General meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027.

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

**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.

**(b) Secretarial Auditor and its report**

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

Accordingly, *M/s Parveen Rastogi & Co., Practicing Company Secretaries, New Delhi*, were appointed as Secretarial Auditor for carrying out the secretarial audit of the Company for the Financial Year 2021-22. The secretarial audit report for the financial year ended 31st March, 2022 is annexed with the Board's report as "Annexure 4".

**(c) Internal Auditor**

According to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, *M/s J.K. Jain & Co., Chartered Accountant*, having its office at Delhi was appointed as Internal Auditor of the Company for the **Financial Year 2021-22** 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 Agent. 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 <b>CDSL</b>	3,79,001	12.62%
2.	Held on dematerialized form in <b>NSDL</b>	23,48,249	78.16%
3.	<b>Physical</b>	2,77,150	9.22%
	<b>Total</b>	<b>3004400</b>	<b>100%</b>

#### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

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

#### **CORPORATE GOVERNANCE**

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

#### **WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER 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 and Chief Financial Officer 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" 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 ACKNOWLEDGEMENTS**

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/-	SD/-
KAMAL MANCHANDA	ARUNA MANCHANDA
(WHOLE TIME DIRECTOR)	(DIRECTOR)
DIN: 00027889	DIN: 00027965

**DATE: AUGUST 26, 2022**  
**PLACE: DELHI**

**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 2021-22.	<b>Executive Director</b> Mr. Kamal Manchanda -Chairman & Whole Time Director - Rs.18 Lacs <b>Non-Executive Directors</b> 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.	<b>Executive Director</b> Mr. Kamal Manchanda -Chairman & Whole Time Director - Rs. 18 Lacs There is no increase in his remuneration. <b>Non-Executive Directors</b> 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 5 permanent employees on the rolls of the Company, as on March 31, 2022.
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.	ny 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 2021-22, 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.

**ANNEXURE -2**

**Particulars of Conservation of energy, Technology absorption and Foreign exchange earnings and outgo in terms of Section 134(3) (m) of the Act read with Rule, 8 of The Companies (Accounts) Rules, 2014, forming part of the Director's Report for the year ended March 31, 2021**

**(A) CONSERVATION OF ENERGY**

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

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

**(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

- (i) Efforts made towards technology absorption:** Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organisation.

- (ii) Benefits derived as a result of the above efforts:** The efforts taken by your Company towards technology development and absorption helps deliver competitive advantage to your company through the introduction of new features and improvement of product performance.

- (iii) Major technology imports includes: (imported during the last three years reckoned from beginning of financial year) N.A.**

- (iv) Research and Development: NIL**

**(C) FOREIGN EXCHANGE EARNING & OUTGO: NIL**

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

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

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

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

**ANNEXURE - 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.

**PREAMBLE**

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

**OBJECTIVE**

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

**DEFINITIONS**

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

**KEY PRINCIPLES**

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

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

**REMUNERATION PAID TO EXECUTIVE DIRECTORS/MANAGING DIRECTORS.**

- The Remuneration to Executive Directors will be approved by the Board of Directors based on the recommendations of the Committee, subject to the approval of shareholders and such other authorities as may be applicable. The concerned Executive Director will not participate in such discussions of the Board/Committee.

- The compliance of the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations regarding the limits of remuneration will be ensured.
- The remuneration will include the following components:

**A) Basic Salary**

- Provides for a fixed, per month, base level remuneration to reflect the scale and dynamics of business to be competitive in the external market.
- Will be subject to an annual increase as per the recommendations of the Committee and the approval of the Board of Directors.

**B) Commission**

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

**C) Perquisites and Allowances**

Perquisites and Allowances commensurate to the position of Executive Directors.

**D) Minimum Remuneration**

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

**REMUNERATION PAID TO NON EXECUTIVE AND INDEPENDENT DIRECTORS**

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

**KMPS/SENIOR MANAGEMENT PERSONNEL/ OTHER OFFICERS & STAFF**

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

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

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

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

**WORKMEN COMPENSATION**

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

**DIRECTORS' AND OFFICERS' INSURANCE**

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

**AMENDMENTS**

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

**ANNEXURE-4**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on 31st March, 2022

***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]***

To,  
The Members,  
TRADEWELL HOLDINGS LIMITED  
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 **M/s "TRADEWELL HOLDINGS LIMITED"** having **CIN: L74899DL1995PLC064237** and registered office at **S-8 & S-2, DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi-110091**. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on 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, 2022** 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 **M/s "TRADEWELL HOLDINGS LIMITED"** for the financial year ended on **31st March, 2022** 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, 1998 **(Not Applicable to the Company during the Audit period as the Company has not bought back its securities);**
  - (i) The Securities and Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.
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 (ICSI) on Meetings of the Board of Directors and General Meeting.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited.

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.

**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. There were no changes in the composition of the Board of Directors during the period under review.
  - (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.
  - (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
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.

**FOR PARVEEN RASTOGI & CO.**  
**(PRACTICING COMPANY SECRETARIES)**

**SD/-**  
**PARVEEN KUMAR RASTOGI**  
**(PROPRIETOR)**  
**C.P. NO. 2883**  
**M. NO. 4764**

**PLACE: NEW DELHI**  
**DATE: AUGUST 26, 2022**  
**UDIN: F004764D000854591**

***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.***

**ANNEXURE A**

To,  
The Members,  
**TARDEWELL HOLDINGS LIMITED**  
**S-8 & S-2, DDA SHOPPING COMPLEX,**  
**OPP. POCKET-I, MAYUR VIHAR-I,**  
**DELHI-110091**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR PARVEEN RASTOGI & CO.**  
**(PRACTICING COMPANY SECRETARIES)**

**SD/-**  
**PARVEEN KUMAR RASTOGI**  
**(PROPRIETOR)**  
**C.P. NO. 2883**  
**M. NO. 4764**

**PLACE: NEW DELHI**  
**DATE: AUGUST 26, 2022**



**ANNEXURE - 5**

**MANAGEMENT AND DISCUSSION ANALYSIS**

**Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2022.**

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 has been 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 the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

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

course of their activities and processes.

**CAUTIONARY STATEMENT**

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

**ANNEXURE - 6**

**Certificate under Regulation 17(8) of the SEBI**

**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

**TO**

**THE BOARD OF DIRECTORS**

**TRADEWELL HOLDINGS LIMITED**

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

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of my knowledge and belief, certify that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee, wherever applicable,
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR TRADEWELL HOLDINGS LIMITED**

**SD/-  
KAMAL MANCHANDA  
(WHOLE TIME DIRECTOR)  
DIN: 0027889**

**DATE: AUGUST 26, 2022**

**PLACE: DELHI**

**ANNEXURE 7**

**Certificate under Regulation 17(8) of the SEBI**

**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

**TO**  
**THE BOARD OF DIRECTORS**  
**TRADEWELL HOLDINGS LIMITED**

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

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of my knowledge and belief, certify that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee, wherever applicable,
- (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**BY ORDER OF THE BOARD OF DIRECTORS**  
**FOR TRADEWELL HOLDINGS LIMITED**

**SD/-**  
**SUNIL KUMAR SINGH**  
**(CHIEF FINANCIAL OFFICER)**

**DATE: AUGUST 26, 2022**  
**PLACE: DELHI**

**INDEPENDENT AUDITOR'S REPORT**

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

**Opinion**

We have audited the accompanying standalone financial statements of **M/S Tradewell Holdings Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, 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, 2022, 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

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

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

**Information other than the Financial Statements and Auditors' Report thereon**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from any material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibility**

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

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, 2020 issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including comprehensive income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has not disclosed the impact of pending litigation on its financial position in its standalone financial statements of lease hold residential plot carrying value of Rs.3.69 lakhs which is under dispute.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
  - iv.
    - (a). The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b). The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h)(iv)(a)&(b) above, contain any material misstatement.



- v. The Company has not declared any dividend in previous financial year which has been paid in current year. Further no dividend has been declared in current year. Accordingly, the provisions of section 123 of the Act is not applicable to company.

**FOR SHYAM RASTOGI & CO.**  
**Chartered Accountants**  
**(FRN 506951C)**

**Sd/-**  
**SHYAM RASTOGI**  
**(Partner)**  
**M.No.085687**  
**UDIN:22085687AJXACY2557**

**Place:- Delhi**  
**Date :- 30-05-2022**

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Independent Auditors' Report to even date to the members of **Tradewell Holdings Limited** on the standalone financial statements as of and for the year ended 31 March 2022.

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

- i) In respect of the Company's fixed assets:
- a) A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The company is maintaining proper records showing full particulars of intangible assets.
  - b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable freehold properties of land and buildings are held in the name of the Company as at the balance sheet date, except a lease hold residential plot carrying value of Rs. 3.69 lakhs which is under dispute which would impact its financial.
  - d) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.
  - e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.
- ii) a) Stock in trade comprises the inventories of shares and securities which were physically verified and reconciled by the management with reference to confirmation/statements from brokers and holding statement from depository participants, during the year and coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate of such verification was noticed.
- b) No working limit was sanctioned from banks/financial institutions during the year on the basis of current assets of the company. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.
- iii) During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(i) (a) to (f) 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 not entered any transactions covered section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company.
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions of clause 3 (vi) of the Order are not applicable.
- vii) According to the information and explanations given to us, in respect of statutory dues:
- a) The Company was generally been regular in depositing undisputed statutory dues, including Provident Fund - administrative charges, Income Tax, , Good and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

- b) There were no undisputed amounts payable in respect of Provident Fund- administrative charges, Income Tax, Good and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- viii) According to the information and explanations given by the management, the company has not surrendered or disclosed any transactions, previously unrecorded in the books of account in the tax assessments under income tax act, 1961 (43 of 1961) as income during the year. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable.
- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.  
(b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender.  
(c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.  
(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilised for long term purposes.  
(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.  
(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (x)(a) of the Order are not applicable.  
b) The company had not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit, Accordingly, the provisions of clause 3 (x)(b) of the Order are not applicable.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the period. Accordingly, the provisions of clause 3 (xi) of the Order are not applicable.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.  
(b) the reports of the Internal Auditors for the period under audit were considered by us.
- xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable.
- xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).  
(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.  
(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- xvii) The company has incurred cash loss rupees 10,48,822/- in the financial year and rupees 56,21,331 in the immediate financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause 3 (xviii) of the Order are not applicable.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts upto the date of audit report and we neither give any guarantee nor an assurance that all liabilities falling due within a period of one year from the date of balance sheet, will get discharged by the company as and when they fall due.
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, the provisions of clause 3

(xx) of the Order are not applicable

xxi) The company is not required to prepare Consolidate financial . Accordingly, the provisions of clause 3 (xxi) of the Order are not applicable.

**FOR SHYAM RASTOGI & CO.**  
**Chartered Accountants**  
**(FRN 506951C)**

**Sd/-**  
**SHYAM RASTOGI**  
**(Partner)**

**Place:- Delhi**  
**Date :- 30-05-2025**

**M.No.085687**  
**UDIN: 22085687AJXACY2557**

#### **ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT**

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

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

We have audited the internal financial controls over financial reporting of Tradewell Holdings Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

1. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
  - (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the



company's assets that could have a material effect on the financial statements.

**Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR SHYAM RASTOGI & CO.**  
**Chartered Accountants**  
**(FRN 506951C)**  
**Sd/-**

**Place:- Delhi**  
**Date :- 30-05-2022**

**SHYAM RASTOGI**  
**(Partner)**  
**M.No.085687**  
**UDIN: 22085687AJXACY2557**

**BALANCE SHEET AS AT 31ST MARCH 2022**

(Rupees in hundred)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
<b>A. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	1	64,705.03	75,512.90
(b) Intangible assets	2	3,684.66	5,326.70
(c) Financial assets			
(i) Investments	3	354,922.93	353,760.09
(ii) Trade receivables	4	97,845.88	117,963.24
(iii) Loans and Advances	5	11,523.88	94,935.40
(d) Other non-current assets	6	123,018.00	123,018.00
(e) Income Tax /GST Assets	7	10,877.56	10,356.67
(f) Deferred tax assets (net)	8	85,877.74	79,119.90
<b>Total non-current assets</b>		<b>752,455.68</b>	<b>859,992.90</b>
<b>2. Current assets</b>			
(a) Financial assets			
(i) Stock in Trade	9	911.86	-
(ii) Trade receivables	4	127,066.18	55,813.26
(iii) Cash and cash equivalents	10	4,542.28	4,182.08
(b) Other current assets	6	243.35	518.17
<b>Total current assets</b>		<b>132,763.67</b>	<b>60,513.51</b>
<b>B. Total assets</b>		<b>885,219.35</b>	<b>920,506.41</b>
<b>1 EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	11	300,440.00	300,440.00
(b) Other equity	12	133,678.57	137,408.95
<b>Total equity</b>		<b>434,118.57</b>	<b>437,848.95</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
Borrowings	13	423,229.58	452,775.92
(b) Provisions	14	3,582.69	3,450.00
(c) Other non-current liabilities	15	8,000.00	2,164.68
<b>Total non-current liabilities</b>		<b>434,812.27</b>	<b>458,390.60</b>
<b>3 Current liabilities</b>			
(a) Financial liabilities			
Borrowing	13	13,442.51	12,133.14
(b) Provisions	14	455.77	132.69
(c) Other current liabilities	15	2,390.22	12,001.04
<b>Total current liabilities</b>		<b>16,288.50</b>	<b>24,266.86</b>
<b>Total liabilities</b>		<b>451,100.77</b>	<b>482,657.46</b>
<b>Total equity and liabilities</b>		<b>885,219.35</b>	<b>920,506.41</b>

**Notes of accounts**

**1-26**

Accounting policies as per Annexure I an integral part of the financial statements  
As per our Audit Report of even date attached

**SHYAM RASTOGI & CO**

(Firm Registration No. 506951C)

**For and on behalf of the Board**

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

Sd/-  
RASHMI BARANWAL  
(Company Secretary)  
M.No.A64121

Sd/-  
SUNIL KUMAR SINGH  
(Chief Financial Officer)

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

Sd/-  
ARUNA MANCHANDA  
(Director)  
DIN 00027965

Place: Delhi

Date : 30-05-2022

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022**

(Rupees in hundred)

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
1. Revenue from operations	16	548,164.99	509,373.24
2. Increase/(Decrease)	17	911.86	(2,920.55)
3. Other income	18	8,237.43	4,278.95
<b>4. Total income (1+2+3)</b>		<b>557,314.27</b>	<b>510,731.64</b>
<b>5. Expenses</b>			
(a) Operating Expenses	19	488,454.49	479,932.50
(a) Employee benefits expense	20	38,655.03	50,714.42
(b) Finance costs	21	5,587.95	7,668.83
(c) Depreciation and amortisation expense	22	7,883.64	8,589.15
(d) Other expenses	23	27,221.38	20,040.04
<b>Total expenses</b>		<b>567,802.49</b>	<b>566,944.94</b>
<b>6. Profit/(Loss) before tax (4-5)</b>		<b>(10,488.22)</b>	<b>(56,213.31)</b>
<b>7. Tax expense:</b>	24		
- Net current tax		-	-
- Current tax of Previous year		-	463.50
- Deferred tax		6,757.84	12,152.70
Total tax expense		<b>6,757.84</b>	<b>11,689.20</b>
<b>8. Profit/(Loss) for the year (6-7)</b>		<b>(3,730.38)</b>	<b>(44,524.11)</b>
<b>9. Other comprehensive income</b>		-	-
<b>10. Total comprehensive income for the year (8+9)</b>		<b>(3,730.38)</b>	<b>(44,524.11)</b>
<b>Earnings per equity share (Face value of Rs.10 each):</b>	25		
Basic		(0.12)	(1.48)
Diluted		(0.12)	(1.48)

**Notes of accounts**

**1-26**

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

As per our Audit Report of even date attached

**SHYAM RASTOGI & CO**

Chartered Accountants

(Firm Registration No. 506951C)

**For and on behalf of the Board**

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

Sd/-  
RASHMI BARANWAL  
(Company Secretary)  
M.No.A64121

Sd/-  
SUNIL KUMAR SINGH  
(Chief Financial Officer)

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

Sd/-  
ARUNA MANCHANDA  
(Director)  
DIN 00027965

Place: Delhi

Date : 30-05-2022

**CASH FLOW STATEMENT FOR THE YEAR ENDED AS AT 31 MARCH 2022**

(Rupees in hundred)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit for the year	(10,488.22)	(56,213.31)
Adjustments for		
Tax expense	(6,757.84)	(12,152.70)
Depreciation and amortisation expense	7,883.64	8,589.15
Interest on IT refund	-	(3,591.40)
Interest Received	(5,021.36)	(3,032.06)
Finance costs	5,587.95	7,668.83
Computer Balance w/off	188.27	-
Income on insurance claim on car	(1,368.51)	-
<b>Operating profit before Working Capital Changes</b>	<b>(9,976.07)</b>	<b>(58,731.48)</b>
<b>Changes in working capital:</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	(51,135.56)	(61,374.13)
Income Tax/GST Assets	(520.89)	19,662.57
Loans and Advances	83,411.52	(141,085.54)
Other assets	274.82	513.78
Stock in Trade	(911.86)	-
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Other liabilities	(3,775.49)	(1,636.09)
Provisions	455.77	(5.26)
<b>Cash generated from operations</b>	<b>17,822.24</b>	<b>(242,656.15)</b>
Less: Income tax paid:		
Defererd tax	(6,757.84)	(11,689.20)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES (A)</b>	<b>24,580.08</b>	<b>(230,966.95)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditure on property, plant and equipment including capital advances	(146.00)	(1,651.35)
Purchase of long term investments	(1,162.84)	(298.89)
Insurance Claim received	5,892.51	-
Interest received on income tax refund	-	3,591.40
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>4,583.67</b>	<b>1,641.16</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayments of borrowing	(28,236.97)	235,097.17
Interest Received	5,021.36	3,032.06
Finance costs	(5,587.95)	(7,668.83)
<b>NET CASH (USED) / GENERATED IN FINANCING ACTIVITIES (C)</b>	<b>(28,803.56)</b>	<b>230,460.40</b>
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	360.20	1,134.61
Cash and cash equivalents at the beginning of the year	4,182.08	3,047.47
<b>Cash and cash equivalents at the end</b>	<b>4,542.28</b>	<b>4,182.08</b>

In terms of our report attached

As per our Audit Report of even date attached

**SHYAM RASTOGI & CO**

Chartered Accountants

(Firm Registration No. 506951C)

**For and on behalf of the Board**

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

Sd/-  
RASHMI BARANWAL  
(Company Secretary)  
M.No.A64121

Sd/-  
SUNIL KUMAR SINGH  
(Chief Financial Officer)

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

Sd/-  
ARUNA MANCHANDA  
(Director)  
DIN 00027965

Place: Delhi

Date : 30-05-2022

## 1. Property, plant & equipment

(Rupees in hundred)

Particulars	Leasehold improvements (Refer note i)	Vehicles (Refer note ii)	Office equipment	Computers	Furniture and fixtures	Total
<b>Cost</b>						
As at April 1, 2021	60173.79	48657.64	4573.21	5160.91		118565.55
Additions during the year			146.00	0.00		146.00
Disposals during the year		10536.54	0.00	3565.74		14102.28
<b>As at March 31, 2022</b>	<b>60173.79</b>	<b>38121.10</b>	<b>4719.21</b>	<b>1595.17</b>	<b>0.00</b>	<b>104609.27</b>
<b>Accumulated depreciation</b>						
As at April 1, 2021	11165.69	24962.67	3241.88	3682.41		43052.65
Expense for the year	889.91	4514.52	357.24	479.93		6241.60
Deletions / adjustments		6012.54	0.00	3377.47		9390.01
<b>As at March 31, 2022</b>	<b>12055.60</b>	<b>23464.65</b>	<b>3599.12</b>	<b>784.87</b>		<b>39904.24</b>
<b>Carrying amount</b>						
As at March 31st 2022	48118.19	14656.45	1120.09	810.30	0.00	64705.03

### Notes:

- Property (building) have been pledged to secure term loans with Religare Finvest Ltd (Refer note 13 (ii))
- Vehicles loan is secured by first and exclusive charge or respective vehicle (Refer note 13(i))

## 2. Intangible asstes

Particulars	Computer Software
<b>Cost</b>	
As at April 1, 2021	34,978.54
Additions during the year	-
Disposals during the year	-
<b>As at March 31, 2022</b>	<b>34,978.54</b>
<b>Accumulated depreciation</b>	
As at April 1, 2021	29,651.84
Expense for the year	1,642.04
Deletions / adjustments	
<b>As at March 31, 2022</b>	<b>31,293.88</b>
<b>Carrying amount</b>	
As at March 31, 2022	3,684.66

## 3. Non-current investment

(Rupees in hundred)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Quantity	Amount	Quantity	Amount
A) Investments in Equity Instruments (Refer note i)				
Quoted Shares	2000	4,027.14	2000	4,027.14
Unquoted Shares (Group Company)	738720	174,960.00	38880	174,960.00
		178,987.14		178,987.14
B) Investment in property		175,935.79		174,772.95
<b>Total (A+B)</b>		<b>354,922.93</b>		<b>353,760.09</b>

### Note :

- Aggregate market value of Quoted and unquoted equity investment

175,194.00

176,235.00



(Rupees in hundred)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Quantity	Amount	Quantity	Amount
4. Trade Receivables				
i) Non Current				117,963.24
Undisputed trade receivables – considered good		97,845.88		
Undisputed trade receivables – Considered Doubtfull		-		
Total		97,845.88		117,963.24
ii) Current				55,813.26
Undisputed trade receivables – considered good		127,066.18		
Undisputed trade receivables – Considered Doubtfull		-		
Total		127,066.18		55,813.26
<b>Total(i+ii)</b>		<b>224,912.06</b>		<b>173,776.50</b>

Ageing for trade receivables - current outstanding as at March 31, 2022

(Rs. in hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade recivables - Billed</b>							
Undisputed trade receivables - considered good	0	127066.2		1900	0	95945.88	224912.05
Undisputed trade receivables - Considered Doubtfull	0	0	0	0	0	0	0
	0	127066.2	0	1900	0	95945.88	224912.05

Ageing for trade receivables - current outstanding as at March 31, 2021

(Rs. in hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade recivables - Billed</b>							
Undisputed trade receivables - considered good	0	55813.26		0	0	117963.2	173776.5
Undisputed trade receivables - Considered Doubtfull	0	0	0	0	0	0	0
	0	55813.26	0	0	0	117963.2	173776.5

5. Loans and Advances		
(i) Capital advances	-	88,821.40
(ii) Other advances	11,539.42	6,114.00
<b>Total</b>	<b>11,523.88</b>	<b>94,935.40</b>
6 a) <b>Other Non Current Assets</b>		
Security Deposit	123,018.00	123,018.00
<b>b) Other Current Assets</b>		
(i) Prepayments	227.81	518.17
(ii) Others	15.54	-
<b>Total</b>	<b>243.35</b>	<b>518.17</b>
7. <b>Income Tax/GST Assets</b>		
(i) Income Tax Refund	8,078.50	7,259.04
(ii) GST-Input	2,799.06	3,097.63
<b>Total</b>	<b>10,877.56</b>	<b>10,356.67</b>

(Rupees in hundred)				
Particulars	As at March 31, 2022		As at March 31, 2021	
	Quantity	Amount	Quantity	Amount
8. Deferred tax asset				
Deferred tax assets (a)		97,326.39		90,747.82
Deferred tax liabilities (b)		(11,448.65)		(11,627.92)
<b>Deferred tax assets (net) (a-b)</b>		<b>85,877.74</b>		<b>79,119.90</b>
<b>Deferred tax assets / (liabilities) in relation to:</b>				
<b>a. Deferred tax assets in relation to:</b>				
Provision for employee benefit, unabsorbed depreciation and business losses		<b>97,326.39</b>		<b>90,747.82</b>
<b>b. Deferred tax liabilities in relation to:</b>				
Depreciation on Property, plant and equipment and intangible assets		<b>(11,448.65)</b>		<b>(11,627.92)</b>
9. Stock in Trade				
Shares and Securities		<b>911.86</b>		-
10. Cash and Cash Equivalents				
Cash on hand		2,324.80		1,409.85
Balance with Banks in current accounts		2,217.48		2,772.23
<b>Total</b>		<b>4,542.28</b>		<b>4,182.08</b>

11. Equity share capital			(Rupees in hundred)		
Particulars	As at March 31, 2022		As at March 31, 2021		
	Number	Amount	Number	Amount	
<b>Authorised share capital:</b>					
Equity Shares of Rs. 10 each with voting rights	160,00,000	1,600,000.00	160,00,000	1,600,000.00	
	160,00,000	160,000,000.00	160,00,000	1,600,000.00	
<b>Issued share capital:</b>					
Equity Shares of Rs.10 each with voting rights	3,004,400	300,440.00	3,004,400	300,440.00	
	<b>3,004,400</b>	<b>300,440.00</b>	<b>3,004,400</b>	<b>300,440.00</b>	
<b>Subscribed and Paid-up share capital</b>					
Equity Shares of Rs.10 each with voting rights	3,004,400	300,440.00	3,004,400	300,440.00	
<b>Total</b>	<b>3,004,400</b>	<b>300,440.00</b>	<b>3,004,400</b>	<b>300,440.00</b>	
<b>a. Reconciliation of the shares outstanding at the beginning and at the end of the year:</b>					
Equity shares with voting rights					
At the beginning of the year	3,004,400	300,440.00	3,004,400	300,440.00	
Shares issued during the year	0	0	0	0	
At the end of the year	<b>3,004,400</b>	<b>300,440.00</b>	<b>3,004,400</b>	<b>300,440.00</b>	
<b>b) Shares held by the promoter at the end of the year 31-03-2022</b>					
S.No.	Promoter Name	No.of shares	% of Total shares	% Change during the year	
1.	Kamal Manchanda	1497540	49.85%	0	
2.	Aruna Manchanda	755760	25.15%	0	
<b>Details of shareholders holding more than 5% shares in the company</b>					
		<b>As at March 31,2022</b>		<b>As at March 31, 2021</b>	
		No.of share	% of holding	No.of share	% of holding
Class of shares / Name of the shareholder		holding		holding	
Equity shares with voting rights	Kamal Manchanda	1,497,540	49.85%	1,497,540	49.85%
Equity shares with voting rights	Aruna Manchanda	755,760	25.15%	755,760	25.15%
Equity shares with voting rights	Vimla Gupta	221,019	7.36%	221,019	7.36%
Preference Shares		nil		nil	
<b>Shares held by the promoter at the end of the year 31-03-2021</b>					
S.No.	Promoter Name	No.of shares	% of Total shares	% Change during the year	
1.	Kamal Manchanda	1497540	49.85%	0	
2.	Aruna Manchanda	755760	25.15%	0	

(Rupees in hundred)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number	Amount	Number	Amount
Details of shareholders holding more than 5% shares in the company				
Class of shares / Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of share holding	% of holding	No. of share holding	% of holding
Equity shares with voting rights Kamal Manchanda	1,497,540	49.85%	1,497,540	49.85%
Equity shares with voting rights Aruna Manchanda	755,760	25.15%	755,760	25.15%
Equity shares with voting rights Vimla Gupta	221,019	7.36%	221,019	7.36%
Preference Shares	nil		nil	

**12. Other equity** (Rupees in hundred)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
(i) General reserve	34,330.83	34,330.83
(ii) Retained earnings		
Balance as at beginning of the year	103,078.12	147,602.23
Loss for the year	(3,730.38)	(44,524.11)
<b>Balance as at end of the year</b>	<b>99,347.74</b>	<b>103,078.12</b>
<b>TOTAL (i+ii)</b>	<b>133,678.57</b>	<b>137,408.95</b>

**13. Borrowings**

**Secured**

**Non-current borrowings**

(i) Vehicle loans from other than banks (refer note ii below)	-	6.36
(ii) Loans from others (refer note i below)	21,429.58	35,039.56

**Unsecured**

Loans from Directors	401,800.00	417,730.00
	<u>423,229.58</u>	<u>452,775.92</u>

**Current maturities of long-term borrowings (secured)**

(i) Vehicle loans from other than bank (refer note i below)	-	344.43
(ii) Loans from others (refer note ii below)	13,442.51	11,788.71
	<u>13,442.51</u>	<u>12,133.14</u>
Less: Reclassified to Current Borrowings	<u>13,442.51</u>	<u>12,133.14</u>
<b>Total</b>	<b>423,229.58</b>	<b>452,775.92</b>

**Notes:**

- i) Term loan from other was secured by hypothecation of property
- ii) Vehicles loans from bank was secured by hypothecation of vehicles

**Current Borrowings**

Current maturities of long-term borrowings (secured) (refer note no 13 as above)	13,442.51	12,133.14
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**14. Provisions**

**Non-Current**

**(i) Provision for employee benefits:**

Provision for gratuity	3,582.69	3,450.00
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**Current**

**(ii) Provision for employee benefits:**

Provision for gratuity	455.77	132.69
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**15. Other liabilities**

**Non-Current**

(i) Statutory remittances	-	2,164.68
(ii) Other Payable	8,000.00	-
<b>Total</b>	<b>8,000.00</b>	<b>2,164.68</b>

**Current**

(i) Statutory remittances	239.04	847.94
(ii) Other Payable	2,151.18	11,153.10
<b>Total</b>	<b>2,390.22</b>	<b>12,001.04</b>

(Rupees in hundred)

Particulars	For the year ended March 31,2022	For the year ended March 31, 2021
<b>16. Revenue from Operations</b>		
Sale of Shares	471,073.83	504,818.39
Profit/(loss) on Shares Trading	72,912.75	(18,099.11)
Gain/(loss) on Intraday Transactions	(2,168.60)	6,676.96
Short term capital gain on Sales of shares	-	537.94
Gain on sale of Property	-	10,439.06
Brokerage & Commission	6,347.00	5,000.00
<b>Total</b>	<b>548,164.99</b>	<b>509,373.24</b>
<b>17. Increase/(Decrease) in stock</b>		
Opening Stock of Shares	-	2,920.55
Less:- Closing stock	911.86	-
Increase(Decrease) in stock	911.86	(2,920.55)
<b>18. Other Income</b>		
Dividend	-	502.40
Interest on IT Refund	-	3,591.40
Interest Received others	5,021.36	3,032.06
Sundry balances w/off	1,636.53	(2,851.30)
Income on insurance claim on car	1,368.51	-
Miscl income	211.03	4.39
<b>Total</b>	<b>8,237.43</b>	<b>4,278.95</b>
<b>19. Operating Expenses</b>		
Purchases of Shares	470,916.29	475,269.96
STT on share trading	741.82	933.72
STT on Derivative transactions	6,146.98	2,791.47
STT on Intraday Transactions	638.52	361.19
Fees paid on services	10,010.88	576.16
<b>Total</b>	<b>488,454.49</b>	<b>479,932.50</b>
<b>20. Employee benefis expenses</b>		
Salaries	38,163.26	50,522.16
Gratuity expense	455.77	132.69
Staff welfare expenses	36.00	59.57
<b>Total</b>	<b>38,655.03</b>	<b>50,714.42</b>
<b>21.Finance Costs</b>		
Interest expense on: - Borrowings from Bank	-	-
- Borrowings from Others	5,587.95	7,650.49
Other Finance expense	-	18.35
<b>Total</b>	<b>5,587.95</b>	<b>7,668.83</b>
<b>22. Depreciation and amortisation expense</b>		
Depreciation of property and plant and equipment	6,241.60	6,947.11
Amortisation of intangible assets	1,642.04	1,642.04
<b>Total</b>	<b>7,883.64</b>	<b>8,589.15</b>

(Rupees in hundred)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>23. Other expenses</b>		
Rent	2,220.00	2,220.00
Repair and maintenance	20.00	55.99
Insurance expenses	610.12	864.66
Rates and taxes	916.16	82.70
Communication	336.51	570.14
Travelling and conveyance	-	335.10
Printing and stationery	217.00	287.20
Postage charges	2.38	2.79
Advertisement and sales promotion	564.82	1,151.69
Legal and professional	11,046.00	2,841.82
Payments to auditors [Refer note (i) below]	400.00	400.00
Bad debts w/off	3,448.06	-
Penalty	76.41	23.60
Annual listing fee	3,000.00	3,000.00
Annual custodian fees	180.00	280.00
Business promotion expenses	291.06	3,656.39
Car Repairs	776.96	483.25
Computer maintenance	221.62	142.58
Consultancy fee	706.99	1,605.00
Conveyance reimb & Dmat	45.78	91.19
Database hosting & development	525.82	766.50
Share transfer agent expenses	180.00	180.00
Software expenses	1,247.43	999.44
Computer Balance w/off	188.27	-
	<b>27,221.38</b>	<b>20,040.04</b>

**Notes:**

**(i) Payment to auditors includes**

Statutory audit	400.00	400.00
-----------------	--------	--------

**24. Income tax recognised in profit or loss**

Current tax	-	-
Current tax previous year	-	463.50
Deferred tax	6,757.84	12,152.70

**25. Earnings per share ('EPS')**

**Basic earnings per share**

Profit for the year	(3,730.38)	(44,524.11)
Weighted average number of equity shares of Rs. 10 each	30,044	30,044

**Basic earnings per share**

**(0.12) (1.48)**

**Diluted earnings per share**

Profit for the year	(3,730.38)	(44,524.11)
Weighted average number of equity shares of Rs. 10 each for Basic EPS	30,044	30,044

**Diluted earnings per share**

**(0.12) (1.48)**

**26.1 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**

Tradewell Portfolios Pvt Ltd  
Wish A Cup Cake Services LLP



(Rupees in hundred)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>b. Related party transactions</b>		
<b>Loan Received</b>		
Aruna Manchanda	31,250.00	221,470.00
Kamal Manchanda	149,570.00	148,965.17
<b>Loan Given</b>		
<b>Repayment of loan</b>		
Aruna Manchanda	6,500.00	1,150.00
Kamal Manchanda	190,250.00	121,370.00
<b>Rent and others charges</b>		
Tradewell Portfolios Pvt Ltd	1,823.10	1,800.00
Kamal Manchanda	-	122.34
<b>Remuneration</b>		
Kamal Manchanda	18,000.00	18,000.00
Sahil Manchanda	-	2,000.00

**C. Related party outstanding balances**

(Rupees in hundred)

Particulars	As at March 31, 2022	As at March 31, 2021
Aruna Manchanda	298,600.00	273,850.00
Kamal Manchanda	103,200.00	143,880.00
Tradewell Portfolios Pvt Ltd	220.00	-
Wish A Cup Cake Services LLP	20,058.00	20,058.00
Wish A Cup Cake Services LLP (others)	179.60	179.60

**26.2.1 Ratio Analysis and its elements**

Ratio	Numerator	Denominator	For the year ended March 31, 2022	For the year ended March 31, 2021	% Variance
Current ratio	Current Assets	Current Liabilities	8.15	2.49	(2.27)
Debt-equity ratio	Total Debt including lease liabilities S	Shareholder's Equity	0.15	0.15	0.06
Debt service coverage ratio*	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest	Debt service = Interest & Lease Payments + Principal Repayments	0.24	(3.12)	1.08
Return on equity ratio	Net Profit after taxes	Average Shareholder's Equity	0.00	(0.02)	0.81
Inventory turnover ratio	Cost of goods sold	Average inventory =(Opening + Closing balance / 2)	1071.34	(328.66)	4.26
Trade receivables turnover ratio	Net Sales	Average trade debtors = (Opening + Closing balance / 2)	2.75	3.56	0.23
Trade payables turnover ratio	Net Purchases and other expenses	Average Trade Payables	0	0	0.00
Net capital turnover ratio	Net Sales	Working Capital = Current assets minus current liabilities#	4.71	42.52	0.89
Net profit ratio	Net profit after taxes	Net Sales	(0.02)	(0.11)	0.83
Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liabilit	(0.01)	(0.05)	0.90

- 26.2.2 During the year ended March 31, 2022 the Company did not provide any Loans or advances which remains outstanding (repayable) on demand or without specifying any terms or period of repayment) to specified persons (Nil as on March 31, 2021).
- 26.2.3 The Company did not have any transaction with companies struck off during the year ended March 31, 2022 and also for the year ended March 31, 2021.
- 26.2.4 There are no Benami property in the Company and no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 26.2.5 Company does not have any transaction(s) which have not recorded in the books of Accounts.
- 26.2.6 The Company did not deal in Crypto Currency during the Financial year.
- 26.2.7 Company is not a declared wilful defaulter by any bank or financial Institution or other lender.
- 26.2.8 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 1917
- 26.2.9 No scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, during the financial year.
- 26.2.10 The Company does not have any charges or satisfaction which is yet to be registered with ROC .
- 26.2.11 Figures of the previous year have been regrouped/rearranged wherever considered necessary
- 26.2.12 The financial statements were approved for issue by the Board of Directors on May 30, 2022.

**SHYAM RASTOGI & CO**

Chartered Accountants

(Firm Registration No. 506951C)

**For and on behalf of the Board**

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

Sd/-  
RASHMI BARANWAL  
(Company Secretary)  
M.No.A64121

Sd/-  
SUNIL KUMAR SINGH  
(Chief Financial Officer)

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

Sd/-  
ARUNA MANCHANDA  
(Director)  
DIN 00027965

Place: Delhi

Date : 30-05-2022

## **Annexure I**

### **1. Corporate Information**

Tradewell Holdings Limited (Formerly-Brand Realty Services Limited) ("the Company") is incorporated in India having its registered office at S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-I, Delhi - 110091. Its shares are listed on Bombay Stock Exchanges. Tradewell Holdings Limited is primarily engaged in the business of Shares Trading and 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 (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

#### **2.2. Basis of measurement**

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

#### **2.3. Functional and Presentation Currency**

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

#### **2.4. Use of estimates and judgment**

The preparation of Ind AS Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Ind AS Financial Statements is included in the significant estimates.

#### **2.5. Revenue recognition**

Revenue/Income and Cost/Expenditure are being accounting on accrual basis, as they are earned or incurred.

Dividend income is recognised when the right to receive payment is established. Interest income is recognised using the effective interest method.

#### **2.6. Foreign currency Transactions and balances**

There are no Foreign Transactions in the company.

#### **2.7. Employee benefits**

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

#### **2.8. Property, Plant and equipment**

Property, Plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

##### **2.8.1. Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method on a pro-rata basis from the date on which each asset is put to use to allocate their cost, net of their residual values, over their estimated useful lives.

Depreciation has been provided in accordance with useful lives prescribed in the Companies Act, 2013

### **2.8.2. Derecognition**

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

### **2.9. Intangible assets**

#### **2.9.1. Intangible assets acquired separately**

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

#### **2.9.2. Derecognition policy**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

#### **2.9.3. Amortisation methods and periods**

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

### **2.10. Inventories**

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

### **2.11. Cash and cash equivalents**

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

### **2.12. Earnings per share**

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

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

### **2.13. Taxation**

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

#### **2.13.1. Current tax**

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

#### **2.13.2. Deferred tax**

Deferred tax is 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.

**SHYAM RASTOGI & CO**

Chartered Accountants

(Firm Registration No. 506951C)

**For and on behalf of the Board**

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

Sd/-  
RASHMI BARANWAL  
(Company Secretary)  
M.No.A64121

Sd/-  
SUNIL KUMAR SINGH  
(Chief Financial Officer)

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

Sd/-  
ARUNA MANCHANDA  
(Director)  
DIN 00027965

Place: Delhi

Date : 30-05-2022



**ATTENDANCE SLIP**

I/We.....R/o..... hereby record my/our presence at the 28th Annual General Meeting of the Company on Friday, 23rd September, 2022 at 12:00 Noon at the Registered office of the Company at S-8 & S-2, DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi-110091.

Signature of shareholder(s)/proxy

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Physical copy of the Annual Report for March 31st, 2022 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

**FORM MGT-11  
PROXY FORM**

**[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

**28TH ANNUAL GENERAL MEETING, FRIDAY, SEPTEMBER 23, 2022**

**Name of the member(s) :**

**Registered Address :**

**E-mail id :**

**Folio/DP ID-Client ID :**

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

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

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Friday, 23rd September, 2022 at 12:00 Noon at registered office at S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI-110091 at any adjournment thereof in respect of such resolutions as are indicated below:

NO.	RESOLUTION	FOR	AGAINST
	<b>ORDINARY RESOLUTIONS</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Kamal Manchanda (Whole Time Director having DIN: 00027889) as Director of the Company, who is liable to retire by rotation and being eligible offers himself for re-appointment.		
3.	To re-appoint M/s Shyam Rastogi & Co. (ICAI Firm Registration No. 506951C), Chartered Accountants, Delhi, as Statutory Auditors of the Company for the second term to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 28th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.		

Signed this .....day.....,2022

.....  
**Signature of shareholder**

.....  
**Signature of proxy holder**

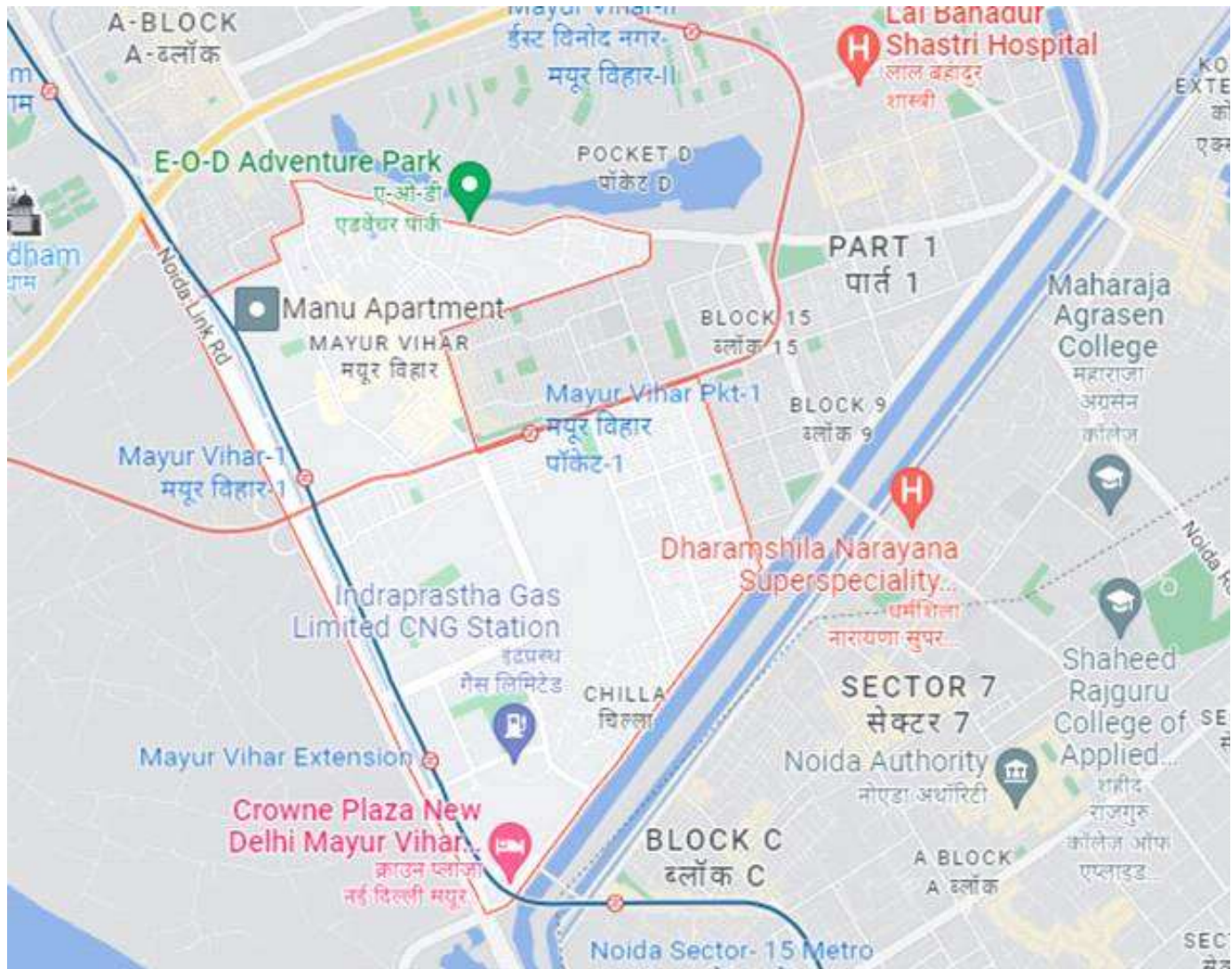
**Note:**

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

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

**ROUTE MAP OF THE 28TH ANNUAL GENERAL MEETING  
FRIDAY, 23RD SEPTEMBER, 2022 AT 12:00 NOON**

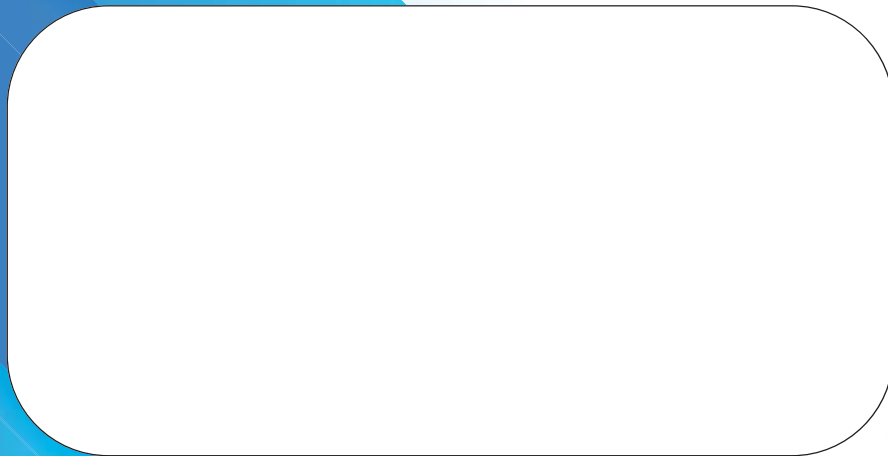
**S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI -110091**



28<sup>th</sup> ANNUAL REPORT 2021-22



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

Tel.: (91)-011- 22755819  
CIN: L74110DL1995PL16064337