

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

NOTICE

Notice is hereby given that the **31st (Thirty-first) Annual General Meeting** ("AGM") of the members of **Tradewell Holdings Limited** ("the company") will be held on **Tuesday, the 30th day of September, 2025 at 12:30 P.M** at the registered office of the company at S-8 & S-2, DDA shopping complex, opp. pocket-I, Mayur Vihar-I, Delhi- 110091 to transact the following businesses:

ORDINARY BUSINESS:

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

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Board of Directors and Auditors thereon.

Item No. 2: To re-appoint Mrs. Aruna Manchanda, Director (having DIN: 00027965) as Director of the Company, who is liable to retire by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Mr. Kamal Manchanda (DIN: 00027889) as Whole-Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the **re-appointment of Mr. Kamal Manchanda (DIN: 00027889) as Whole-Time Director** of the Company, for a period of **5 (five) years** with effect from **01st April 2026 to 31st March 2031**, on such terms and conditions as may be agreed to between the Board of Directors and Mr. Kamal Manchanda.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kamal Manchanda shall be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and shall be subject to the provisions and limits prescribed under the Companies Act, 2013, and the rules made thereunder, and such other approvals, if any, as may be required from time to time.

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

Item No. 4: Adoption of new set of Memorandum of Association of the Company pursuant to the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, the consent of the Members be and is hereby accorded to adopt a new set of Memorandum of Association of the Company, in substitution and entire exclusion of the existing Memorandum of Association, to bring them in line with the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to authorize any Director of the Company, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution including filing of all the necessary e-forms with the Concerned Registrar of Companies, Stock Exchanges and other statutory authorities."

Item No. 5: Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and Alteration by way of insertion of new clauses relating to Further Issue of Capital, Warrants and other matters

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary or required, the consent of the members of the Company be and is hereby accorded for adoption of a new set of Articles of Association of the Company, in substitution of and to the exclusion of the existing Articles of Association of the Company, to align the same with the provisions of the Companies Act, 2013 and SEBI Regulations applicable to the Company.

RESOLVED FURTHER THAT the new set of Articles of Association so adopted/alterd shall, inter-alia, contain enabling provisions for further issue of capital, including by way of issue of warrants, convertible instruments and/or other securities, and such other clauses as may be considered necessary and expedient in the interest of the Company.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to authorize any Director of the Company, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution including filing of all the necessary e-forms with the Concerned Registrar of Companies, Stock Exchanges and other statutory authorities.”

**By Order of the Board of Directors
For Tradewell Holdings Limited
Sd/-**

**Uma Kumari
(Company Secretary)**

Date: September 05, 2025

Place: Delhi

NOTES

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

6. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September, 24, 2025 to Tuesday, September 30, 2025 (both days inclusive)**.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
9. In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2025 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 2025 will also be available on the Company's website i.e. at www.brandrealty.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
10. The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Thirty First AGM has been fixed as **Tuesday, September 23, 2025**.
11. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.
12. All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 10.00 A.M. to 6.00 P.M. upto the date of Annual General Meeting.
13. Attention of the members is drawn to Securities and Exchange Board of India (SEBI) Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, which require shareholders holding shares in physical form and whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, to compulsorily furnish the details to RTA/ Company for registration/update.
14. Members are informed that pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, requests for effecting transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed by the Company unless the securities are held in dematerialized form with a Depository. Hence, members are requested to dematerialize their physical holding.
15. Annual Listing fee for the year 2024-25 has been paid to the Stock Exchange wherein shares of the Company are listed.
16. Members are requested to notify immediately any change in their address:
 - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and;
 - ii. to the Company at its Registered Office or its Registrar & Share Transfer Agent, in respect of their physical shares, if any, quoting their Folio Number.
17. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.

18. Important Communication to Members:-

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

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

19. The aforesaid MCA General Circular dated 5th May, 2020 read with MCA General Circular dated 13th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2024-25 and Notice convening 31st 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 Tuesday, September 23, 2025.

Voting through electronic means;

20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
- The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") 31st Annual Report 2024-25 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., Tuesday, September 23, 2025.
 - Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, September 23, 2025, may cast their vote electronically.
21. **Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 26582)**, has been appointed as the Scrutinizer to scrutinize the 'remote-voting' process and e-voting at the AGM, in a fair and transparent manner.
22. The Scrutinizer will, immediately after the conclusion of voting at the 31st AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the Meeting or any person authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.brandrealty.in and on the website of NDSL within Two (2) Working days from the conclusion of the AGM of the Company and also communicated to the BSE Limited.
23. 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.
24. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

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

The remote e-voting period begins on September, 27, 2025, at 09:00 A.M. and ends on September, 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

➤ How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. Will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rastogifcs3@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kamal@brandrealty.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to kamal@brandrealty.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**By Order of the Board of Directors
For Tradewell Holdings Limited
Sd/-
Uma Kumari
(Company Secretary)**

**Date: September 05, 2025
Place: Delhi**

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

ITEM No. 3: Re-appointment of Mr. Kamal Manchanda (DIN: 00027889) as Whole-Time Director of the Company

The tenure of Mr. Kamal Manchanda (DIN: 00027889) as Whole-Time Director of the Company is **due to expire on 31st March 2026**. Based on the recommendation of the **Nomination and Remuneration Committee**, the **Board of Directors**, at its meeting held on 05.09.2025, approved the re-appointment of Mr. Kamal Manchanda as Whole-Time Director of the Company for a further period of **five years**, with effect from **01st April 2026 to 31st March 2031**, subject to the approval of shareholders at the ensuing Annual General Meeting.

Mr. Kamal Manchanda has significantly contributed to its growth and operations. Considering his experience, leadership, and performance, the Board recommends his re-appointment.

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

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

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

The Board recommends the resolution set out at Item No. 3 for the approval of the members as a **Special Resolution**.

Mr. Kamal Manchanda, Mrs. Aruna Manchanda (Spouse), Mr. Sahil Manchanda (Son) and Mrs. Saughat Khurana (Daughter in law) are interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4: Adoption of new set of Memorandum of Association of the Company pursuant to the Companies Act, 2013

The existing Memorandum of Association ("MOA") of the Company is based on the provisions of the erstwhile Companies Act, 1956. With the enactment of the Companies Act, 2013 ("the Act") and the rules made thereunder, several provisions of the existing MOA are no longer in conformity with the requirements of the Act.

The Ministry of Corporate Affairs has also prescribed a new format of Memorandum of Association in line with Table A of Schedule I to the Act. It is therefore considered expedient to adopt a new set of MOA in place of the existing MOA, to align it with the requirements of the Act.

The draft of the proposed new MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and is also available on the website of the Company.

Pursuant to Section 13 and other applicable provisions of the Act, adoption of a new set of Memorandum of Association requires the approval of Members of the Company by way of a Special Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the Notice for approval of the Members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5: Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and Alteration by way of insertion of new clauses relating to Further Issue of Capital, Warrants and other matters

The Articles of Association ("AOA") of the Company, as presently in force, are based on the provisions of the erstwhile Companies Act, 1956 and several regulations contained therein are no longer in conformity with the Companies Act, 2013 ("the Act"). With the enactment of the Act and the rules notified thereunder, it is considered expedient to replace the existing AOA with a new set of AOA in conformity with Table F of Schedule I of the Act.

Further, in order to provide flexibility to the Company to raise capital by way of issue of further shares, warrants, convertible instruments or other securities and any other matters, it is also proposed to insert a new enabling clause in the Articles of Association authorising the Board of Directors of the Company to make further issue of capital, including by way of preferential allotment, private placement or such other mode as may be permissible under applicable laws, subject to compliance with the provisions of the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable laws and regulations.

The draft of the new Articles of Association, along with the proposed insertion of the enabling clause on further issue of capital, is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and is also available on the website of the Company.

Pursuant to Section 14 and other applicable provisions of the Act, adoption of new Articles of Association and alteration by way of insertion of the aforesaid enabling clause requires the approval of Members of the Company by way of a Special Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the Notice for approval of the Members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ANNEXURE 1A

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

Name of the Director	Mrs. Aruna Manchanda (Director)
DIN	00027965
Date of Birth & Age	15/07/1970 (55 Years)
Date of Appointment on the Board of the Company	10.01.1995
Qualification	Arts Graduate
Experience	20 years
Expertise in specific Functional Area	Real Estate and Share Trading
Terms and conditions of appointment/ re-appointment	Mrs. Aruna Manchanda, Director of the Company, liable to retire by rotation and being eligible offers herself for re-appointment.
Details of remuneration sought to be paid	NIL
Remuneration last drawn (per annum)	NIL
Directorship held in other Companies	1. Tradewell Portfolios Private Limited 2. Realcasa Walia Builtech Private Limited
Name of the listed entities from which the person has resigned in the past three years	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company in other listed entities	NIL
Number of shares held in the Company	755760
Number of Board Meeting attended during the year	11
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Kamal Manchanda (Spouse)

ANNEXURE 1B

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

Name of the Director	Mr. Kamal Manchanda (Whole Time Director)
DIN	00027889
Date of Birth & Age	27.08.1962 (63 Years)
Date of Appointment on the Board of the Company	10.01.1995
Qualification	B. Tech
Experience	24 years
Expertise in Specific Functional Area	Real Estate and Share Trading
Terms and conditions of appointment/ re-appointment	Re-appointment as Whole-Time Director of the Company for a period of 5 years with effect from 01.04.2026 on the terms and conditions including remuneration as set out in the explanatory statement to the Notice.
Details of remuneration sought to be paid	As stated in the resolution and explanatory statement annexed to the Notice
Remuneration last drawn (per annum)	18 lacs
Directorship held in other Companies	1.Shivalik Nursing Home Private Limited 2.Foothold Assets Private Limited 3.Brand Gallery Private Limited 4.Era Resorts Private Limited 5.Centre Point Hospitality Management Private Limited 6.Tradewell Portfolios Private Limited 7.Brand Realty Private Limited 8.Elite Realty Infratech Private Limited 9.Elite Landbuild Private Limited 10.K R Buildtech Private Limited 11.Realcasa Walia Builtech Private Limited 12.Geek Securities (India) Private Limited
Name of the listed entities from which the person has resigned in the past three years	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company in other listed entities	NIL
Number of shares held in the Company	1442640
Number of Board Meeting attended during the year	11
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Aruna Manchanda(Spouse)

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 31st Annual General Meeting of the Company on Tuesday, the 30thday of September, 2025 at 12:30 P.M at the Registered office of the Company at S-8 & S-2 ,DDA Shopping Complex, Opp. Pocket-I, Mayur Vihar-I, Delhi-110091.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Physical copy of the Annual Report for March 31st, 2025 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]
31ST ANNUAL GENERAL MEETING, TUESDAY, THE 30THDAY OF SEPTEMBER, 2025**

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

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

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

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Tuesday, the 30thday of September, 2025 at 12:30 P.M at registered office at S-8 & S-2, DDA SHOPPING COMPLEX, OPP. POCKET-I, MAYUR VIHAR-I, DELHI-110091 at any adjournment thereof in respect of such resolutions as are indicated below:

NO.	RESOLUTION	FOR	AGAINST
	<u>ORDINARY RESOLUTIONS:</u>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mrs. Aruna Manchanda, Director (having DIN: 00027965) as Director of the Company, who is liable to retire by rotation and being eligible offers herself for re-appointment.		
	<u>SPECIAL BUSINESS:</u>		
3.	Re-Appointment of Mr. Kamal Manchanda (Din: 00027889) as a Whole Time Director of the Company for a Term of Five Consecutive Years wef 01.04.2026		
4.	Adoption of new set of Memorandum of Association of the Company pursuant to the Companies Act, 2013		
5.	Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and alteration by way of insertion of new clauses relating to Further Issue of Capital, Warrants and other matters		

Signed thisday....., 2025

.....
Signature of shareholder

.....
Signature of proxy holder

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

Note:

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

ROUTE MAP OF THE 31ST ANNUAL GENERAL MEETING
TUESDAY, 30TH SEPTEMBER, 2025 AT 12:30 P.M

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

