

27th
Annual Report
2020-2021

BRAND REALTY

BRAND REALTY SERVICES LIMITED

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kamal Manchanda
WHOLE TIME DIRECTOR

Mrs. Aruna Manchanda
DIRECTOR

Mr. Munish Bhardwaj
INDEPENDENT DIRECTOR

Mr. Nalin Mohan Mathur
INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL

Mr. Kamal Manchanda
WHOLE TIME DIRECTOR

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

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

Mr. Sunil Kumar Singh
CHIEF FINANCIAL OFFICER

REGISTERED OFFICE

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

CORPORATE OFFICE

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

WEBSITE

www.brandrealty.in

EMAIL

kamal@brandrealty.in

CORPORATE IDENTIFICATION NUMBER

L74899DL1995PLC064237

REGISTRAR & SHARE TRANSFER AGENT

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

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

SECRETARIAL AUDITOR

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

BANKERS

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

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BRAND REALTY SERVICES LIMITED

NOTICE

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

ORDINARY BUSINESSES:

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

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

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

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DATE: 01/09/2021

PLACE: Delhi

NOTES

- In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special business to be transacted at the AGM is annexed and forms part of this Notice.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM and Annual Report 2021 will also be available on the Company's website www.brandrealty.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Twenty Seventh AGM has been fixed as Thursday, September 23, 2021.

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- The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- The aforesaid MCA General Circular dated 5th May, 2020 read with MCA General Circular dated 13th April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2020-21 and Notice convening 27th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date Friday, 27th August, 2021.
- For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 27th August, 2021, being the cut-off date for sending soft copy of the Notice of 27th AGM and Annual Report, may refer to the Notice of 26th AGM and Annual Report which is available on the Company's website, on the websites of NSDL and BSE.
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at cs@brandrealty.in.
- Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:
Link Intime India Pvt. Ltd.
Noble Heights 1st Floor
Plot No. NH-2, C-1 Block
LSC Near Savitri Market, Janakpuri
New Delhi, 110058
Ph. +91 11 49411000,
E-mail ID-sunil.mishra@linkintime.co.in, Fax +91 11 4141 0591
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
- The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") 27th Annual Report 2020-21 and e-voting during the meeting will be provided by National Securities Depository Limited (NSDL e-Voting System).
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or e-voting at the AGM.
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 23, 2021.
- Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, August 27, 2021, may cast their vote electronically.
- Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and e-voting at the AGM, in a fair and transparent manner.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.brandrealty.in and on the website of NSDL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay stock exchange (BSE) where the Company's shares are listed.
- As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Mrs. Aruna Manchanda (DIN: 00027965), Director, retiring by rotation and seeking re-appointment under aforesaid Item No. 2 in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1 and Mr. Kamal Manchanda (DIN: 00027889), Whole Time Director, seeking re-appointment under aforesaid Item No. 4 in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1A.
- Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive).
- Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.





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- Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- Members are informed that pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, requests for effecting transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed by the Company unless the securities are held in dematerialized form with a Depository. Hence, members are requested to dematerialize their physical holding.
- Annual Listing fee for the year 2021-22 has been paid to the Stock Exchange wherein shares of the Company are listed.

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

- Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.
- The results shall be declared by the Chairman immediately after receiving report from Scrutinizer. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of NSDL within Two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange.
- E-voting period begins on Saturday, 25th September, 2021 at 9:00 am and ends on Wednesday, 29th September, 2021 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-**
- The remote e-voting period begins on Saturday, 25th September, 2021 at 9:00 A.M. and ends on Wednesday, 29th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 23rd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 23rd September 2021.
- **How do I vote electronically using NSDL e-Voting system?**
- *The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*
- **Step 1: Access to NSDL e-Voting system**
- **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- Login method for Individual shareholders holding securities in demat mode is given below:

➤ Type of shareholders	➤ Login Method
➤ Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> ➤ Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ➤ If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

<ul style="list-style-type: none"> ➤ Individual Shareholders holding securities in demat mode with CDSL ➤ Individual Shareholders (holding securities in demat mode) login through their depository participants 	<ul style="list-style-type: none"> ➤ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ➤ Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <ul style="list-style-type: none"> ➤ Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ➤ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. ➤ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ➤ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. ➤ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
<ul style="list-style-type: none"> ➤ Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. ➤ Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL. 	
<ul style="list-style-type: none"> ➤ Login type ➤ Individual Shareholders holding securities in Demat mode with NSDL ➤ Individual Shareholders holding securities in Demat mode with CDSL 	<ul style="list-style-type: none"> ➤ Helpdesk details ➤ Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 ➤ Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

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

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

- Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
- If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.
- **Step 2: Cast your vote electronically on NSDL e-Voting system.**
- **How to cast your vote electronically on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

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- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- **General Guidelines for shareholders**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rastogifcs3@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
- **Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

DATE: 01/09/2021
PLACE: Delhi

BRAND REALTY SERVICES LIMITED

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

Item No. 4

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

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

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

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

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

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

Item No. 5

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

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

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

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

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

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

Item No. 6

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

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

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

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

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

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