TRADEWELL HOLDINGS LIMITED

Date: 05th September 2026

Dear Member,

You are cordially invited to attend the **32nd Annual General Meeting ("AGM")** of the Members of **Tradewell Holdings Limited ("the Company")** which is scheduled to be held on **Wednesday, 30th September, 2026 at 12:30 p.m.**

The Notice for the AGM containing the business to be transacted is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all Resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Very truly yours,

For Tradewell Holdings Limited

Uma Kumari
Digitally signed by Uma Kumari
Date: 2026.09.05 09:03:37 +05'30'

Uma Kumari
(Company Secretary)

Encl.:

1. Notice to the 32nd Annual General Meeting

2. Instructions for remote e-voting.

TRADEWELL HOLDINGS LIMITED
REGISTERED OFFICE: Flat No 1196, Sector-D, Pkt-1,
Vasant Kunj, Opp-Heritage School, Delhi-110070
Tel.: (91)-9871484676 CIN: L74110DL1995PLC064237
Email Id: kamal@brandrealty.in Website: www.brandrealty.in

NOTICE

Notice is hereby given that the **32nd (Thirty-Second) Annual General Meeting("AGM")** of the members of **Tradewell Holdings Limited** ("the company") will be held on **Wednesday, the 30th day of September, 2026 at 12:30 P.M** 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, 2026 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 to offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: Approval and Ratification of Remuneration Paid to Mr. Kamal Manchanda, Whole-time Director, for the Financial Year 2025-26 under Schedule V, Part II, Section II of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V (Part II, Section II) of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to approve and ratify the remuneration of **Rs. 18,00,000 (Rupees Eighteen Lakh only)** paid to **Mr. Kamal Manchanda, Whole-time Director,** during the financial year **2025-26**, notwithstanding that the Company had Loss/inadequate profits during the financial year ended **31 March 2025**, the said remuneration being within the limits prescribed under Schedule V to the Companies Act, 2013 based on the effective capital of the Company as on **31 March 2025**.

RESOLVED FURTHER THAT such approval of the members be treated as valid and effective for the period of tenure of **Mr. Kamal Manchanda, Whole-time Director**, not exceeding three years from the date of this resolution, in accordance with Schedule V, Part II, Section II(iii) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient to give effect to this resolution.

Item No. 4: Approval and Ratification of Remuneration to Mr. Kamal Manchanda, Whole-time Director, in excess of the limits prescribed under Section 197 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to approve and ratify the remuneration of **Rs.** 18,00,000 (Rupees Eighteen Lakh only) per annum, together with such perquisites, allowances and other benefits as approved by the Board from time to time, paid/payable to Mr. Kamal Manchanda (DIN: 00027889), Whole-time Director, with effect from 1 April 2026, notwithstanding that the said remuneration exceeds the limits specified under Section 197(1) of the Companies Act, 2013 as computed under Section 198 of the Act.

RESOLVED FURTHER THAT the remuneration already paid/payable to Mr. Kamal Manchanda for the period commencing from 1 April 2026 up to the date of this Annual General Meeting be and is hereby ratified, and the remuneration payable thereafter for the remaining period of the financial year 2026-27 and for the balance tenure of his appointment, on the same terms and conditions, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and file all necessary forms and returns as may be considered necessary or expedient for giving effect to this Resolution."

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

Date: September 04, 2026
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 set out above and the relevant details of the Director seeking re-appointment at this Annual General Meeting ('AGM'/ 'the meeting') in respect of business under item nos. 2 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 A**).

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 **Thursday, September, 24, 2026 to Wednesday, September 30, 2026 (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.

   In compliance with the aforesaid MCA Circular and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2026 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 2026 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.

9. The cut-off date for the purpose of determining eligibility of members for remote e- voting in connection with the Thirty Second AGM has been fixed as ***Wednesday, September 23, 2026.***

10. 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.

11. 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.

12. 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/updation.

13. 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.

14. Annual Listing fee for the year 2025-26 has been paid to the Stock Exchange wherein shares of the Company are listed.

15. 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.

16. 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.

17. **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.

18. 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 2025-26 and Notice convening 32nd 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 Wednesday, September 23, 2026.

Voting through electronic means;

19. 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") 32nd Annual Report 2025-26 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., Wednesday, September 23, 2026.
    - 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. Wednesday, September 23, 2026, may cast their vote electronically.

20. ***Mr. Parveen Kumar 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.

    The Scrutinizer will, immediately after the conclusion of voting at the 32nd 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.

21. 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.

22. 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-VOTINGARE ASUNDER:-

The remote e-voting period begins on September, 27, 2026, at 09:00 A.M. and ends on September, 29, 2026 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, 2026 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, 2026.

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.	1. 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 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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	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.

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 user 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycleis 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 ofhttps://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 04, 2026
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 3

The Board of Directors of the Company, at its Meeting held on 4 September 2026, on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 4 September 2026, recommended for approval and ratification by the Members the remuneration of Rs.18,00,000 (Rupees Eighteen Lakh only) paid to Mr. Kamal Manchanda, Whole-time Director, during the financial year 2025-26.

The Company incurred inadequate profits/loss during the financial year ended 31 March 2025. Accordingly, in terms of the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V (Part II, **Section II)** of the Act, payment of remuneration to the Whole-time Director during the financial year **2025-26** requires the approval of the Members.

During the financial year 2025-26, remuneration aggregating to Rs.18,00,000 (Rupees Eighteen Lakh only) was paid to Mr. Kamal Manchanda, Whole-time Director. The said remuneration is within the limits prescribed under Schedule V to the Companies Act, 2013 based on the effective capital of the Company as on 31 March 2025**.**

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for ratification of the remuneration paid to Mr. Kamal Manchanda during the financial year 2025-26**.**

Except Mr. Kamal Manchanda, Whole-time Director, Mrs. Aruna Manchanda, Director, being related to him, Ms. Saughat Khurana (daughter-in-law) and Mr. Sahil Manchanda (son), being his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

DISCLOSURE PURSUANT TO SCHEDULE V, PART II, SECTION II OF THE COMPANIES ACT, 2013

The following disclosures are furnished in terms of Schedule V, Part II, Section II, General Notes, clause (iv):

Particulars	Details
(a) Nature of industry	The Company is engaged in the business of Securities and financial market and other allied business activities
(b) Date of commencement of commercial production	Not Applicable, as the Company is an existing listed company.
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
(d) Financial performance based on given indicators (Net profit/loss, turnover, etc. for last 3 years)	Details of the financial performance for the last three financial years are provided in **Annexure – B** forming part of this Explanatory Statement.
(e) Foreign investments or collaborations, if any	The Company has no foreign collaborations. Foreign investments, if any, are in accordance with the applicable provisions of law.
(I) Background details of the appointee	Mr. Kamal Manchanda is the Whole-time Director of the Company and has extensive experience in finance, investments, corporate management and business administration. He has been associated with the Company for several years and has significantly contributed to the Company's growth and strategic direction.
(II) Past remuneration	Mr. Kamal Manchanda was paid remuneration of Rs. 18,00,000 during the financial year 2025-26**.**
(III) Recognition or awards	Mr. Kamal Manchanda possesses rich experience in the financial and investment sector. He has not received any specific award requiring disclosure.
(IV) Job profile and suitability	Mr. Kamal Manchanda, as Whole-time Director, is responsible for the overall management of the Company, strategic planning, business development, investment decisions, financial management, regulatory compliance and day-to-day operations. The Board considers him suitably qualified and experienced for the position.
(V) Remuneration proposed	Remuneration of Rs. 18,00,000 per annum has been paid to Mr. Kamal Manchanda during the financial year 2025-26, which is within the limits prescribed under Schedule V of the Companies Act, 2013.

(VI) Comparison with industry (size, turnover) for the position	The proposed remuneration of the Whole-time Director has been determined after considering the size, turnover, financial position, and complexity of the Company's operations. The remuneration is considered reasonable having regard to the prevailing industry practices and the responsibilities attached to the position.
(VII) Pecuniary relationship with the company / relationship with managerial personnel, if any	Except for the remuneration received in his capacity as Whole-time Director and his shareholding, if any, in the Company, Mr. Kamal Manchanda has no other pecuniary relationship with the Company. He is related to Mrs. Aruna Manchanda, Director of the Company.
(i) Reasons for inadequate profits	The Company had inadequate profits during the financial year ended 31 March 2025 owing to challenging market conditions and increased operating expenses.
(ii) Steps taken or proposed for improvement	The Company continues to focus on strengthening its core business, improving operational efficiency, optimising costs, identifying new business opportunities and ensuring prudent financial management with a view to improving its financial performance.
(iii) Expected increase in productivity and profits	The management expects gradual improvement in operational performance and profitability through better utilisation of resources, enhanced investment strategies and continued focus on cost optimisation, subject to prevailing market conditions.

ITEM 4

The Nomination and Remuneration Committee, at its Meeting held on 4 September 2026, recommended, and the Board of Directors, at its Meeting held on 4 September 2026, approved, subject to the approval of the Members, the remuneration payable to Mr. Kamal Manchanda (DIN: 00027889), Whole-time Director.

Mr. Kamal Manchanda has been associated with the Company for several years and possesses extensive experience in the fields of finance, investments, corporate management and strategic planning. He continues to provide leadership in the overall management and operations of the Company.

During the financial year ended 31 March 2026, the Company earned profits. However, based on the computation of net profits under Section 198 of the Companies Act, 2013, the remuneration of Rs.18,00,000 per annum payable to Mr. Kamal Manchanda exceeds the limit specified under Section 197(1) of the Act.

Accordingly, approval of the Members is sought by way of a Special Resolution under Sections 196, 197 and 198 of the Companies Act, 2013 for:

- ratification of the remuneration already paid/payable to Mr. Kamal Manchanda for the period from 1 April 2026 up to the date of this Annual General Meeting; and
- approval of the remuneration payable thereafter for the remaining period of the financial year 2026-27 and for the balance tenure of his appointment on the same terms and conditions.

The Nomination and Remuneration Committee and the Board, while approving the remuneration, considered, inter alia, his qualifications, experience, responsibilities, contribution to the Company, industry benchmarks and the overall performance of the Company.

Except Mr. Kamal Manchanda, Whole-time Director, Mrs. Aruna Manchanda, Director, being related to him, Ms. Saughat Khurana (daughter-in-law) and Mr. Sahil Manchanda (son), being his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 4** of the Notice for approval by the Members.

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

Date: September 04, 2026
Place: Delhi

ANNEXURE - A

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 (64 Years)
Date of Appointment on the Board of the Company	10.01.1995
Qualification	B. Tech
Experience	25 years
Expertise in Specific Functional Area	Real Estate and Share Trading
Terms and conditions of appointment/ re-appointment	Mr. Kamal Manchanda, Whole Time Director of the Company, liable to retire by rotation and being eligible offers himself for re-appointment.
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	12
Relationship with other Directors, Manager and other Key Managerial Personnel	Mrs. Aruna Manchanda(Spouse)

ANNEXURE - B

Financial Performance Based on Given Indicators (Last Three Financial Years)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations (Rs. in Lakhs)	810.26	2,769.06	1,956.79
Other Income (Rs. in Lakhs)	134.77	488.45	148.38
Total Income (Rs. in Lakhs)	945.03	3,257.51	2,105.17
Profit/(Loss) Before Tax (Rs. in Lakhs)	(95.25)	309.19	254.92
Profit/(Loss) After Tax (Rs. in Lakhs)	(37.58)	247.05	192.78
Net Worth (Rs. in Lakhs)	586.38	640.86	393.81

ATTENDANCE SLIP

I/We..R/o………………............................. hereby record my/our presence at the 32ndAnnual General Meeting of the Company on Wednesday, the 30th day of September, 2026 at 12:30 P.M 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, 2026 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]

32ND ANNUAL GENERAL MEETING, WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026

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 32nd Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2026 at 12:30 P.M 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
	ORDINARY RESOLUTIONS:		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Kamal Manchanda (DIN: 00027889) as Director of the Company, who is liable to retires by rotation and being eligible offers himself for re-appointment.		
	SPECIAL BUSINESS:		
3.	Approval and Ratification of Remuneration Paid to Mr. Kamal Manchanda, Whole-time Director, for the Financial Year 2025-26 under Schedule V, Part II, Section II of the Companies Act, 2013		
4.	Approval and Ratification of Remuneration to Mr. Kamal Manchanda, Whole-time Director, in excess of the limits prescribed under Section 197 of the Companies Act, 2013		

Signed this ....day..........., 2026

Affix Revenue Stamp of Rs. 1/-

……………………………....
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.

ROUTE MAP OF THE 32ND ANNUAL GENERAL MEETING
WEDNESDAY, 30TH SEPTEMBER, 2026 AT 12:30 P.M

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