

ATVO Enterprises Limited

(Formerly Known as Vandana Knitwear Limited)

CIN No :- L46411RJ1995PLC072122 ; GSTIN : 08AADCT0860H1ZE

Registered Office : Bhandari Plaza, 2nd Floor, Opp Nagar Parishad Rajendra Marg
Bhilwara -311001 (Rajasthan)

Contact : 96607-8100 ; E-Mail ID:- vandanaknitwearlimited2021@gmail.com

Website: www.vandanaknitwear.com

Date: 30.05.2025

To,
Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip ID: VANDANA Script Code: 532090

Sub: - Submission of Secretarial Compliance Report for the year ended March 31, 2025, under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, Please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2025, issued by Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co., Practicing Company Secretaries.

You are requested to kindly take note of the same.

Thanking You,
Yours faithfully,

For ATVO Enterprises Limited
(Formerly known as Vandana Knitwear Limited)

Kirti Agarwal
Company Secretary & Compliance Officer
ICSI Membership No. ACS 56426

Encl. a/a



S Bhattbhatt & Co.

Practising Company Secretaries

Regd. Insolvency Professional

Social Auditor

Office Address : 520, Grand K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390007.

Phone No.: 0265-2969504, Mobile : 9824250787 Email : cssuhasb@gmail.com

SECRETARIAL COMPLIANCE REPORT OF

ATVO ENTERPRISES LIMITED (Formerly Known As Vandana Knitwear Limited)

FOR THE FINANCIAL YEAR ENDED 2024-25

I, Suhas Bhattbhatt, Practicing Company Secretary and Proprietor of M/s. S Bhattbhatt & Co., have examined:

- (a) all the documents and records made available to us and the explanation provided by **ATVO Enterprises Limited (Formerly Known as Vandana Knitwear Limited)** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 2024-25 ("Review Period") in respect of compliance with the provisions of :
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **there were no instances pursuant to these regulations, hence not applicable for the period under review.**
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **there were no instances pursuant to these regulations, hence not applicable for the period under review.**
- v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **there were no instances pursuant to these regulations, hence not applicable for the period under review.**
- vi. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **there were no instances pursuant to these regulations, hence not applicable for the period under review.**
- vii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- viii. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 47 of SEBI (LODR) Regulations, 2015	Regulation 47	The Company has failed to publish Newspaper Advertisement as per Regulation 47 of SEBI (LODR) Regulations, 2015.	-	-	The Company has not published information in Newspaper as required in regulation 47 of SEBI (LODR) Regulations 2015.	Nil	The Company has not published information in Newspaper as required in regulation 47 of SEBI (LODR) Regulations 2015 with respect to Financial Result and Shareholders Meeting.	Due to financial constraints, the company has opted for a cost-cutting approach and decided not to publish the results in newspapers. However, the results can be accessed on the Stock Exchange and company's website.	-



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 47 of SEBI (LODR) Regulations, 2015	Regulation 47	The Company has failed to publish Newspaper Advertisement as per Regulation 47 of SEBI	-	-	The Company has not published information in Newspaper as required in regulation 47 of SEBI (LODR)	Nil	The Company has not published information in Newspaper as required in regulation 47 of SEBI (LODR) Regulations 2015 with respect to Financial Result	Due to financial constraints, the company has opted for a cost-cutting approach and decided not to publish the results in newspapers. However, the	The Management of the company have decided to publish Financial Result and Notice of Members for upcoming Period.



			(LODR) Regulations, 2015.			Regulations 2015.		and Shareholders Meeting.	results can be accessed on the Stock Exchange and company's website.	
2.	Regulation 33(1)(d) of SEBI (LODR) Regulations, 2015	Regulation 33(1)(d)	The Statutory Auditor is not holding Peer review Certificate	-	-	The Statutory auditors of the company is not holding a peer review Certificate issued by the Peer review Board of the Institute of Chartered Accountant	Nil	The Statutory auditors of the company is not holding peer review Certificate issued by the Peer review Board of the Institute of Chartered Accountants of India.	The Peer Review Certificate of Statutory Auditor expired and it is yet to be renewed by the Statutory Auditor. The Auditor applied for Peer Review Certificate. However, it is pending for approval.	Statutory Auditors has resigned due to validity of their peer review certificate has lapsed, and renewal is under process. The Company has appointed M/s. Naresh Maheshwari & Co., Chartered Accountants (Firm Registration



						s of India.				No.007113C) as the Statutory Auditors of the company.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	<i>It is to be noted that M/s. S.N. Kabra and Company, Statutory Auditors of the Company, resigned with effect from September 5, 2024. The resignation was given after 45 days from the end of the preceding quarter and it is further noted that the M/s. S.N. Kabra & Company did not issue</i>
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Yes	
	iii. If the auditor has signed the limited review/ audit report for	NA	



	the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		<i>the Limited Review Report for the following quarter i.e., 30.09.2024 as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</i>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /</p>	Not Applicable	<p><i>It is to be noted that M/s. S.N. Kabra and Company, Statutory Auditors of the Company, resigned with effect from September 5, 2024 because the validity of their peer review certificate has lapsed and as such, the renewal is still under process, and it may take an uncertain timeframe.</i></p>



	<p>explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Not Applicable	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	Resignation of statutory auditors in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 of the listed entity.

* Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards:		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Complied
2.	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	Complied
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	
3.	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website 	Yes	Complied
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website. 	Yes	
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	



4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the Directors are disqualified during the year.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	Not Applicable	Listed Entity does not have any subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Complied
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Complied
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Not Applicable	Complied



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Complied
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Complied however, there were instances of delayed entries in the designated software due to technical issues
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	
12.	Additional Non-compliances, if any:	NA	


Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S Bhattbhatt & Co
Practicing Company Secretaries


Suhas Bhattbhatt
Proprietor
A.C.S.: 11975
C.P.: 10427



Peer Review No: 1660/2022
UDIN: A011975G000412804

Date: 20.05.2025
Place: Vadodara