

Vandana Knitwear Limited

(formerly known as Trendy Knitwear Limited) CIN : L18101TG1995PLC019777

4-1-223, Hanuman Takdi, Opp. Axis Bank Ltd., Near Ramdev Optical, Bank Street, Hyderabad - 500 095.

Tel: 9441271629, 040-2476 3322 Fax : 040-2476 8877.

www.trendyknitwearlimited.com Email : trendyknitwear@gmail.com

Date: 22.07.2020

To,
The Manager
Department of Corporate Services
BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2020

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and SEBI's Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated 25th June, 2020, we have enclosed herewith the Annual Secretarial Compliance Report issued by Suhas Bhattbhatt for the year ended March 31, 2020.

You are requested to kindly take note of the same.

For Vandana Knitwear Limited

Mukesh Gadiya
Mukesh Gadiya
Director
DIN: 03025764





Office No. 1 : 520, Grand K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390007.
Office No. 2 : 212, B-Tower, Atlantis - K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390007.
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**SECRETARIAL COMPLIANCE REPORT OF
VANDANA KNITWEAR LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019]

We, M/s. S Bhattbhatt & Co., Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Vandana Knitwear Limited ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the period under review**
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review**
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable during the period under review**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the period under review**
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the period under review**
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not applicable during the period under review**
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable during the period under review**
- Other Rules and Regulations and the circulars/ guidelines issued thereunder;
 - SEBI (Depositories and Participants) Regulations, 2018/1996;

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



(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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 33(1)(a) of SEBI (LODR) Regulations, 2015	Peer review Certificate of Statutory Auditor	The Statutory Auditor of the company are not obtained Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountant of India.
2	Regulation 46 of SEBI (LODR) Regulations, 2015	Maintenance of Website	The Company has not maintained a Functional Website properly as per requirement of the Regulations 46 SEBI (LODR) Regulations 2015.
3	Regulation 47 of SEBI (LODR) Regulations, 2015	Advertisement in Newspaper	The Company has not published information in Newspaper as required in regulation of SEBI (LODR) Regulations 2015.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	BSE Limited	Non-Payment of Listing Fees	Promoter's shareholding was freezed.	After payment of Listing Fees, Promoters shareholding was unfreezed.

No other actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circular) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.

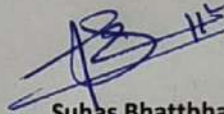


(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Previous practicing Company Secretary in Previous reports	Action taken by the listed entity, if any	Comments of Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 14 of SEBI (LODR) Regulations, 2015 – Non Payment of Listing Fees for the year 2018-19	Listing fees paid by Listed Entity	Regulation 14 of SEBI (LODR) Regulations, 2015 is now duly complied.
2	Regulation 46 of SEBI (LODR) Regulations, 2015 - The Company has not maintained a Functional Website properly as per requirement of the Regulations	The Company has started the Maintaining Functional website.	The Listed entity has still not maintained functional website as required under the provision of the Regulations.
3	Regulation 47 of SEBI (LODR) Regulations, 2015 - Advertisement in Newspaper	No Action Taken	Non-Compliance of Regulation 47 of SEBI (LODR) Regulations, 2015 is also found in FY 2019-20.

Date: 21/07/2020
Place: Vadodara

For S Bhattbhatt & Co.
Practicing Company Secretaries


Suhas Bhattbhatt
(Proprietor)

ACS No.: 11975

CP No.: 10427

UDIN: A011975B000480652

