



**Vandana
Knitwear Limited**

(formerly known as Trendy Knitwear Limited) CIN : L18101RJ1995PLC072122
Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara Rajasthan - 311001 | Tel : 01482 - 297961

Date: 30/05/2024

To,
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrp ID: VANDANA Script Code: 532090

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2024.

Dear Sir,

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, we have enclosed herewith the Annual Secretarial Compliance Report issued by Practicing Company Secretaries, Mr. Suhas Bhattbhatt for the year ended March 31, 2024.

You are requested to kindly take note of the same.

Thanking You

Yours faithfully

For Vandana Knitwear Limited

**Naresh Kumar Gattani
Managing Director
DIN: 00125231**



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

VANDANA KNITWEAR LIMITED

FOR THE FINANCIAL YEAR ENDED 2023-24

I, Suhas Bhattbhatt, Practising 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 **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 2023-24 ("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. Compliance No	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 published information in Newspaper as required in regulation 47 of SEBI (LODR) Regulations 2015. However, the results can be accessed on the Stock Exchange website.	Due to financial constraints, the company has opted for a cost-cutting approach and decided not to publish the results in newspapers.	
2	Regulation	Regulation	The	-	-	The Statutory	Nil	The Statutory Meeting.	The Peer Review-	



33(1)(d) of SEBI Regulations, (LODR) 2015	Statutory Auditor is not holding Peer review Certificate.		auditors of the company is not holding a peer review Certificate issued by the Peer review Board of the Institute of Chartered Accountants of India.		auditors of the company is not holding peer review Certificate issued by the Peer review Board of the Institute of Chartered Accountants of India.	of Statutory Auditor. It is yet to be renewed by the Statutory Auditor. The Auditor applied for Peer Review However, it is pending for approval.
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(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.	Regulatory Deviations	Action Taken by	Action Type	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 33	Regulation 33	The	No	No	The Statutory	NIL	The Statutory	The Peer Review	The



(1) (d) of SEBI LODR Regulations, 2015	Section 33(1) (d)	Statutory Auditor is not holding Peer Review Certificate.	action was taken.	Auditor is not holding Peer Review Certificate.	Auditor of the company is not holding Peer Review Certificate issued by the Review Board of Institute of Chartered Accountants India.	Certificate of the Auditor of the company is expired and it is to be renewed by the Statutory Auditor. The Auditor applied for Peer Review Certificate. However, it is pending for approval. and complied the Regulation.
2. Regulation 47 of SEBI LODR Regulations, 2015- Publication of advertisement in newspaper for Financial	Regulation 47	Advertisement in newspaper. No action was taken.	No	The company has not published advertisement in newspaper.	All the Non-Compliances under this regulation 47 under SEBI LODR Regulations are time bound.	Due to financial constraints, the Management of the company has opted for a cost-cutting approach and decided not to publish the results in Financial



Results, Notice given to shareholders.							newspapers. However, the results can be accessed on the Stock Exchange and company's website.	Result and Notice of Members for the upcoming Period.
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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 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	Not Applicable	During the review period, there was no event of resignation of



	<p>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	Disclosures relating to such compliance is required to be done.
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.	Not Applicable	As the statutory Auditors have not resigned hence no Disclosures relating to such compliance is required to be done.

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



4.	<p>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.</p>	Yes	None of the Directors are disqualified during the year.
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.</p>	Not Applicable	Listed Entity does not have any subsidiary.
6.	<p>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.</p>	Yes	Complied
7.	<p>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.</p>	Yes	Complied
8.	<p>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.</p>	Yes Not Applicable	Complied



	Disclosure of events or information:	Yes	Complied
9.	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
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.

Date: 27.05.2024

Place: Vadodara

**For S Bhattbhatt & Co
Practicing Company Secretaries**


**Suhbas Bhattbhatt
Proprietor**



A.C.S.: 11975 C.P.: 10427

UDIN: A011975F000461204

Peer Review No: 1660/2022