



# ATN International Limited

25<sup>th</sup> May, 2024

To,  
The Secretary,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata – 700 001  
**Scrip Code : 11047**

To,  
The Asst. General Manager – Listing  
The National Stock Exchange of India  
Ltd.  
Plot No. C/1, Block-G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Code : ATNINTER**

To,  
The Asst. General Manager,  
Department of Corporate Services,  
BSE Ltd.  
25<sup>th</sup> Floor, Phiroz Jeejeeboy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code : 511427**

Dear Sir/Ma'am,

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

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIRICFDICMDI//27 /2019 dated February 8, 2019. Please find attached herewith the Annual Secretarial Compliance Report issued by Ms. Ankita Goenka (FCS: 10572, COP: 14204), Practicing Company Secretary, for the Financial Year ended 31st March, 2024.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours faithfully,  
For **ATN International Limited**

*Santosh Kumar Jain*

**Santosh Kumar Jain**  
(Managing Director)  
DIN: 00174235



Regd. Office :10 Princep Street, 2nd Floor, Kolkata - 700072  
Email : [atninternationallimited@gmail.com](mailto:atninternationallimited@gmail.com) (old: info@atninternational.co.in)  
website : [www.atninternational.in](http://www.atninternational.in)  
Phone : 91-33-4002 2880, Fax :91-33-2237 9053  
CIN : L65993WB1983PLC080793

# ANKITA GOENKA & ASSOCIATES, COMPANY SECRETARIES

BE-99 SALT LAKE CITY, KOLKATA- 700064

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## **Secretarial Compliance Report of [ATN International Limited ] for the financial year ended 31st March, 2024**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **ATN International 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 certification, for the year ended **31st March, 2024** (“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,

include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; circulars/ guidelines issued thereunder;

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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.      | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>  | YES                           | The Company is required to follow more stringently.   |
| 2.      | <p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>  | YES                           | As per the written representation from the Company ,it has followed the same.   |
| 3.      | <p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>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</p> | YES                           | <p>The Company has the website however it require updation..</p> <p>As per the written representation from the Company ,it has followed the same.</p> |

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|    |   |     |  |
|----|---|-----|--|
| 4. | Disqualification of Director:<br><br>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.  | yes | As per the MCA records and the written representation from the Company none of the directors are disqualified under Section 164 of Companies Act, 2013 |
| 5. | Details related to Subsidiaries of listed entities have<br><br>been examined w.r.t.:<br><br>Identification of material subsidiary companies<br><br>Disclosure requirement of material as well as other subsidiaries | NA  | The Company had identified that there were , no material subsidiary of the Company during the review period.   |

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| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Compliance Status (Yes/No/ NA)</b> | <b>Observations /Remarks by PCS*</b>  |
|----------------|---|---------------------------------------|---|
| 6.             | <b>Preservation of Documents:</b><br>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                                   | As per the written representation from the Company ,it has followed the same.   |
| 7.             | <b>Performance Evaluation:</b><br>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.   | No                                    | The Company is in the process of conducting performance evaluation .  |
| 8.             | <b>Related Party Transactions:</b><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br>(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                                   | The company has complied with the same.<br>However it has received the email from NSE on 20thNov,2023 regarding the discrepancies ,the company submitted its clarification on 26/03/2024. |
| 9.             | <b>Disclosure of events or information:</b><br>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.<br>Within 48 hours of dispatch of Notice of AGM   | NO                                    | Delayed submitted on 06.09.2023   |

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|     |  |     |   |
|-----|--|-----|---|
| 10. | <b>Prohibition of Insider Trading:</b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.  | yes | As per the clarification given by the Company, the Company has filed the same.  |
| 11. | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br><b>The company received an email from NSE seeking</b> Clarification(s) on Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted for the Quarter ended September 2023.dated 27 <sup>th</sup> Oct, 2023.<br><br>The NSE ,BSE seek clarification on Corporate Governance Report submitted by the Company to the Exchange for the quarter ended December 31, 2023 on 23 <sup>rd</sup> January 2024<br><br>The Company received an email from NSE and BSE regarding submission of Shareholding Pattern ("SHP") for the Quarter ended December 31, 2023, on 20 <sup>th</sup> March 2024 | Yes | The company submitted a reply to the same on 3 <sup>rd</sup> November 2023, that by next board meeting they would comply the same.<br><br>The company submitted a reply to the same on 16 <sup>th</sup> February 2023.<br><br>The Company filed revised report on 3 <sup>rd</sup> April 2024. |

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| <b>Sr. No.</b> | <b>Particulars</b>   | <b>Compliance Status (Yes/No/ NA)</b> | <b>Observations /Remarks by PCS*</b>  |
|----------------|--|---------------------------------------|---|
| 12.            | <b>Additional Non-compliances, if any:</b><br><br>Regulation 31 (1) SEBI LODR – Shareholding Pattern<br><br>Regulation 17(1) of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015,Requirement of one third /half of the board of Directors of the listed entity shall consist of Independent directors.<br><br>Regulation 17(4) of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015,the board of Directors of the listed company shall satisfy itself that the plans are in place for orderly succession for appointment to the board of directors and senior management. |                                       | The Company has delayed filed by 1 day for the quarter ended Dec 2023.<br><br>Non compliance with the provisions pertaining to Board Composition for the quarter ended sept2023.<br><br>Non compliance with the provisions. |

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:

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>Compliance Status (Yes/No/ NA)</b> | <b>Observations /Remarks by PCS*</b> |
|----------------|--|---------------------------------------|--------------------------------------|
| 1.             | <b>Compliances with the following conditions while appointing/re-appointing an auditor</b> |                                       |                                      |



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|           |  |                        |  |
|-----------|--|------------------------|--|
|           | <p>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</p> <p>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</p> <p>iii. If the auditor has signed the limited review/ audit report for 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.</p> | NA<br><br>NA<br><br>NA | The auditor has not resigned during period<br><br>The auditor has not resigned during period<br><br>The auditor has not resigned during period |
| <b>2.</b> | <b>Other conditions relating to resignation of statutory auditor</b>   |                        |  |
|           | <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>  | NA                     | NA   |

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| Sr. No. | Particulars  | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS*   |
|---------|--|--------------------------------|---|
|         | <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 / explanation from the company, the auditor has informed the Audit Committee the details of information</p> <p>/ 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> | NA                             | The auditor has not resigned during period  |
|         | <p>ii. Disclaimer in case of non-receipt of information:<br/>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>  | NA                             | The auditor has not resigned during the period.<br>As per the auditors report the auditor no such disclaimer mentioned. |

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|    |  |    |  |
| 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. | NA | The auditor has not resigned during period |

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

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- (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.      | Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports | Regulation 46           | The website of the company was updated | NA              | NA             | NA                   | NA          | The company is taking required steps to update           | As per the written representation from the Company, it has followed the same | The company is taking required steps to update |

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

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| 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 7 (3) SEBI LODR – Compliance Certificate certifying maintaining physical & electronic transfer facilities by the compliance officer of the listed entity and the authorized representative of the share transfer agent<br><br>The Company received a notice from NSE bearing Ref: NSE/LIST/36021 dated Feb 6,2018 to conduct Forensic audit identifying it as a suspected shell company. | NA                        | The Company has filed the same , however it was not signed by Company Secretary. | NA              | NA             | NA                   | NA          | The Company has filed the same , however it was not signed by Company Secretary.                | The error was unintentional   | The Company needs to comply with the same.                      |
| 2.      | Forensic audit identifying it as a suspected shell company.   | NA                        | NA   | NA              | NA             | NA                   | NA          | The Company received a showcause notice from NSE on 5 <sup>th</sup> January ,2023 On account of | The Company submitted the Forensic audit report given by M/S BDO.Indi | The Company received the final order dated 30.06.2023 from NSE. |

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|--|--|--|--|--|--|--|--|---|----------------------------|--|
|  |  |  |  |  |  |  |  | non-cooperation of the Company, Exchange had passed a final order for closure of proceeding in the matter of suspected shell companies. | a LLP to NSE on 30.04.2023 |  |
|--|--|--|--|--|--|--|--|---|----------------------------|--|

## **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.**

**Place:KOLKATA**

**Date:22/05/2024**

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**Signature:**

**ANKITA GOENKA**

**Practicing Company Secretary**

**FCSNo.:F10572**

**CP No.:14204**

**UDIN : F010572F000407751**

**PR No : 2133/2022 DATED  
20/05/2022**

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