

## **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 Road,  
Bhilwara -311001 (Rajasthan)

**Contact :** 96607-8100 ; **E-Mail ID:-** [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com)

**Website:** [www.vandanaknitwear.com](http://www.vandanaknitwear.com)

### **NOTICE**

**NOTICE** is hereby given that the **30<sup>TH</sup> Annual General Meeting** of the Members of **ATVO Enterprises Limited (Formerly Known as Vandana Knitwear Limited)** will be held on Monday, 29th September, 2025 at 03:30 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) for transacting following business:

#### **ORDINARY BUSINESS:**

1. **Adoption of Standalone Audited Financial Statements for the year ended 31<sup>st</sup> March, 2025.**

To adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Board's and Auditors' Reports thereon.

**To consider, and if thought fit to pass, with or without modifications, the following resolution, as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) the Audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2025 together with Board's and Auditors' Report thereon, as circulated to the members be and are hereby approved and adopted."

#### **SPECIAL BUSINESSES:**

2. **Re-Appointment Mr. Naresh Kumar Gattani (DIN: 00125231) as Chairman and Managing Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198, 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and provisions of Articles of Association and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions, sanctions, as may be required, and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to for Re-Appointment of Mr. Naresh Kumar Gattani (DIN: 00125231) as a chairman and Managing Director of the Company, not liable to retire by rotation, for the further period of three years with effective from 29th March, 2026 on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

**FURTHER RESOLVED THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and are hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such

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prescribed limit or ceiling and the above referred terms and conditions of re-appointment of Mr. Naresh Kumar Gattani, shall be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** that if in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances not exceeding the limits specified under para 1 (A) of Section II, Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Naresh Kumar Gattani, Managing Director of the Company including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Naresh Kumar Gattani (DIN: 00125231) in the capacity of Managing Director will be entrusted with among others the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

3. **APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration personnel) Rules 2014 and applicable provisions if any of Companies Act 2013 and Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) ( Third Amendment) Regulations, 2024 (including any statutory modification(s) or re-enactment thereof for the time being in force) (as amended), and other rules, guidelines and circulars issued in this regard, from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors , the consent of the shareholders be and is hereby accorded to Appoint "M/s R.K. Jain & Associates, Practicing Company Secretaries" Bhilwara ( Proprietor Mr. Rajendra Kumar Jain having ICSI Membership No. F4584; CP No. 5844; Peer Review Certificate No. 1361/2021 valid upto 31.07.2026) for first term of consecutive five years as Secretarial Auditor of the Company to conduct the Secretarial Audit commencing from the F.Y. 2025-2026, at a remuneration of Rs. 60,000/- (Rs. Sixty Thousand Only), plus applicable taxes and out of pocket expenses, if any for the financial year 2025-2026 and for subsequent years on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditor.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

4. **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SIDDHARTH GATTANI (DIN: 07418858) AS EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and other applicable laws **Mr. Siddharth Gattani (DIN: 07418858)**, who was

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appointed as an Additional Director under the category of Executive Director in the Board Meeting held on 30th August, 2025, who holds office upto the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**“RESOLVED FURTHER THAT** Mr. Naresh Kumar Gattani, Managing Director or Ms. Kirti Agarwal, Company Secretary be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, Jaipur and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

5. **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHORYA GATTANI (DIN: 06597345) AS EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and other applicable laws, **Mr. Shorya Gattani (DIN: 06597345)**, who was appointed as an Additional Director under the category of Executive Director in the Board Meeting held on 30<sup>th</sup> August, 2025 who holds office upto the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**“RESOLVED FURTHER THAT** Mr. Naresh Kumar Gattani Managing Director or Ms. Kirti Agarwal, Company Secretary be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, Jaipur and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

**Place: Bhilwara**  
**Date: 30.08.2025**

**By Order of the Board of Directors**  
**For ATVO Enterprises Limited**  
**(Formerly known as Vandana Knitwear Limited)**

**Registered Office:**  
Bhandari Plaza, 2<sup>nd</sup> Floor,  
Opp. Nagar Parishad  
Rajendra Marg Road, Bhilwara  
Rajasthan, India, 311001.

**Sd/-**  
**(Kirti Agarwal)**  
**Company Secretary & Compliance officer**  
**Membership No. ACS 56426**

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 09/2024 dated September 19, 2024 and earlier circulars issued in this regard (collectively referred to as "MCA Circulars") and SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and earlier circulars issued in this regard (collectively referred to as "SEBI Circulars") allowed the Companies to hold AGM/EGM through Video Conference (VC)/Other Audio Visual Means (OAVM) without physical presence of the Members at common venue up to 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars the 30th AGM of the Company is being held through Video Conference (VC)/Other Audio-Visual Mode (OAVM), without physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM/Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In terms of aforesaid "MCA Circular and SEBI Circulars", the Company is sending this AGM Notice along with the Annual Report -2024-25 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Further, pursuant to Regulation 36 of the Listing Regulations the letter containing web link of Annual Report 2024-25 and AGM Notice along with QR Code to access the same are being sent to members who do not have registered E-Mail ID with Company/Depositories. The Notice convening the AGM and the Annual Report-2024-25 has been uploaded on the website of the Company at [www.vandanaknitwear.com](http://www.vandanaknitwear.com) and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). However, physical copy of Annual Report 2024-25 will be sent to members on their request at company's mail id [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com).
5. Pursuant to Section 102 of the Act, the explanatory statement setting out the material facts concerning each item of Special Business to be conducted at the 30<sup>th</sup> AGM is annexed hereto. Pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") the brief profile and other additional information of Directors seeking appointment/re-appointment is annexed hereto.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and other non-individual members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting/e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at [bksharma162@gmail.com](mailto:bksharma162@gmail.com) with a copy marked to [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) or by post to the Company Office No. Bhandari Plaza, 2nd Floor, Opp. Nagar Parishad, Rajendra Marg Road, Bhilwara, Rajasthan, 311001 Rajasthan.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

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8. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of Central Depository Services Limited ('CDSL'). The Board has appointed Mr. Brij Kishore Sharma, Proprietor, M/s. B K Sharma & Associates, Practising Company Secretary as the Scrutinizer to scrutinize the process of e-voting.
9. Remote e-voting will commence at **9.00 A.M. on Friday, 26th September, 2025 and will end at 5.00 P.M. on Sunday, 28th September, 2025**, when remote e-voting will be blocked by CDSL.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Monday, 22nd September, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
11. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
12. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2024, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com). Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through e-mail at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com). Detailed instructions for participating in the AGM and for voting are provided hereunder.
13. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Executive & Company Secretary at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 05.00 P.M. on Monday, 22nd September, 2025 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.
14. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
15. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 23rd day of September, 2025 to Monday, 29th day of September, 2025 (both days inclusive)
16. In case of any queries regarding the Annual Report, members may write to [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.
17. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
18. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account

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Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s MUFG Intime India Private Limited.
20. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
21. The Notice of 30<sup>th</sup> Annual General Meeting and instructions for e-voting along with Assent / Dissent Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).
22. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
23. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
24. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. MUFG Intime India Pvt. Ltd. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
25. We request you to send an email on [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) to ensure that the annual report and other documents reach you on your preferred e-mail.
26. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer of shares can be processed in DEMAT form, transmission and transposition of securities held in physical or DEMAT form shall be affected only in dematerialized form. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
27. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 (subsumed as part of SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated the listed companies to issue securities in Demat form



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only while processing service requests viz. Issue of duplicate securities certificate; Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

28. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act during AGM may send their request in writing to the Company at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com).
29. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com) up to the date of the AGM.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, MCA Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, MCA Circular dated September 25, 2023 and MCA Circular dated September 19, 2024. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (ii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (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 Central Depository Services (India) Limited (CDSL) 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 during the AGM will be provided by CDSL.
- (iii) The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on Friday, 26th September, 2025 at 09:00 A.M.(IST) and ends on Sunday, 28th September, 2025 at 05:00 P.M.(IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date through e-voting system would not be entitled to vote at the meeting venue, however, they shall be entitled to attend the Meeting. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Listing Regulations listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi New (token ) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the eVoting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service</p>



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	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 name and you will be re-directed to e-Voting service provider website for</p>

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	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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., CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 09911, 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000, 022-2499 7000, 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual shareholders & physical shareholders.**
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **ATVO Enterprises Limited (Formerly Known as Vandana Knitwear Limited)** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only**

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- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **bksharma162@gmail.com** with a copy marked to **vandanaknitwearlimited2021@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting by 22<sup>nd</sup> September, 2025** mentioning their name, demat account number/folio number, email id, mobile number at [vandanaknitwearlimited2021@gmail.com](mailto:vandanaknitwearlimited2021@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express

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their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), 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) with your respective Depository Participant (DP). Please update your email id & mobile no. with your respective Depository Participant (DP)
3. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 180021 09911, 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 180021 09911, 022-23058542/43.

The chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not casted their votes by availing the remote e-Voting facility.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not exceeding 2 working days of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The Scrutinizer shall within a period of not exceeding two working days from the conclusion of the e-voting period make a Scrutinizer's Report on the votes cast in favour or against, if any, and forthwith to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting. The results along with the report of the Scrutinizer shall be placed on the website of the Company viz. [www.vandanaknitwear.com](http://www.vandanaknitwear.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai, where the shares of the Company are listed.

**Annexure to the Notice of AGM**  
**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36**  
**of the Listing Regulations**

**SPECIAL BUSINESSES:**

**Item No.: 2**

The Board of Directors appointed Mr. Naresh Kumar Gattani (DIN: 00125231), as Managing Director for a period of 3 (Five) years w.e.f. 29.03.2021 at the 26<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2021. His tenure will expire on 28.03.2026.

Mr. Naresh Kumar Gattani is one of the contributors to the growth and development of the Company and he is focused in the execution of Mission and Vision of the Company. During his tenure, the Company has achieved decent growth. He is responsible for overall strategic planning and business development of the Company. After considering his performance, the Nomination and Remuneration Committee, at their meeting held on 02<sup>nd</sup> August, 2025 reviewed the performance of Mr. Naresh Kumar Gattani and recommended his re-appointment as Chairman & Managing Director for a period of further 3 (three) years with effect from 29.03.2026 on the same terms and conditions as approved at 30<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2025.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at their meeting held 02<sup>nd</sup> August, 2025 have approved, subject to approval of members of the Company, the proposal for re-appointment of Mr. Naresh Kumar Gattani as Chairman & Managing Director of the Company with effect from 29.03.2026 for a period of 3 (three) years at the terms and conditions of his appointment mentioned in the resolution. The terms of remuneration are in accordance with Schedule V of the Companies Act, 2013. This approval will also be considered in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Mr. Naresh Kumar Gattani has confirmed that he has not been disqualified under section 164 and Schedule V of the Companies Act, 2013 and also given declarations that he does not suffer from any disqualifications for his appointment or continuing as Director and has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 02<sup>nd</sup> Day of August, 2025 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration in proportion to the profit of the Company to Mr. Naresh Kumar Gattani as detailed here under:

**Salary:** No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.

**Perquisite:** (a) For such amount as may be decided by the Board of Directors up to a maximum of Rs. 50,000/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.

**Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated salary amount and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

**Duties and Powers**



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The Managing Director carry on the business of the company and carry on such duties as may be entrusted to him by the Board of Directors of the company from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control & directions of the board in connection with and in the best interests of the business of the company.

The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**Other Terms and conditions:**

1. The Managing Director shall not be liable to retire by rotation.
2. This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof
3. The Company may terminate this Agreement forthwith by notice in writing to Mr. Naresh Kumar Gattani if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.
4. Mr. Naresh Kumar Gattani shall during his term, abide by the provisions of the ATVO Enterprises Limited's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
5. This agreement is subject to the jurisdiction of the Courts of Rajasthan. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The brief profile of Mr. Naresh Kumar Gattani in terms of Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, is annexed as Annexure - 1 hereto, and forms a part of this Notice.

Save and except Mr. Naresh Kumar Gattani, being appointees and Mr. Shorya Gattani and Mr. Siddharth Gattani (Additional Executive Director) being relative of the appointee, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 2 of the Notice for approval by the shareholders.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Naresh Kumar Gattani Section 190 of the Act.

**Item NO.: 3**

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), every listed company and certain prescribed class of companies are required to annex a Secretarial Audit Report issued by a Company Secretary in practice, with their Board's Report prepared under Section 134(3) of the Act.

Further, the Securities and Exchange Board of India ("SEBI") vide its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

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("the Listing Regulations"). The amended provisions read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 inter-alia prescribes the term of appointment/ re-appointment, eligibility criteria, qualifications and disqualifications of the Secretarial Auditor of a listed entity.

M/s S. Bhattbhatt & Co., Company Secretaries, were appointed as the Secretarial Auditor of the Company for the financial year 2024-25. Their tenure has come to an end at the conclusion of the said financial year and they are not proposed to be re-appointed.

Pursuant to the aforesaid amendment, every listed entity is required to appoint a Secretarial Auditor who holds a valid Peer Review Certificate and annex the Secretarial Audit Report to its Annual Report. Moreover, the Listing Regulations stipulates that the appointment/ re-appointment of an individual as Secretarial Auditor cannot be for more than one term of 5 (five) consecutive years and in case of a firm, it cannot exceed two terms of 5 (five) consecutive years each. Such appointment/re-appointment must be approved by the shareholders of the Company at the Annual General Meeting, based on recommendation of the Board of Directors. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025 shall be excluded while calculating the permissible tenure.

Accordingly, in compliance with the above provisions and based on the recommendation of the Audit Committee, the Board of Directors, at **its meeting held on May 21, 2025**, approved and recommended for the approval of the members, the appointment of **M/s R.K. Jain & Associates, "Practicing Company Secretaries" Bhilwara ( Proprietor Mr. Rajendra Kumar Jain having ICSI Membership No. F4584; CP No. 5866; Peer Review Certificate No. 1361/2021 valid upto 31.07.2026)**, a peer reviewed firm, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030.

While considering their appointment, the Board of Directors and the Audit Committee considered several factors, technical expertise, professional competence, industry knowledge and ability to navigate a dynamic and regulated business environment. Based on this evaluation, M/s R.K. Jain & Associates was found to be suitably qualified to conduct the Secretarial Audit of the Company effectively.

**Brief Profile of the Secretarial Auditor:**

Name of the Auditor: CS Rajendra Kumar Jain Proprietor of M/s R.K. Jain & Associates.

Address: 5-A-25, RC Vyas Colony, Bhilwara -311001 Rajasthan India.

Email: rkjainbhilwara@gmail.com

Field of Experience: Having good working experience and proficiency in all matters related to company law, SEBI, Direct & Indirect Taxation and various other business laws.

About the auditor: M/s R.K. Jain & Associates (Bhilwara Rajasthan) Practicing Company Secretaries, is a peer reviewed firm (Peer Review Certificate No 1361/2021).

Mr. Rajendra Kumar Jain Proprietor of this firm is a Fellow member (FCS 4584) of ICSI holding a valid COP (COP No 5866).

He has an experience in the field of Secretarial Compliances. He has handled various compliances related to Corporate Secretarial functions including Board processes, Secretarial Audit, Due Diligence, corporate governance matters etc. under the Companies Act and the SEBI Regulations. The firm is committed to provide timely and effective service to its clients.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are concerned Or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 3 of the accompanying Notice for approval of the Members of the Company.

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**Item No.: 4**

**Regularization of Additional Director, Mr. Siddharth Gattani (DIN: 07418858) by appointing him as Director of the Company**

Mr. Siddharth Gattani (DIN: 07418858) was appointed as an Additional Director of the Company at the Board Meeting held on 30.08.2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Siddharth Gattani (DIN: 07418858) on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.4 for approval by the members of the Company.

The brief profile of Mr. Siddharth Gattani (DIN: 07418858) in terms of Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, is annexed as Annexure - 2 hereto, and forms a part of this Notice.

Except Mr. Naresh Kumar Gattani, Managing Director and Chairman & Mr. Shorya Gattani (Additional Executive Director) being relative, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The board recommends the said resolution No. 4 to be passed as an ordinary resolution.

**Item No.: 5**

**Regularization of Additional Director, Mr. Shorya Gattani (DIN: 06597345) by appointing him as Director of the Company**

Mr. Shorya Gattani (DIN: 06597345) was appointed as an Additional Director of the Company at the Board Meeting held on 30.08.2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Shorya Gattani (DIN: 06597345) on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.5 for approval by the members of the Company.

The brief profile of Mr. Shorya Gattani (DIN: 06597345) in terms of Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, is annexed as Annexure - 2 hereto, and forms a part of this Notice

Except Mr. Naresh Kumar Gattani, Managing Director and Chairman & Mr. Siddharth Gattani (Additional Executive Director) being relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The board recommends the said resolution No. 5 to be passed as an ordinary resolution.

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**Annexure-1 to Notice for AGM**

**Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting  
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015  
And Secretarial Standard 2 on General Meetings)**

<b>Name of director</b>	<b>Mr. Naresh Kumar Gattani</b>	
<b>Date of birth &amp; Age</b>	24/06/1967 58 Years	
<b>Category of director</b>	Managing director	
<b>DIN</b>	00125231	
<b>Nationality</b>	Indian	
<b>Qualification</b>	Graduate degree in Commerce	
<b>Date of First Appointment / Re-appointment</b>	Re-appointment w.e.f 29.03.2026	
<b>Expertise/Experience in specific functional areas</b>	He is having more than 29 years of experience at Management Level in fields of textiles Real estate and also possess a diverse and wide experience in hotel industries. He is an effective communicator with exceptional relationship management skills and training developing and recognizing employees for outstanding effort and initiative.	
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	N.A.	
<b>Directorship held in other listed Companies</b>	Nil	
<b>Disclosure of relationships between directors</b>	Related to Mr. Siddharth Gattani & Mr. Shorya Gattani Executive Director of the Company.	
<b>Terms and conditions of appointment/ continuation of Directorship</b>	As per Resolution proposed in the Notice of AGM at item no. 2. Refer Annexure Notice of AGM	
<b>Remuneration last drawn</b>	NIL	
<b>No. of Board Meetings attended during FY 2024-25</b>	During the year 2024-25, Eight (8) Board meetings of the Company were held and Naresh Kumar Gattani had attended all of the Eight (8) Board Meetings.	
<b>Listed entities from which resigned in past three years</b>	Nil	
<b>Chairman / Member of the Committee of the Board of Directors of this Company</b>	Nil	
<b>Shareholding in ATVO Enterprises Limited</b>	-	-
<b>Shareholding in the Company as a beneficial owner</b>	Nil	
<b>Directorship Held In Other Companies</b>	<ol style="list-style-type: none"> <li>1. Sona Processors (India) Limited</li> <li>2. Jaipur Indians Prime Private Limited</li> <li>3. Hyper Techno Buildmart Private Limited</li> <li>4. Atvo Agrochem Limited</li> <li>5. Iota Exports Private Limited</li> <li>6. Shape Hotel &amp; Resorts Private Limited</li> <li>7. Shorya Business (India) Limited</li> <li>8. Bella Viesta Apparels Private Limited</li> <li>9. Divam Industries (India) Limited</li> <li>10. Leonard Minerals And Exim Private Limited</li> <li>11. Shubhshree Health Care Private Limited</li> <li>12. Shorya Motels Private Limited</li> </ol>	

**ATVO Enterprises Limited**  
(Formerly Known as Vandana Knitwear Limited)

**Annexure-2 to Notice for AGM**

**Details of Directors Seeking Appointment/Re-appointment at the forthcoming Annual General Meeting  
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015  
And Secretarial Standard 2 on General Meetings)**

Name of director	Mr. Siddharth Gattani	Mr. Shorya Gattani
Date of birth & Age	07/10/1992 33 years	29/10/1994 31 years
Category of director	Executive Director	Executive Director
DIN	07418858	06597345
Nationality	Indian	Indian
Qualification	BBA and management in finance	BBA HONUERS
Date of First Appointment / Re-appointment	30.08.2025	30.08.2025
Expertise/Experience in specific functional areas	Mr. Siddharth Gattani, holds a Bachelor's Degree in Business Administration with specialization in Finance and has wide and varied experience in accounts, finance, and the capital market.	Mr. Shorya Gattani has over 5 years of experience in <b>ethanol manufacturing</b> and <b>real estate development</b> . He has been actively involved in setting up and managing large-scale ethanol manufacturing projects and real estate ventures. His expertise lies in <b>industrial operations, project execution, and strategic investments</b> , enabling him to contribute significantly to the company's growth and governance.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	N. A	N. A
Directorship held in other listed Companies	NIL	NIL
Disclosure of relationships between directors	He is the son of Mr. Naresh Kumar Gattani, who is the Chairman and Managing Director of the Company and also belong to Promoter group of the Company.	He is the son of Mr. Naresh Kumar Gattani, who is the Chairman and Managing Director of the Company and also belong to Promoter group of the Company.
Terms and conditions of appointment/continuation of Directorship	The term of appointment of Siddharth Gattani as an Executive Director shall commence from August 30, 2025 until the date of resignation or retirement (whichever is earlier).	The term of appointment of Shorya Gattani as an Executive Director shall commence from August 30, 2025 until the date of resignation or retirement (whichever is earlier).
Remuneration last drawn	-	-
No. of Board Meetings attended during FY 2024-25	-	-
Listed entities from which resigned in past three years	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of this Company	Nil	Nil
Shareholding in ATVO Enterprises Limited	29755907	19282563
Shareholding in the Company as a beneficial owner	29755907 (27.81%)	19282563 (18.02%)
Directorship held in other Companies	1. Shubhshree Health Care Private Limited 2. Hyper Techno Buildmart Private Limited 3. Atvo Agrochem Limited 4. Scorpio Agrotech Private Limited 5. Shorya Business (India) Limited 6. Divam Industries (India) Limited 7. SKS Securities Private Limited 8. Iota Exports Private Limited	1. Shubhshree Health Care Private Limited 2. ATVO Agrochem Limited 3. Shorya Business (India) Limited 4. Iota Exports Private Limited 5. Scorpio Agrotech Private Limited 6. Divam Industries (India) Limited 7. SKS Securities Private Limited