



SANDEEP DUBEY & ASSOCIATES

(Practicing Company Secretaries)

Unit No. 3133, Ezaze Zone Mall, Sundar Nagar, Malad West, Mumbai- 400062.

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ANNUAL SECRETARIAL AUDIT REPORT OF M/S. ATLANTAA LIMITED FOR THE YEAR ENDED 31ST MARCH 2026.

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
ATLANTAA LIMITED
CIN: L64200MH1984PLC031852
501, Supreme Chambers, Off Veera Desai Road,
Andheri West, Azad Nagar, Mumbai,
Maharashtra, India, 400053.

I, Sandeep A. Dubey, Practicing Company Secretary, have examined:

- a) All the documents and records made available to us and the explanation provided by M/s. Atlantaa Limited (CIN: L64200MH1984PLC031852) ("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 documents and filings as may be relevant, which have been relied upon to make this certification, for the year ended on March 31, 2026 ("Reviewed Period") in respect of Compliance with the provisions of;

FOR THE YEAR ENDED MARCH 31, 2026 ("REVIEW PERIOD") IN RESPECT OF COMPLIANCE WITH THE PROVISIONS OF:

1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; And
2. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under, and the Regulations, circulars, and 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 and amendments from time to time; **Complied by the Company.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and amendments from time to time; **Not Applicable as a company has not issued any securities during the review period.**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied by the Company.**
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulation 2018; **Not Applicable as a company has not bought back its shares under the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021; **Not Applicable as the Company has not issued any securities under Employee stock options under this audit period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non -Convertible Securities) Regulation 2021; **Not applicable as the Company has not issued and listed any debt securities during the financial year under review.**
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Complied by the Company.**
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the company under this audit period.**
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **Not Applicable as the Company has not delisted it's share from any exchanges under the review period.**
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the company has not issued any debt securities during the review period.**
- (k) Securities and Exchange Board of India (Prohibition of fraudulent and unfair trade practices relating to securities market) (Amendment), Regulations, 2018; **Complied by the Company.**
- (l) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder; **Complied by the Company.**
- (m) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulation 1993 regarding the Companies Act, 2013, and dealing with Client; **Complied by the Company.**

and circulars/ guidelines issued thereunder. Further, in terms of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, in respect of Resignation of statutory auditors from listed entities and their material subsidiaries, is not applicable during the review period.

Note: The aforesaid list of SEBI Regulations is only the list of Regulations that applied to the Company during the year under review.

I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practising Company Secretary (PCS)	Management Response	Remark
1.	Submission of the Annual Compliance Report under Reg 24A of the SEBI (LODR) Regulations, 2015, within 60 days of the end of the financial year.	Under Regulation 24A of SEBI (LODR) 2025.	Non-submission of the PDF file of the Annual Secretarial Compliance Report to BSE	BSE Ltd	Imposition of penalty.	Non-submission of the PDF file of the Annual Secretarial Compliance Report to BSE	Rs. 50000/-	The Company is required to submit the Annual Secretarial Compliance Report under Regulation 24A of the SEBI (LODR) 2015, within 60 days from the end of the financial year. The Company has complied with the same.	The Company has filed the report in both formats on dated 29.05.2025, but due to a technical error, it was not updated on the BSE portal. Acknowledgement of submission Submitted to the exchanges.	Stock Exchanges waive the penalty amount.
2.	The Company have to pass the Special Resolution within the stipulated time and in accordance with Regulation 17 (1A) of SEBI (LODR) 2015 if any Director who has	Regulation 17 (1A) of SEBI (LODR) 2015	The company has not passed a resolution to continue the appointment as a Director.	BSE Ltd	Imposition of penalty	The company has not passed a resolution to continue the appointment as a Director.	Rs. 1,55,760	The Company has passed the special Resolution and complied with Regulation 17 (1A) of SEBI (LODR) 2015.	The Company has passed the special resolution on 30 th September 2021 and informed the	A waiver application was made to the exchanges

completed the age 75 years and continued as a director.									exchange within the specified time limit.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed Entity
No Such observation was observed in the previous report, hence Not Applicable.						

AND BASED ON THE ABOVE EXAMINATION, I HEREBY REPORT THAT DURING THE REVIEW PERIOD, THE COMPLIANCE STATUS OF THE LISTED ENTITY IS APPENDED BELOW;

Additional affirmations by Practicing Company Secretaries (PCS) in the Annual Secretarial Compliance Report (ASCR) in terms of the BSE circular reference No. 20230316-14 and NSE Circular Ref No: NSE/CML/2023/21 both dated 16 March 2023.

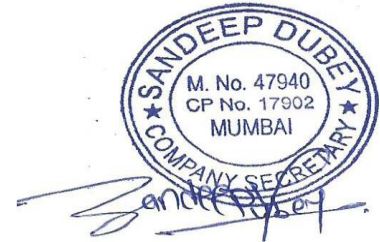
Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Compliance Status (Yes/No/NA)	Observation/ Remark of the Practicing Company Secretary
Secretarial Standards: The compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	The Company has complied with Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).
Adoption and timely updation of the Policies: All applicable policies under SEBI are adopted with the approval of the Board of	YES	The Company has complied with SEBI (LODR) Regulation 2015 and other regulations, Notification/circulars/ guidelines issued by SEBI.

<p>of Directors of the listed entities.</p> <p>All the policies are in conformity with the regulations and has been reviewed and timely updated as per the regulations / circulars / guidelines issued by SEBI.</p>		
<p><u>Maintenance and disclosures on the website:</u></p> <p>a. The listed entity is maintaining a functional website.</p> <p>b. Timely dissemination of the documents/ information under a separate section on the website.</p> <p>c. 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>	<p>YES</p>	<p>The company has maintained its website, and web-links provided in the 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>
<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	<p>YES</p>	<p>No director's disqualified during the audit period.</p>
<p><u>To examine details related to the subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other Subsidiaries.</p>	<p>YES</p>	<p>The company has three subsidiaries Companies:</p> <ol style="list-style-type: none"> 1. Atlanta Infra Assets Limited 2. Atlanta Ropar Tollways Private Limited 3. Mora Tollways Limited
<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy Preservation of Documents and Archival policy prescribed under SEBI (LODR) 2015.</p>	<p>YES</p>	<p>The Company has maintained and preserved all the statutory records and the Book & Accounts.</p>

<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 as prescribed in SEBI Regulations.</p>	<p>YES</p>	<p>The Board evaluates the performance of the Company from time to time and takes necessary progressive action.</p>
<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p>	<p>YES</p>	<p>During the FY, there is some material related party transactions and all the related party transactions executed on an arm's length basis with the requisite approval taken in the Board Meeting and the Audit Committee.</p>
<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Reg. 30 along with Schedule III of SEBI LODR Regulations 2015 within the time limits prescribed thereunder.</p>	<p>YES</p>	<p>The Company has made disclosure as required under Reg. 30, along with Schedule III of SEBI LODR Regulations 2015.</p>
<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>YES</p>	<p>The company has complied with Regulation 3(5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company is maintaining a Structured Digital Database (SSD), with the software M/s. Legality Simplified Limited (iINSIDE₹) and it is kept at the registered office of the Company.</p>
<p>Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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.</p>	<p>YES</p>	<p>During the review period, no action was taken against the company and its Promoters / Board of Directors/ subsidiaries either by SEBI or the stock exchange.</p>
<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditors</p>	<p>YES</p>	<p>During the FY, there is no change in the statutory Auditor of the Company</p>

<p>from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraphs 6.1 and 6.2 of sections V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>		
<p><u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance notes, etc.</p>	<p>NA</p>	<p>NONE</p>

FOR SANDEEP DUBEY & ASSOCIATES
PRACTICING COMPANY SECRETARIES



SANDEEP A. DUBEY
PROPERITOR
M. NO. 47940.
CP NO.17902

UDIN:A047940H000456678

Place : Mumbai
DATE: 24/05/2026

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To

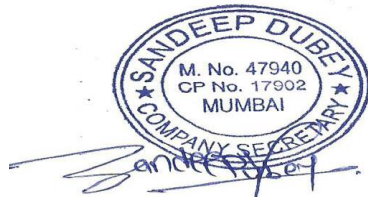
Atlantaa Limited

501, Supreme Chambers, Off Veera Desai Road,
Andheri West, Azad Nagar, Mumbai, Maharashtra, India, 400053.

Our report of even date is to be read along with this letter.

1. Maintenance of records is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and "appropriateness of the financial records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
5. The compliance of the provisions of SEBI laws, rules, and regulations is the responsibility of management. Our examination was limited to the verification of compliance done by the listed entity.
6. As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR SANDEEP DUBEY & ASSOCIATES
PRACTICING COMPANY SECRETARIES



CS SANDEEP DUBEY
PROPERITOR
M. NO. 47940; COP: 17902

PLACE: MUMBAI
DATE: 24.05.2026