



ATLANTA LIMITED

An ISO 9001:2015 Company

504, Samarpan, New Link Road, Chakala, Near Mirador Hotel,
Andheri (East), Mumbai- 400 099. INDIA

Phone : +91-22-28322715 (4 Lines)

E-Mail : mail@atlantainfra.com Website : www.atlantalimited.in

CIN : L64200MH1984PLC031852

May 30, 2023

To,
Corporate Service Department
The Bombay Stock Exchange limited
P. J. Towers, 1st Floor,
Dalal Street,
Mumbai 400 001
Fax: 2272 2037 / 2272 2039

Scrip Code: 532759

To,
Corporate Service Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051.
Fax: 2659 8237 / 38/ 2659 8346

Scrip Code: ATLANTA

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Secretarial Compliance Report of the Company issued by M/s. SANDEEP DUBEY & ASSOCIATES. Practicing Company Secretaries for the financial year ended March 31, 2023.

This is for your information and record please.

Thank you,

FOR ATLANTA LIMITED

MR. PRATHMESH GAONKAR
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above



SANDEEP DUBEY & ASSOCIATES

(Practicing Company Secretaries)

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

Contact No. 9820513552 / 9819992728, Email : cs.sandeepdubey@gmail.com

ANNUAL SECRETARIAL AUDIT REPORT OF M/S. ATLANTA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023.

I, Sandeep Dubey, Practicing Company Secretary have examined:

- a) All the documents and records made available to us and explanation provided by M/s. Atlanta 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 has been relied upon to make this certification, for the year ended on March 31, 2023 (“Reviewed Period”) in respect of Compliance with the provisions of;

FOR THE YEAR ENDED MARCH 31, 2023 (“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 there under; And
2. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under, and the Regulations, circulars, and guidelines issued there under 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; **Complied by the Company.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable as company has not issue 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 company has not buy back its share 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 form any exchanges under the review period.**
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as company has not issue 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 there under; **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, 2013and dealing with Client;

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.

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 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
<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the	YES	The Company has complied with Secretarial Standards (SS) issued by the Institute of

<p>applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>		<p>Company Secretaries India (ICSI).</p>
<p><u>Adoption and timely updation of the Policies:</u> a). All applicable policies under SEBI are adopted with the approval of directors of the listed entities. b). All the policies are in conformity with regulations and has been reviewed & updated as per the regulations/circulars/notifications issued by SEBI.</p>	<p>YES</p>	<p>The Company has complied with SEBI (LODR) Regulation 2015 and other regulations, Notifications / circulars/ guidelines issued by SEBI.</p>
<p><u>Maintenance and disclosures on Website:</u> a. The Listed entity is maintaining a functional website. b. Timely dissemination of the documents/ information under a separate section on the website. 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 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> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>YES</p>	<p>No director's disqualified during the audit period.</p>
<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other Subsidiaries.</p>	<p>YES</p>	<p>Company has three subsidiary Company: 1. Atlanta Infra Assets Limited 2. Atlanta Ropar Tollways Private Limited 3. Mora Tollways Limited</p>

<p><u>Preservation of Documents:</u> 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 preserve all the statutory records and Book & Accounts.</p>
<p><u>Performance Evaluation:</u> 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>Board evaluates the performance of the Company time to time and take necessary progressive action.</p>
<p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval 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 transaction and all the related party transaction executed with arm length basis with the requisite approval taken in Board Meeting.</p>
<p><u>Disclosure of events or information:</u> 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><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>YES</p>	<p>Company has complied with Regulation 3(5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company is maintaining Structured Digital Database (SSD), with the software M/s. Legality Simplified Limited (iNSIDE₹) and it kept at the registered office of the Company</p>

<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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>SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (SEBI SOP Circular) has inter alia prescribed certain penal actions such as levy of financial fines, freezing of promoter Demat Accounts, transfer to Z group (Trade for Trade) ending with suspension of trading in the securities of the listed entities which do not comply with critical regulations 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, but on sufficient grounds provided by the company, exchange has waived the penalty.</p>
<p><u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	<p>NA</p>	<p>NONE</p>

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: -

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 Practising Company Secretary.	Management Response	Remark
<p>NONE</p>									

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

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	Remark
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We have observed that Company has complied with all defaulted SEBI (LODR) Regulation 2015 in previous report.

FOR SANDEEP DUBEY & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Sandeep Digitally signed
by Sandeep
Avdhesh Avdhesh Dubey
Dubey Date: 2023.06.02
10:57:37 +05'30'

CS SANDEEP DUBEY
PARTNER
M. NO. 47940.
CP NO.17902
UDIN: A047940E000427077

Place: Mumbai
Date: 30.05.2023

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
Atlanta Limited
Chakala, Andheri East, Mumbai-40053.

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

1. Maintenance of record 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 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, regulations is the responsibility of management. Our examination was limited to the verification of compliances 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

Sandeep Avdhesh Dubey
Digitally signed
by Sandeep
Avdhesh Dubey
Date: 2023.06.02
10:58:16 +05'30'

CS SANDEEP DUBEY
PARTNER
M. NO. 47940.
CP NO.17902

PLACE: MUMBAI
DATE: 30.05.2023