Varsha Choraria
B.Com. (Hons.), M.Com., ACS
Practising Company Secretary
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Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment & Remuneration Personnel) Rules, 2014]

Secretarial Audit Report
For the Financial year ended 2024-25

To

The Board of Directors

TARANAGAR INVESTMENT CO. LTD.

4, Synagogue Street

Kolkata – 700 001

CIN: L67120WB1972PLC028239

Authorized Capital: Rs. 1,75,00,000/-

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Taranagar Investment Co. Ltd. (CIN: L67120WB1972PLC028239)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31.03.2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31.03.2025** according to the provisions of:

1. In my opinion and to the best of my information and according to the examinations carried out by us and the explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Companies Act, 2013 (the Act) and the rules made thereunder; and the Memorandum and Articles of Association of the Company with regard to:
   a. Maintenance of various statutory registers and documents and making necessary entries therein;
   b. Closure of Register of Members/record date for debenture holders;
   c. Forms, Returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
   d. Service of documents by the Company on its Members, Debenture Holders, Stock Exchanges, Auditors and the Registrar of Companies;
   e. Notice of Board and various Committee meetings of Directors;
   f. Meetings of Directors and all the Committees of Directors and passing of circular resolutions;
   g. Notice and convening of Annual General Meeting held on 30th September, 2023;
   h. Minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
   i. Approvals of the Board of Directors, Committee of Directors, Members and Government Authorities, wherever required;
   j. Constitution of the Board of Directors, Committee of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
   k. Payment of remuneration to Directors, Managing Directors and Executive Directors;
   l. Appointment and remuneration of Statutory Auditors;
   m. Transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificate of shares;
   n. Report of the Board of Directors;

o. Investment of the Company's funds including inter-corporate loans and investments;
p. Generally, all other applicable provisions of the Act and Rules thereunder.

2. I further report that:
   a. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
   b. The Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the code of conduct to conduct for Directors and Senior Management Personnel as per Clause 49 of the listing agreement and with the Insider Trading code of conduct and;
   c. The Company has obtained all necessary approvals under various provisions of the Act where necessary;
   d. There was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts.

3. I further report that:
   a. The Company has complied with the requirements under the Equity Listing Agreements entered into with the CSE Limited;
   b. The Company has complied with the requirements under the Preference Listing Agreements entered into with the CSE Limited;
   c. The Company has complied with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
   d. There were no issues during the year which required specific compliance of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   e. There were no issues during the year which required specific compliance of the provisions of the Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2);

(ii) The Listing Agreement entered into by the Company with Stock Exchange(s) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD STRUCTURE AND PROCESSES

I further report that:

Board Composition: The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Board Meetings: Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decision Making: Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Varsha Choraria
Digitally signed by Varsha Choraria
Date: 2025.10.15 19:12:33 +05'30'

Place: Kolkata
Date: 15/10/2025

Varsha Choraria
Company Secretary
M. No. 47357
C.P. No. 25866
UDIN: A047357G001577182