



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 2023-24

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 examined the registers, records, books and papers of **Taranagar Investment Co. Ltd.** ("the Company") as required to be maintained under the Companies Act, 1956, and the applicable provisions of Companies Act, 2013 (the Act) and the rules made thereunder and the provisions contained in the Memorandum and Articles of Association of the Company and also under the listing agreement with the Stock Exchange and the regulations of SEBI as applicable for the year ended March 31, 2024.

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 Act, 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.

Place: Kolkata
Date: 15.07.2024

Varsha Choraria
Company Secretary
M. No. 47357
C.P. No. 25866
UDIN: A047357F000738135