

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Speciality Restaurants Limited
(L55101WB1999PLC090672)
'Uniworth House'
3 A Gurusaday Road
Kolkata 700 019
West Bengal

Sir,

1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T.Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited, (herein after referred as the Company) at its meeting held on 27th May 2022, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 23rd Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on Thursday, 25th August 2022, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings, on the resolutions contained in the Notice dated 27th May 2022 of the 23rd AGM of the members of the Company.
2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Monday, August 22, 2022 (from 09:00 a.m. Indian Standard Time, "IST") to Wednesday, August 24, 2022 (at 5.00 p.m. IST).



3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 25th August 2022 at 5.20 P.M. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Sonali Sinha, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system on the resolutions contained in the Notice dated 27th May 2022 during the 23rd AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required under the Companies Act, 2013.

7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 27th May 2022 of 23rd AGM.



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Board of Directors of the Company (the "Board") and the Auditor's Report thereon.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
223	27176664	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	327	0.01

The above resolution was passed by requisite majority of votes



Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditor's Report thereon.

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
223	27176664	99.99

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	327	0.01

The above resolution was passed by requisite majority of votes .



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who retires by rotation and being eligible, has offered herself for re-appointment.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
217	27165096	99.96

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
9	11895	0.04

The above resolution was passed by requisite majority of votes



SPECIAL BUSINESS

Item No. 4: Ordinary Resolution

Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Deputy Managing Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Companies Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company and subject to the approval of the Central Government as may be required and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act from a Member, proposing his candidature for the office of Director, the Company hereby approves the re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as the Deputy Managing Director, (Whole-time Director), liable to retire by rotation, for a period of five years with effect from February 3, 2023 upto February 2, 2028 (both days inclusive), on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called "NRC") and the Board of Directors (the "Board") at each of their Meeting held on May 27, 2022 respectively on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. In the first year, the Basic Salary shall be ₹ 1,50,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act. The first increment shall be due from April 1, 2024.

(ii) Allowances:

- (a) House Rent Allowance ₹ 75,000/- per month.
- (b) Additional Allowance ₹ 75,000/- per month.

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned in (i) above.

(iii) Perquisites:

In addition to the aforesaid basic salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self and other benefits in accordance with the rules of the Company. The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961, as amended and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.



(iv) Incentive Remuneration:

Such incentive remuneration not exceeding 100% of Basic Salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

(v) Commission:

Over and above the remuneration aforesaid, he shall be eligible for commission on the Net Profit as the Board may fix every year. Provided that the total remuneration including basic salary, allowances, perquisites, incentive remuneration and commission shall be within the overall limits laid down in Sections 197 and 198 of the Companies Act.

(vi) Sitting Fees:

Mr. Indranil Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Indranil Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites, incentive remuneration and commission including the remuneration received from other companies) shall be within the overall limits laid down under the Companies Act;

RESOLVED FURTHER THAT during the tenure of Mr. Indranil Chatterjee as Deputy Managing Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Indranil Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites, incentive remuneration and commission from the Company as well as from other companies within overall limits prescribed under Section II, Part II of Schedule V of the Companies Act or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mr. Indranil Chatterjee subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board of Directors or any committee of Directors that may be authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution;



RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Chairman & Managing Director and Mr. Avinash Kinkhikar, Company Secretary & Legal Head be and are hereby severally authorised to file the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities."

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
215	27164855	99.95

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
11	12136	0.05

The above resolution was passed by requisite majority of votes



Item No. 5: Ordinary Resolution

Re-appointment of Mr. Avik Chatterjee (DIN: 06452245) as a Whole-time Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Companies Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), the Articles of Association of the Company and subject to the approval of the Central Government as may be required and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act from a Member, proposing his candidature for the office of Director, the Company hereby approves the re-appointment of Mr. Avik Chatterjee (DIN: 06452245) as the Whole-time Director of the Company (designated as Executive Director - Innovation and New Formats), liable to retire by rotation, for a period of five years with effect from February 3, 2023 upto February 2, 2028 (both days inclusive), on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called "NRC"), Audit Committee and the Board of Directors (the "Board") at each of their Meeting held on May 27, 2022 respectively on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 2,50,000/- per month. In the first year, the Basic Salary shall be ₹ 1,25,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act. The first increment shall be due from April 1, 2024.

(ii) Allowances:

(a) House Rent Allowance ₹ 62,500/- per month.

(b) Additional Allowance ₹ 62,500/- per month.

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned in (i) above.

(iii) Perquisites:

In addition to the aforesaid basic salary and allowances, Mr. Avik Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self and other benefits in accordance with the rules of the Company. The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961, as amended and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.



(iv) **Incentive Remuneration:**

Such incentive remuneration not exceeding 100% of Basic Salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

(v) **Commission:**

Over and above the remuneration aforesaid, he shall be eligible for commission on the Net Profit as the Board may fix every year. Provided that the total remuneration including basic salary, allowances, perquisites, incentive remuneration and commission shall be within the overall limits laid down in Sections 197 and 198 of the Companies Act.

(vi) **Sitting Fees:**

Mr. Avik Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Avik Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites, incentive remuneration and commission including the remuneration received from other companies) shall be within the overall limits laid down under the Companies Act.

RESOLVED FURTHER THAT during the tenure of Mr. Avik Chatterjee as Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Avik Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites, incentive remuneration and commission from the Company as well as from other companies within overall limits prescribed under Section II, Part II of Schedule V of the Companies Act or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mr. Avik Chatterjee subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board of Directors or any committee of Directors that may be authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution;



RESOLVED FURTHER THAT Mr. Indranil Chatterjee, Deputy Managing Director or Mr. Avinash Kinshikar, Company Secretary & Legal Head be and are hereby severally authorised to file the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities."

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
213	27164800	99.95

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	12191	0.05

The above resolution was passed by requisite majority of votes



Item No. 6: Special Resolution

Re-appointment of Mr. Rakesh Pandey (DIN: 00113227) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Mr. Rakesh Pandey (DIN: 00113227), who was appointed as an Independent Director of the Company for a period of five years up to November 28, 2022, being eligible and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from November 29, 2022 up to November 28, 2027 (both days inclusive) as set out in the annexed explanatory statement.”

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
216	27175826	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
9	665	0.01

The above resolution was passed by requisite majority of votes

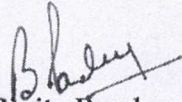


A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

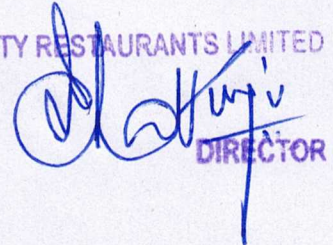
For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)



Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730

UDIN: A041594D000850633
Place: Kolkata
Date: 26-08-2022

SPECIALITY RESTAURANTS LIMITED



DIRECTOR