

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 21st December 2022, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during the Extraordinary General Meeting (EGM) of the Company held on Wednesday, 18th January 2023 at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700017, 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 21st December 2022 of the EGM 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 Sunday, January 15, 2023 (from 09:00 a.m. Indian Standard Time, "IST") and ended on Tuesday, January 17, 2023 (at 5.00 p.m. IST).



3. The Company had also provided e-voting facility to vote at the EGM venue for the members who attended the meeting and had not voted through remote e-voting, to cast their vote during the EGM.
 4. After the closure of e-voting at the EGM, the report on voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked on 18th January 2023 at 1.05 pm and were counted in the presence of two witnesses viz. CS. Sumana Subhash Mitra and Ms. Richa Pandey, 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 EGM 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 21st December 2022 during the EGM of the members of the Company.
- My responsibility as a Scrutinizer of remote e-voting and e-voting during the EGM 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 21st December 2022 of EGM.



SPECIAL BUSINESS

Item No. 1: Ordinary Resolution

To increase the Authorised Share Capital of the Company and consequential amendment to the Capital clause in the Memorandum of Association

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

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|-----------------------|----------------------------------|----------------------------------------------|
| 121 | 2,73,59,590 | 99.65 |

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

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|-----------------------|----------------------------------|----------------------------------------------|
| 9 | 96,463 | 0.35 |

The above resolution was passed by requisite majority of votes



Item No. 2: Special Resolution

To approve the issuance of warrants convertible into equity shares to the proposed allottees, on a preferential basis.

(I) Vote in favour of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 121 | 2,73,59,590 | 99.65 |

(II) Vote against the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 9 | 96,463 | 0.35 |

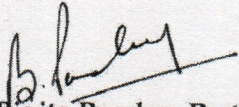
The above resolution was passed by requisite majority of votes

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



SPECIALITY RESTAURANTS LTD

Director

UDIN: A041594D003001958
Place: Kolkata
Date: January 18, 2023