

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 29<sup>th</sup> May 2023, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 24<sup>th</sup> Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on Friday, 22<sup>nd</sup> September 2023 at 4.00 p.m. onwards, 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 10<sup>th</sup> August 2023 of the 24<sup>th</sup> 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 Tuesday, 19<sup>th</sup> September 2023 (from 09:00 a.m. Indian Standard Time, "IST") and ended on Thursday, 21<sup>st</sup> September 2023 (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 22<sup>nd</sup> September 2023 at 6.20 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 10<sup>th</sup> August 2023 during the 24<sup>th</sup> 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 10<sup>th</sup> August 2023 of 24<sup>th</sup> 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, 2023, 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
248	27762257	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7	1406	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 31,2023, 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
248	27762257	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6	406	0.01

The above resolution was passed by requisite majority of votes



Item No. 3: **Ordinary Resolution**

To declare a dividend of Rs. 2.50 (25%) per Equity Shares of the face value of Rs. 10 each, of the Company for the financial year ended March 31, 2023.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
249	27762457	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
5	206	0.01

The above resolution was passed by requisite majority of votes



**SPECIAL BUSINESS**

**Item No. 4: Ordinary Resolution**

To appoint a director in place of Mr. Indranil Chatterjee (DIN: 00200577), who retires by rotation and being eligible, has offered himself 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
244	27738497	99.91

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	24166	0.09

**The above resolution was passed by requisite majority of votes**



**Item No. 5: Ordinary Resolution**

**Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as a 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. Anjan Chatterjee (DIN: 00200443) as the Managing Director, not liable to retire by rotation, for a period of five years with effect from December 27, 2023 upto December 26, 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 29, 2023 respectively on such other terms and conditions as set out in the explanatory statement:

**Remuneration:**

**(i) Basic Salary:**

In the range of Rs. 5,00,000/- to Rs. 10,00,000/- per month. In the first year, the Basic Salary shall be Rs. 5,00,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act.

**(ii) Allowances:**

- a) House Rent Allowance Rs. 2,50,000/- per month.
- b) Additional Allowance Rs. 2,50,000/- 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. Anjan 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. Anjan Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

**RESOLVED FURTHER THAT** during the tenure of Mr. Anjan Chatterjee as Managing Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Anjan Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites, incentive remuneration and commission within overall limits prescribed under 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. Anjan 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 and 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
248	27762055	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6	608	0.01

The above resolution was passed by requisite majority of votes



Item No. 6: Ordinary Resolution

**Approval for Related Party Transaction and holding office or place of profit**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Companies Act") and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to increase the remuneration payable to Mr. Avik Chatterjee, Whole-time Director of the Company and holding office or place of profit, (i) the remuneration paid for financial year 2022-23 and incentive remuneration payable to him shall exceed two and half lakhs per month for the financial year 2022-23 (ii) for the payment of monthly remuneration exceeding two and a half lakh rupees as set out in the explanatory statement with effect from April 1, 2023 upto the term of his appointment till February 2, 2028 along with applicable perquisites, other allowances, incentive remuneration and commission;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
*239	*3559421	99.97

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	1223	0.03

*\*Pursuant to the provisions of Secretarial Standard SS-2 (7.5.2), 1,21,95,000 votes casted by Mr. Anjan Snehomoy Chatterjee, 1,19,70,000 casted by Mrs. Suchhanda Anjan Chatterjee and 19 votes casted by Mr. Avik Anjan Chatterjee were not considered being interested in the aforesaid resolution.*

**The above resolution was passed by requisite majority of votes**

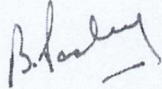


A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is submitted with the report.

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



**For Speciality Restaurants Limited**

**Anjan Chatterjee**  
Chairman and Managing Director

UDIN: A041594E001064858  
Place: Kolkata  
Date: 22-09-2023