

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

Annual General Meeting scheduled to be held on August 25, 2022.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Speciality Hospitality UK Limited		Subsidiary	100
2	Speciality Hospitality US, Inc.		Subsidiary	100
3	Caterland Hospitality Ltd.		Joint Venture	51
4	Foodland Ventures LLC		Joint Venture	50.5
5	Mainland China and Indigrill Restaurant		Joint Venture	49

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	51,000,000	46,957,657	46,957,657	46,957,657
Total amount of equity shares (in Rupees)	510,000,000	469,576,570	469,576,570	469,576,570

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	51,000,000	46,957,657	46,957,657	46,957,657
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	510,000,000	469,576,570	469,576,570	469,576,570

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	7,000,000	0	0	0
Total amount of preference shares (in rupees)	70,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	7,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	70,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	51	46,957,606	46957657	469,576,570	469,576,570	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<b>At the end of the year</b>	51	46,957,606	46957657	469,576,570	469,576,570	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
---	--

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

2,529,335,875

(ii) Net worth of the Company

1,517,335,568

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	24,665,000	52.53	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Relatives	57	0	0	
	<b>Total</b>	24,665,057	52.53	0	0

**Total number of shareholders (promoters)**

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	18,049,425	38.44	0	
	(ii) Non-resident Indian (NRI)	545,467	1.16	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	982,033	2.09	0	
10.	Others      Clearing Members, Body Corporate	2,715,675	5.78	0	
	<b>Total</b>	22,292,600	47.47	0	0

**Total number of shareholders (other than promoters)**

23,538

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

23,543

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	18,417	23,538
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	0	3	0	52.53	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>52.53</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anjan Snehmoy Chatterjee	00200443	Managing Director	12,695,000	
Suchhanda Anjan Chatterjee	00226893	Whole-time director	11,970,000	
Indranil Ananda Chatterjee	00200577	Whole-time director	1,299	
Avik Anjan Chatterjee	06452245	Whole-time director	19	
Dushyant Rajnikant Mehta	00126977	Director	1,280	
Ullal Ravindra Bhat	00008425	Director	0	
Rakesh Kumar Pandey	00113227	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anita Bandyopadhyay	08672071	Director	0	
Rajesh Kumar Mohta	AEZPM7254D	CFO	1,280	
Avinash Madhukar Kinh ✚	ADMPK3419J	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/09/2021	21,392	99	55.19

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2021	8	7	87.5
2	23/06/2021	8	8	100
3	14/08/2021	8	7	87.5
4	13/11/2021	8	6	75
5	10/02/2022	8	8	100

**C. COMMITTEE MEETINGS**

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2021	4	4	100
2	Audit Committee	23/06/2021	4	4	100
3	Audit Committee	14/08/2021	4	4	100
4	Audit Committee	13/11/2021	4	4	100
5	Audit Committee	10/02/2022	4	4	100
6	Nomination and Remuneration Committee	23/06/2021	3	3	100
7	Stakeholders Forum	13/11/2021	3	2	66.67
8	Corporate Social Responsibility Committee	10/02/2022	3	3	100
9	Risk Management Committee	10/02/2022	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Anjan Snehm	5	5	100	6	5	83.33	
2	Suchhanda Ar	5	2	40	1	1	100	
3	Indranil Anand	5	5	100	1	1	100	
4	Avik Anjan Ch	5	4	80	0	0	0	
5	Dushyant Rajr	5	5	100	7	7	100	
6	Ullal Ravindra	5	5	100	8	8	100	
7	Rakesh Kuma	5	5	100	7	7	100	
8	Anita Bandyop	5	5	100	1	1	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anjan Snehmoy Chatterjee	Chairman & Managing Director	1,525,002				1,525,002
2	Suchhanda Anjan Chatterjee	Whole-time Director	533,750				533,750
3	Indranil Ananda Chatterjee	Deputy Managing Director	1,312,497				1,312,497
4	Avik Anjan Chatterjee	Whole-time Director	622,306				622,306
	Total		3,993,555				3,993,555

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajesh Kumar Mohapatra	Executive Director	3,081,791				3,081,791
2	Avinash Kinshikar	Company Secretary	1,846,335				1,846,335
	Total		4,928,126	0			4,928,126

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dushyant Rajnikant	Independent Director	0			490,000	490,000
2	Ullal Ravindra Bhat	Independent Director	0			510,000	510,000
3	Rakesh Kumar Panigrahi	Independent Director	0			490,000	490,000
4	Anita Bandyopadhyay	Independent Director	0			270,000	270,000
	Total		0			1,760,000	1,760,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Prabhat Maheshwari

Whether associate or fellow

Associate  Fellow

Certificate of practice number

1432

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

- 
- 
- 
- 

**List of attachments**

---

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**FORM No. MGT-8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and  
Rule 11(2) of Companies (Management and Administration) Rules, 2014]**

We have examined the registers, records, books and papers of **SPECIALITY RESTAURANTS LIMITED** (the "Company") having **CIN: L55101WB1999PLC090672** as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the company has complied with the provisions of the Act & Rules made thereunder in respect of:
1. its status as a listed public limited company;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, within the prescribed time except few cases which were filed beyond the prescribed time and the relevant additional fees was duly paid by the company. The company was not required to file any forms/returns with Regional Director, Central Government, the Tribunal, Court or other authorities;
  4. calling/convening/holding meetings of Board of Directors or its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed;

[Cont...2]



5. closure of Register of Members;
6. the company has not advanced any loans to its directors and or persons or firms or companies referred in Section 185 of the Act;
7. contracts/arrangements with related parties as specified in Section 188 of the Act;
8. there was no issue or transfer or allotment or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and hence were not required to issue any security certificates;
9. there was no transaction necessitating the company to keep in abeyance the rights to dividend pending registration of transfer of shares;
10. the company has not declared any dividend during the year. However, the company has transferred unpaid/ unclaimed dividend/ other amounts, as applicable, to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of Audited Standalone and Consolidated financial statements as per the provisions of Section 134 of the Act and Report of Directors was as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement and disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There was no resignation during the year;
13. during the year there was no appointment / re-appointment / filing up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. the company was not required to obtain any approval of Central Government, Tribunal, Regional Director, Courts or such other authorities except the approval from Registrar of Companies for the Forms/Returns filed during the year;

[Cont...3]

... 3 ...

15. the company has not accepted/renewed/repaid any deposits during the year;
16. there was no new creation/modification/satisfaction of charges during the year.
17. no loans, guarantees or securities were given during the year under review, however, the company has complied with the investments made in other bodies corporate under the provisions of Section 186 of the Act during the year;
18. the company has not altered the provisions of its Memorandum of Association and/or Articles of Association during the year.

**For GMJ & ASSOCIATES  
COMPANY SECRETARIES**

**[CS PRABHAT MAHESHWARI]  
PARTNER  
M. NO.: FCS 2405  
COP: 1432  
UDIN:**

**PLACE: MUMBAI**

**DATE : \_\_\_\_\_, 2022**