

**Singhi & Co.**

Chartered Accountants

B2 – 402B, Marathon Innova, 4<sup>th</sup> Floor, Off Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park,  
Lower Parel, Mumbai – 400013. India

Tel: +91 (0) 22 – 6662 5537/38 E-mail : mumbai@singhico.com Website: www.singhico.com

### Auditors' Certificate

The Board of Directors  
**Speciality Restaurants Limited**  
Uniworth House,  
3A Gurusaday Road,  
Kolkata – 700019

1. This certificate is issued in accordance with the terms of our agreement dated October 10, 2022.
2. We, the statutory auditors of Speciality Restaurants Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 7 of the Draft Scheme of Arrangement between Speciality Restaurants Limited and Speciality Hotels India Private Limited, as approved by the Board of Directors in their meeting held on 20 October 2022 in terms of the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "2013 Act") (the Draft Scheme) with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the 2013 Act (the 'applicable Accounting Standards') read with the rules made there under and other generally accepted accounting principles.

### Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme and its compliance with the 2013 Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

### Auditors Responsibility

4. Our responsibility is only to examine and report whether the accounting treatment specified in clauses 7 of the Draft Scheme referred to above complies with the applicable Accounting Standards, as applicable and Other Generally Accepted Accounting Principles.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial

**CERTIFIED TRUE COPY**

**KOLKATA (HO)**

**NEW DELHI**

**CHENNAI**

**MUMBAI**

**BANGALORE**

**For Speciality Restaurants Limited**

  
Avinash Kinikar

Company Secretary and Legal Head

# Singhi & Co.

## Chartered Accountants

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Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

### Conclusion

7. Based on our examination and according to the information and explanations given to us pursuant to the requirements of proviso to sub-section (7) of section 230 of the 2013 Act, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with all the applicable Accounting Standards specified under Section 133 of the of the 2013 Act and other generally accepted accounting principles.

### Restriction on Use

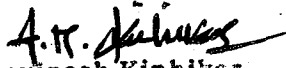
8. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
9. This Certificate is issued at the request of Company pursuant to the requirements of the 2013 Act for onward submission to the National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent.
10. This Certificate is issued at the request of the Speciality Restaurants Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India, Stock exchange(s) and Regional Director, Ministry of Corporate Affairs. This Certificate should not be used for any other purpose without our prior written consent.

**For Singhi & Co.**

Chartered Accountants

Firm Registration Number: 302049E

**CERTIFIED TRUE COPY  
For Speciality Restaurants Limited**

  
**Avinash Kishikar**  
Company Secretary and Legal Head



**Milind Agal**  
Partner

Place: Mumbai  
Date: 20 October 2022

Membership No:123314  
UDIN: 22123314BAPFIK2697

**KOLKATA (HO)**

**NEW DELHI**

**CHENNAI**

**MUMBAI**

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