

Annexure -IV

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 60,00,000 warrants convertible into equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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 verified the relevant records and documents of Speciality Restaurants Limited (CIN: L55101WB1999PLC090672) with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees have sold any equity shares of the Company during 90 (ninety) trading days preceding the Relevant Date i.e., 19th December 2022. The proposed allottees are not promoter/ promoter group entity.
- b) None of the proposed allottees hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of the proposed allottee(s) are Nil and therefore the requirement of lock in of pre preferential shareholding is not applicable.
- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018: Not Applicable
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

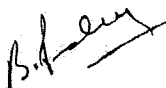


- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AOA of the company (The Articles of Association of the Company doesnot mention any valuation requirement)
- g) The total allotment to the allottees or allottees acting in concert in the present preferential issue or in the same financial year i.e., 2022-23 is more than 5% of the post issue fully diluted share capital of the issuer.

For. T. Chatterjee & Associates

FRN: P2007WB067100

Peer Review: 908/2020



Binita Pandey

Partner

ACS: 41594

COP: 19730

UDIN: A041594D002773477

Date: 21-12-2022

Place: Kolkata

