

**T. Chatterjee & Associates**  
Practicing Company Secretaries  
FRN - P2007WB067100

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### 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 23rd June 2021, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 20<sup>th</sup> September 2021, 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 14<sup>th</sup> August 2021 of the 22<sup>nd</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 Friday, 17<sup>th</sup> September 2021 (from 09:00 a.m. Indian Standard Time, "IST") to Sunday, 19<sup>th</sup> September 2021 (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 20<sup>th</sup> September 2021 at 17:48 P.M. and were counted in the presence of two witnesses viz. CS Sumana Mitra and Miss. 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 14<sup>th</sup> August 2021 during the 22<sup>nd</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 14<sup>th</sup> August 2021 of 22<sup>nd</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, 2021, 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
183	25481679	100

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7	30	0.00

**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, 2021, 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
182	25481674	100

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7	30	0.00

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



Item No. 3: **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:

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
164	25474912	99.98

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

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
25	5797	0.02

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



## **SPECIAL BUSINESS**

### **Item No. 4: Special Resolution**

#### **Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time 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, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 her candidature for the office of Director, the Company hereby approves the re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as the Whole-time Director of the Company (designated as Director - Interior and Design), liable to retire by rotation, for a period of three years with effect from July 1, 2021 upto June 30, 2024, on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called “NRC”) at their Meeting held on June 23, 2021 and the Board of Directors (the “Board”) at their Meeting held on June 23, 2021 on such other terms and conditions as set out in the explanatory statement:

#### **Remuneration:**

##### **(i) Basic Salary:**

In the range of Rs. 50,000/- to Rs. 3,00,000/- per month. In the first year the basic salary shall be Rs. 87,500/- per month. Thereafter, the Board shall fix annual increments every year within the above specified limit in compliance with Schedule V of the Companies Act. First increment shall be due from July 1, 2022.

##### **(ii) Allowances:**

- (a) House Rent Allowance: Rs. 43,750/- per month; and
- (b) Additional Allowance: Rs. 43,750/- 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 salary and allowances, Mrs. Suchhanda Chatterjee shall be entitled to gratuity, mediclaim policy for herself and her family, personal accident insurance for herself and such 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, she shall be eligible for commission on the Net Profits as the Board may fix every year. Provided that the total remuneration including perquisites, incentive remuneration and commission shall be within the overall limits laid down under Section 198 read with Schedule V of the Companies Act.

**(vi) Sitting Fees:**

Mrs. Suchhanda Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof.

In addition to the remuneration specified above, Mrs. Suchhanda Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites, incentive remuneration and commission including the remuneration received from other companies), shall be within the overall limits laid down under the Companies Act.

**RESOLVED FURTHER THAT** during the tenure of Mrs. Suchhanda Chatterjee as the Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mrs. Suchhanda Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites, incentive remuneration and commission from the Company as well as from other companies within overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

**RESOLVED FURTHER THAT** the Board 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 Mrs. Suchhanda Chatterjee, subject to the limits prescribed under the Companies Act;

**RESOLVED FURTHER THAT** the Board or any Committee authorised by the Board in this behalf, be and are hereby authorised to take such steps and to do all such acts, deeds, matters, 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. Anjan Chatterjee, Chairman and Managing Director, Mr. Indranil Chatterjee, Deputy Managing Director and Mr. Avinash Kinkhikar, Company Secretary and Legal Head be and are hereby severally authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing 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
166	25476585	99.98

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
23	4124	0.02

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





## Item No. 5: Special Resolution

### Re-appointment of Mr. Ullal R. Bhat (DIN: 00008425) as an Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Mr. Ullal R. Bhat (DIN: 00008425), who was appointed as an Independent Director of the Company up to April 27, 2022, being eligible and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from April 28, 2022 up to April 27, 2027;

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act and rules made thereunder, as amended from time to time, Mr. Ullal R. Bhat (DIN: 00008425) be continued as an Independent Director of the Company for a second term of five (5) consecutive years with effect from April 28, 2022 up to April 27, 2027, notwithstanding that on October 14, 2026 he attains the age of 75 years during the aforesaid tenure.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
169	25476268	99.98

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
18	3871	0.02

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



Item No. 6: **Special Resolution**

**Payment of remuneration to Non-Executive Directors:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the Articles of Association of the Company, approval of the Members be and is hereby accorded to the payment of remuneration or annual remuneration or for any other purpose whatsoever not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 197 and 198 of the Companies Act, to all the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board and such payments shall be made in respect of the profits of the Company for each financial year, for a period of three financial years commencing from April 1, 2021;

**RESOLVED FURTHER THAT** if the Company has no profits or its profits are inadequate in any financial year, the Company shall pay the remuneration to the Non-Executive Directors at such amount as may be determined in accordance with the provisions of Schedule V of the Companies Act and the Nomination and Remuneration policy of the Company and in the event, the Company is unable to comply with such provisions, with the previous approval of the Central Government in this regard;

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committees or general meetings, including travelling and other expenses, or for any other purpose whatsoever as may be decided by the Board and reimbursement of such expenses;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
165	25476328	99.98

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
23	4311	0.02

**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)

FOR SPECIALITY RESTAURANTS LIMITED

  
DIRECTOR



Binita Pandey, Partner  
Membership No. 41594  
Certificate of Practice: 19730



UDIN: A041594C000975615  
Place: Kolkata  
Date: 20-09-2021