

NOTICE

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting (the “AGM”) of the members of **SPECIALITY RESTAURANTS LIMITED** (the “Members” and such Company, the “Company”) will be held on Thursday, August 25, 2022 at 3.00 p.m. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the businesses as set out hereunder:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Board of Directors of the Company (the “Board”) and the Auditor’s Report thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditor’s Report thereon.
3. To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who retires by rotation and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Deputy Managing Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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. Indranil Chatterjee (DIN: 00200577) as the Deputy Managing Director (Whole-time Director), liable to retire by rotation, for a period of five years with effect from February 3, 2023 upto February 2, 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 27, 2022 respectively on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. In the first year, the Basic Salary shall be ₹ 1,50,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act. The first increment shall be due from April 1, 2024.

(ii) Allowances:

- (a) House Rent Allowance ₹ 75,000/- per month.
- (b) Additional Allowance ₹ 75,000/- 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. Indranil 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. Indranil Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Indranil 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 Mr. Indranil Chatterjee as Deputy Managing Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Indranil 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 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. Indranil 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. Anjan Chatterjee, Chairman & 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."

5. Re-appointment of Mr. Avik Chatterjee (DIN: 06452245) as a Whole-time Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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, as amended, (the **"Listing Regulations"**), 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. Avik Chatterjee (DIN: 06452245) as the Whole-time Director of the Company (designated as Executive Director – Innovation and New Formats), liable to retire by rotation, for a period of five years with effect from February 3, 2023 upto February 2, 2028 (both days inclusive), on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called **"NRC"**), Audit Committee and the Board of Directors (the **"Board"**) at each of their Meeting held on May 27, 2022 respectively on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 2,50,000/- per month. In the first year, the Basic Salary shall be ₹ 1,25,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act. The first increment shall be due from April 1, 2024.

(ii) Allowances:

(a) House Rent Allowance ₹ 62,500/- per month.

(b) Additional Allowance ₹ 62,500/- 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. Avik 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. Avik Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Avik 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 Mr. Avik Chatterjee as Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Avik 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 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. Avik 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 or 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.”

6. Re-appointment of Mr. Rakesh Pandey (DIN: 00113227) as an Independent Director of the Company:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 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. Rakesh Pandey (DIN: 00113227), who was appointed as an Independent Director of the Company for a period of five years up to November 28, 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 November 29, 2022 up to November 28, 2027 (both days inclusive) as set out in the annexed explanatory statement.”

Place: Mumbai

Date: May 27, 2022

Registered Office: Uniworth House,
 3A, Gurusaday Road, Kolkata 700 019
CIN: L55101WB1999PLC090672
E-mail: corporate@speciality.co.in
Phone: 033-22837964.
Website: www.speciality.co.in

By Order of the Board
For Speciality Restaurants Limited

Avinash Kinshikar
Company Secretary & Legal Head
(Membership No. FCS 8364)

Notes:

- The Ministry of Corporate Affairs (**‘MCA’**) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021, respectively and by General Circular No. 02/2022 dated May 5, 2022 (collectively referred to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through Video Conferencing (“**VC**”) or through other audio-visual means (“**OAVM**”), without the physical presence of the Members at a common venue. Securities and Exchange Board of India (‘SEBI’) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as ‘SEBI Circulars’) permitted the holding of the Annual General Meeting (‘AGM’/‘the Meeting’) through VC/ OAVM, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (the “**Companies Act**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), MCA Circulars, SEBI Circulars, Secretarial Standard – II on General Meetings (“**SS-II**”) issued by the Institute of the Company Secretaries of India and other applicable laws, if any, the 23rd Annual General Meeting (“**Meeting**” or “**AGM**”) of the Company on Thursday, August 25, 2022 at 3.00 p.m. (IST) is being held through VC / OAVM facility, which does not require physical presence of members at a common venue.

- The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Uniworth House, 3A, Gurusaday Road, Kolkata 700 019, which shall be the deemed venue of the AGM.

3. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4, 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Explanatory Statement setting out the material facts in respect of the business under item nos. 4, 5 and 6 to be transacted at the AGM, as set out in this Notice is annexed hereto and forms part of this Notice.
5. Pursuant to the provisions of Sections 112 and 113 of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM will be held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
6. Members attending the Meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
7. The Members can join the AGM in the VC or OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC or OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 23rd AGM without any restriction on account of first-come-first-served principle.
8. Institutional or Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (.pdf or .jpg Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC or OAVM on its behalf and to vote through e-voting. The said Resolution or Authorization shall be sent to Scrutinizer by e-mail through its registered email address to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in and investor@speciality.co.in.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investor@speciality.co.in.
10. Members can also write to the Company on or before August 24, 2022 for obtaining relevant documents through e-mail on investor@speciality.co.in. The same will be suitably replied to by the Company.
11. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive).
12. Members are requested to address all correspondence including dividend matters, to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 (the "Registrar" or "Transfer Agent").
13. Members holding shares in dematerialized form are requested to intimate any change in their address or email address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or email address or bank mandates to the Registrar of the Company.
14. Unclaimed dividend for the financial year 2014-15 is held in separate bank accounts and members who have not received the dividend/ or encashed the warrants are advised to claim such amount from the Company or Registrar. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and the shares on which such dividend remained unclaimed or unpaid will be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government as per Section 124 of the Companies Act.
15. Following is the detail of unpaid dividend due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Last date to claim unclaimed dividend
2014-15	26-08-2015	14-09-2022

The Registrar of the Company has already written to the shareholders whose dividend is unclaimed or unpaid informing them about the due date of transfer to IEPF for the payment, attention of the shareholders is again drawn to this matter through this Annual Report.

16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividend from the Company, within the stipulated timeline. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

17. Pursuant to the provisions of Section 124 of the Companies Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**IEPF Rules**”) read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the IEPF, constituted by the Central Government. The Company had, accordingly, transferred ₹ 61,000/- being the unpaid and unclaimed dividend amount pertaining to Dividend of Financial Year 2012-13 during the year 2020 and ₹ 40,592/- being the unpaid and unclaimed dividend amount pertaining to Dividend of Financial Year 2013-14 during the year 2021, to the IEPF.
18. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.speciality.co.in. Members who have not encashed dividend of Financial Year 2014-15 declared by the Company, are advised to write to the Company immediately.
19. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority (“**IEPF Account**”) within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 1,634 and 1,191 Equity Shares of ₹10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred in the year 2020 and 2021 respectively, to the IEPF Account, after following the prescribed procedure. Further, Members who have not claimed / encashed their dividend for financial year 2014-15 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
20. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.speciality.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
21. At the twentieth annual general meeting of the Company held on August 23, 2019, the Members approved appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that annual general meeting till the conclusion of the twenty fifth annual general meeting to be held in the year 2024, subject to ratification of their appointment by the Members at every annual general meeting, if so required under the Companies Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every annual general meeting has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-third AGM.
22. Documents for inspection will be available electronically, without any fee, from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to investor@speciality.co.in stating their DP ID and Client ID or Folio No.
23. **Voting through electronic means:**
 - (i) In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM) through e-voting services provided by National Securities Depositories Limited (NSDL) on all resolutions specified in this Notice.
 - (ii) The Remote e-voting commences on Monday, August 22, 2022 (from 09:00 a.m. Indian Standard Time, “**IST**”) and ends on Wednesday, August 24, 2022 (at 5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Thursday, August 18, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.
 - (iii) Members will be provided with the facility for voting through electronic voting during the video conferencing proceedings during the AGM and Members participating during the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-voting.
 - (iv) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting for all those Members who are present during the AGM through VC or OAVM, but have not cast their votes by availing the e-voting facility. The e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
 - (v) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Detail of the process and manner of remote e-voting along with the user ID and password is being sent to all the members along with the Notice.
 - (vi) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Thursday, August 18, 2022.

- (vii) The Board has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: P2007WB067100) represented by Ms. Binita Pandey – Company Secretary, failing her Ms. Sumana Mitra – Company Secretary both Partners of M/s. T. Chatterjee & Associates (the “**Scrutinizer**”) as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer will submit her report to the Chairman or in his absence to any other Director authorised by the Board after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), within two working days of the conclusion of the AGM.
- (ix) The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer’s Report, declare the results of the voting. The Result declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.speciality.co.in and on the website of NSDL after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system



A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode



In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**
  **Google Play**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, August 18, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, August 18, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@speciality.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@speciality.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investor@speciality.co.in between Thursday, August 18, 2022 to Wednesday, August 24, 2022.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@speciality.co.in latest by Monday, August 22, 2022 to latest by 6.00 p.m. (IST). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
24. Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, the details of Director seeking appointment or re-appointment at the AGM have been annexed to this Notice.
 25. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
 26. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
 27. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
 28. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
 29. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Registrar or their depository participants, in respect of shares held in physical or electronic mode, respectively.
 30. In terms of Amendment to Regulation 40 of the Listing Regulations, vide Gazette notification dated June 8, 2018 and the Securities and Exchange Board of India Notification dated November 30, 2018, which has mandated that the request for transfer of shares will be processed only if the shares are held in dematerialised form (DEMAT) (except in case transmission or transposition of shares) with effect from April 1, 2019. The Company has sent reminders to shareholders holding shares in physical form to dematerialise their shares promptly to avoid inconvenience. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/ transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Linkintime India Private Limited ("Registrar" or "RTA") at rnt.helpdesk@linkintime.co.in for assistance in this regard.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act.

The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 4, 5 and 6 of this Notice dated May 27, 2022.

Item No. 4: Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Deputy Managing Director of the Company:

1. Mr. Indranil Chatterjee was appointed as Deputy Managing Director of the Company at the meeting of the Board held on February 3, 2020 for a period of three years effective from February 3, 2020 up to February 2, 2023. The appointment was approved by the Members at the annual general meeting held on September 22, 2020.
2. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on May 27, 2022 has, subject to the approval of the Members, approved re-appointment of Mr. Indranil Chatterjee as the Deputy Managing Director of the Company for a period of five years with effect from February 3, 2023 till February 2, 2028 (both days inclusive). The Board has also approved terms of remuneration payable to him during his tenure as Deputy Managing Director of the Company. The re-appointment of Mr. Indranil Chatterjee as Deputy Managing Director and payment of remuneration is subject to the approval of the Members of the Company and subject to such other approvals of applicable authorities, if any, under applicable laws. The Board, while re-appointing Mr. Indranil Chatterjee as Deputy Managing Director of the Company, considered his background, experience, and contributions to the Company. The Board is of the view that the re-appointment of Mr. Indranil Chatterjee as Deputy Managing Director, will greatly benefit the operations of the Company and the remuneration payable to him is commensurate with his qualifications and experience.
3. Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, read with Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of Mr. Indranil Chatterjee as Deputy Managing Director of the Company is subject to approval of the Members of the Company in the AGM.
4. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Indranil Chatterjee as Deputy Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic salary, Allowances, Perquisites, Incentive Remuneration and Commission as specified above, subject to such further approvals as required under the Companies Act, or any modifications thereto.
5. Mr. Indranil Chatterjee, is a Deputy Managing Director of the Company. He has been a Director of the Company since August 18, 2005. He holds a Bachelor's Degree in Commerce from University of Calcutta and a Post Graduate Diploma in Business Management from Institute of Modern Management, Calcutta. Mr. Indranil Chatterjee has over 35 years of experience in the field of Finance and Marketing. He brings to the table his well-rounded management skills and strategic inputs for the Company's growth and expansion plans.
6. A draft of the letter of his appointment proposed to be issued by the Company to Mr. Indranil Chatterjee in connection with his re-appointment as the Deputy Managing Director of the Company and setting out the terms and conditions of his re-appointment, including the remuneration, is available for inspection by the members at the Registered Office of the Company during the normal business hours on any working day, except Saturday, during business hours, upto the date of the meeting. Any person who wish to inspect may write to the Company Secretary at investor@speciality.co.in
7. None of the Directors of the Company or Key Managerial Personnel or their respective relatives except Mr. Indranil Chatterjee or his relatives to the extent of his shareholding in the Company, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 4 of the Notice.
8. The Board recommends the resolution as set out under Item No. 4 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 5: Re-appointment of Mr. Avik Chatterjee (DIN: 06452245) as a Whole-time Director of the Company:

9. Mr. Avik Chatterjee was appointed as Whole-time Director (designated as Executive Director – Innovation and New Formats) of the Company at the meeting of the Board held on February 3, 2020 for a period of three years effective from February 3, 2020 up to February 2, 2023. The appointment was approved by the Members at the annual general meeting held on September 22, 2020.
10. Based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board in its meeting held on May 27, 2022 has, subject to the approval of the Members, approved re-appointment of Mr. Avik Chatterjee as the Whole-time Director (designated as Executive Director – Innovation and New Formats) of the Company for a period of five years with effect from February 3, 2023 till February 2, 2028 (both days inclusive). The Board has also approved terms of remuneration payable to him during his tenure as the Whole-time Director of the Company. The re-appointment of Mr. Avik Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to such other approvals of applicable authorities, if any, under applicable laws.

11. Pursuant to the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, read with Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of Mr. Avik Chatterjee as Whole-time Director of the Company (designated as Executive Director – Innovation and New Formats) is subject to approval of the Members of the Company in the AGM. The Board, while re-appointing Mr. Avik Chatterjee as Whole-time Director of the Company, considered his background, experience, and contributions to the Company. The Board is of the view that the re-appointment of Mr. Avik Chatterjee as Whole-time Director, will greatly benefit the operations of the Company and the remuneration payable to him is commensurate with his qualifications and experience.
12. Mr. Avik Chatterjee, Whole-time Director of the Company holds the office of place of profit and the proposed remuneration payable to him is within the limits as prescribed under the Section 188 of the Companies Act and rules made thereunder.
13. Mr. Avik Chatterjee is member of the promoter group of the Company. His annual remuneration drawn for Financial Year 2021-22 is within the limits as prescribed under the Regulation 17(6)(e) of the Listing Regulations.
14. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Avik Chatterjee as Whole-time Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic salary, Allowances, Perquisites, Incentive Remuneration and Commission as specified above, subject to such further approvals as required under Schedule V to the Companies Act, or any modifications thereto.
15. Mr. Avik Chatterjee holds a Bachelor's Degree in Business Administration from Kingston University, London. During the period of his study at London he worked on the project of Lounge Bars. He is spearheading the Company's launch of several new brands viz. "Hoppipola", "POH" (Progressive Oriental House), "Hay" and "Episode One". He is responsible for development of new formats and setting up of process for its smooth operations. He brings to the table conceptualization of new brands, concepts & detailed analysis on prevailing trends in market, constant research and development towards food and beverage and identification of new markets and customer needs or preferences.
16. A draft of his letter of appointment proposed to be issued by the Company to Mr. Avik Chatterjee in connection with his re-appointment as the Whole-time Director of the Company and setting out the terms and conditions of his re-appointment, including the remuneration, is available for inspection by the members at the Registered Office of the Company during the normal business hours on any working day, except Saturday, during business hours, upto the date of the meeting. Any person who wish to inspect may write to the Company Secretary at investor@speciality.co.in
17. None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Avik Chatterjee or Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee (Parents of Mr. Avik Chatterjee) to the extent of their shareholding in the Company) are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 5 of the Notice.
18. The Board recommends the resolution as set out under Item No. 5 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 6: Re-appointment of Mr. Rakesh Pandey (DIN: 00113227) as an Independent Director of the Company:

19. Mr. Rakesh Pandey (DIN: 00113227) was appointed as an Independent Director of the Company with effect from November 29, 2017 for a period of five (5) years up to November 28, 2022. The Members of the Company approved Ordinary Resolution vide Postal Ballot Notice dated February 14, 2018, appointment of Mr. Rakesh Pandey as an Independent Director of the Company for a term of five years with effect from November 29, 2017 upto November 28, 2022 ("**First Term**"), not liable to retire by rotation.
20. The term of office of Mr. Rakesh Pandey as an Independent Director is up to November 28, 2022. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Rakesh Pandey as an Independent Director of the Company for a second term of five (5) consecutive years on the Board of the Company.
21. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given Mr. Pandey's background and rich experience and contributions made by him during his first term, the continued association of Mr. Rakesh Pandey would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.
22. Mr. Rakesh Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.
23. The Company has also received declaration from Mr. Rakesh Pandey that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act and under the Listing Regulations.
24. The Company has received Notice in writing from a Member under Section 160 of the Companies Act, proposing the candidature of Mr. Rakesh Pandey, for the office of Director of the Company.
25. The Board of Directors of the Company at their meeting held on May 27, 2022, on the recommendation of Nomination and Remuneration Committee of the Company, re-appointed Mr. Rakesh Pandey (DIN: 00113227) as an Independent Director of the Company for second term of five (5) consecutive years commencing from November 29, 2022 up to November 28, 2027 (both days inclusive), subject to approval of the Members of the Company.

26. Accordingly, it is recommended to the Members of the Company to re-appoint Mr. Rakesh Pandey as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from November 29, 2022 up to November 28, 2027 (both days inclusive) on the Board of the Company.
27. Details of Mr. Rakesh Pandey, seeking re-appointment as an Independent Director of the Company, as required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.
28. Mr. Rakesh Pandey shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission.
29. The terms and conditions of the re-appointment and copy of draft letter of re-appointment of Mr. Rakesh Pandey shall be open for inspection without any fee by the Members of the Company during normal business hours on any working day of the Company up to the date of the AGM.
30. In the opinion of the Board, Mr. Rakesh Pandey fulfils the conditions specified in the Companies Act and the rules made thereunder for re-appointment as an Independent Director and is independent of the management of the Company.
31. Save and except Mr. Rakesh Pandey and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 6 of the Notice.
32. The Board recommends the Resolution set out under Item No. 6 of the accompanying Notice for approval of Members as a Special Resolution.

Place: Mumbai
Date: May 27, 2022

By Order of the Board
For Speciality Restaurants Limited

Registered Office: Uniworth House,
3A, Gurusaday Road, Kolkata 700 019
CIN: L55101WB1999PLC090672
E-mail: corporate@speciality.co.in
Phone: 033-22837964.
Website: www.speciality.co.in

Avinash Kinhikar
Company Secretary & Legal Head
(Membership No. FCS 8364)

Details of the Director seeking appointment or re-appointment at the 23rd AGM

(Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mrs. Suchhanda Chatterjee	Mr. Indranil Chatterjee	Mr. Avik Chatterjee	Mr. Rakesh Pandey
Director Identification Number (DIN)	00226893	00200577	06452245	00113227
Date of Birth and Age	October 9, 1965, 56 years	April 22, 1960, 62 years	February 15, 1992, 30 years	September 18, 1956, 65 years
Date of First Appointment on the Board	December 1, 1999	August 18, 2005	February 3, 2020	November 29, 2017
Qualifications	B.A.	B.Com., Post Graduate Diploma in Business Management	Bachelor's Degree in Business Administration from Kingston University, London.	B. Tech. (Hons.) Chemical Engg. - IIT BHU Varanasi. Global Program on Management Development - University of Michigan
Brief Resume	<p>Mrs. Suchhanda Chatterjee is a whole-time Director of the Company. She has been Director of the Company since December 1, 1999. She holds a Bachelor's Degree in Arts from University of Calcutta. She has over 20 years of experience in the Hospitality industry.</p>	<p>Mr. Indranil Chatterjee is a whole-time Director of the Company. He has been a Director of the Company since August 18, 2005. He holds a Bachelor's Degree in Commerce from University of Calcutta and a Post Graduate Diploma in Business Management from Institute of Modern Management, Calcutta.</p> <p>He brings to the table his well rounded management skills and strategic inputs for the Company's growth and expansion plans.</p>	<p>Mr. Avik Chatterjee holds a Bachelor's Degree in Business Administration from Kingston University, London. During the period of his study at London had worked on the Project of Lounge Bars.</p> <p>He is Executive Director – Innovation and New Formats of the Company with effect from February 3, 2020. He is spearheading the Company's launch of several new brands. He is responsible for development of New Formats and setting up of process for its smooth operations.</p> <p>He brings to the table conceptualization of new brands, concepts & detailed analysis on prevailing trends in market, constant research and development towards food and beverage and identification of new markets and customer needs / preferences.</p> <p>Research and development towards food and beverage and identification of new markets and customer needs / preferences.</p>	<p>Mr. Rakesh Pandey holds a degree in B. Tech. (Hons.) Chemical Engg. from ITT BHU Varanasi and Global Program on Management Development from University of Michigan.</p> <p>He is a well rounded business leader with a very diversified experience at apex level, helming roles from President, CEO, Chief of HR, R&D, Manufacturing , while working with leading companies like Marico, HUL, Raymond, DCM, British Oxygen(UK) .</p> <p>He has been a great believer in innovation and challenging status quo and pushed boundaries in various roles he played.</p> <p>At Marico, he pioneered efficacious skin care in India as the founding CEO of Kaya Skin Clinic, and expanded its horizons all over India and Middle East. At Raymond, as President Retail, he launched a new concept in dressing 'Made to Measure' which won the Economic Times award for most innovative retail concept. He was also adjudged Retail Professional of the year and has won many accolades over the years.</p> <p>He is actively engaged in launching start ups in Healthcare and Edtech field as well as mentoring budding entrepreneurs.</p> <p>He is a CXO coach too (certified from Neuro Leadership Institute US) and practices Results based coaching.</p>

Name of the Director	Mrs. Suchanda Chatterjee	Mr. Indranil Chatterjee	Mr. Avik Chatterjee	Mr. Rakesh Pandey
Current Designation	Whole-time Director designated as Director-Interior & Design.	Deputy Managing Director	Whole-time Director (designated as Executive Director – Innovation and New Formats)	Independent Director
Nature of expertise in specific functional areas	Expertise in the Business and expansion, Governance and regulatory oversight, Sales and marketing of Hospitality industry.	Expertise in the field of Finance, Business and expansion, Governance and regulatory oversight, Sales and marketing of Hospitality industry.	Expertise in the Business and expansion, Governance and regulatory oversight, Sales and marketing of Hospitality industry	Expertise in the fields of Manufacturing, Projects, Human Resource, Business Strategy & Innovation, Marketing and start up and scale up of pioneering businesses.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable	The role and capabilities as required in the case of an independent director is well defined in the Nomination and Remuneration Policy of the Company on nomination, appointment, and removal of director. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Rakesh Pandey and concluded that Mr. Pandey possess the relevant skills and capabilities to discharge the role of Independent Director.
Details of other Directorships/ Membership/ Chairmanships of the Committees of other Boards* (i) Names of listed entities in which the person holds the Directorship and (ii) the Membership of Committees of the Board ** (iii) Names of listed entities from which the person has resigned in the past three years	Whole-time Director of Speciality Restaurants Limited – Nil	Deputy Managing Director of Speciality Restaurants Limited. Speciality Restaurants Limited Stakeholders Relationship Committee – Member Nil	Whole-time Director of Speciality Restaurants Limited Nil Nil	Independent Director of Speciality Restaurants Limited Speciality Restaurants Limited Audit Committee – Member Nil

Name of the Director	Mrs. Suchhanda Chatterjee	Mr. Indranil Chatterjee	Mr. Avik Chatterjee	Mr. Rakesh Pandey
Disclosure of relationship with other Directors inter se, Manager, and other Key Managerial Personnel of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company except Mr. Anjan Chatterjee, Chairman & Managing Director and Mr. Avik Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager and other Key Managerial Personnel of the Company or their relatives.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee, Chairman and Managing Director and Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.
No. of shares held in the Company including shareholding as a beneficial owner #	1,19,70,000	1,299	19	Nil
Terms and conditions of appointment	Not applicable since the Whole-time Director retires by rotation in this AGM.	Refer Item No. 4 of the Notice of the AGM dated May 27, 2022.	Refer Item No. 5 of the Notice of the AGM dated May 27, 2022.	Refer Item No. 6 of the AGM Notice.
Details of remuneration sought to be paid	Not applicable since the Whole-time Director retires by rotation in this AGM. Members have already approved re-appointment including terms of remuneration of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company for a period of three years with effect from July 1, 2021 up to June 30, 2024 at the 22 nd AGM held on September 20, 2021.	Refer Item No. 4 of the Notice of the AGM dated May 27, 2022.	Refer Item No. 5 of the Notice of the AGM dated May 27, 2022.	Refer Item No. 6 of the Notice of the AGM dated May 27, 2022.
Last drawn remuneration	₹ 5,33,750/- for the financial year 2021-22.	₹ 13,12,497/- for the financial year 2021-22.	₹ 6,22,306/- for the financial year 2021-22.	Mr. Rakesh Pandey will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member / Chairman and Profit related commission which may be approved by the Board of Directors. Sitting Fees paid ₹ 4,90,000/- during Financial Year 2021-22
No of meetings of the Board attended during the financial year 2021-22	2 Meetings	5 Meetings	4 Meetings	5 Meetings

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies.

** Only two committees viz. Audit Committee and Shareholders Relationship Committee have been considered.

Equity shares held in the individual name.