

## NOTICE

Notice is hereby given that the twenty fourth (24<sup>th</sup>) annual general meeting (the “AGM”) of the members of **SPECIALITY RESTAURANTS LIMITED** (the “Members” and such company, the “Company”) will be held on Friday, September 22, 2023 at 4.00 p.m. (IST), through video conferencing (“VC”) / other audio visual means (“OAVM”) 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, 2023, 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, 2023, together with the auditor’s report thereon.
3. To declare a dividend of ₹ 2.50 (25%) per Equity Shares of the face value of ₹ 10 each, of the Company for the financial year ended March 31, 2023.
4. 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.

### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as a 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. Anjan Chatterjee (DIN: 00200443) as the Managing Director, not liable to retire by rotation, for a period of five years with effect from December 27, 2023 upto December 26, 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 29, 2023 respectively on such other terms and conditions as set out in the explanatory statement:

#### Remuneration:

##### (i) Basic Salary:

In the range of ₹ 5,00,000/- to ₹ 10,00,000/- per month. In the first year, the Basic Salary shall be ₹ 5,00,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with the Companies Act.

##### (ii) Allowances:

- a) House Rent Allowance ₹ 2,50,000/- per month.
- b) Additional Allowance ₹ 2,50,000/- 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. Anjan 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. Anjan Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

**RESOLVED FURTHER THAT** during the tenure of Mr. Anjan Chatterjee as Managing Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Anjan Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites, incentive remuneration and commission within overall limits prescribed under 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. Anjan 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 and Mr. Avinash KINHIKAR, 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. Approval for Related Party Transaction and holding office or place of profit**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("**Companies Act**") and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to increase the remuneration payable to Mr. Avik Chatterjee, Whole-time Director of the Company and holding office or place of profit, (i) the remuneration paid for financial year 2022-23 and incentive remuneration payable to him shall exceed two and half lakhs per month for the financial year 2022-23 (ii) for the payment of monthly remuneration exceeding two and a half lakh rupees as set out in the explanatory statement with effect from April 1, 2023 upto the term of his appointment till February 2, 2028 along with applicable perquisites, other allowances, incentive remuneration and commission;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Place: Mumbai

Date: August 10, 2023

**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)**

**Notes:**

1. The Ministry of Corporate Affairs (MCA) inter-alia vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("**SEBI Circulars**") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("**SEBI Listing Regulations**").
2. 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 24<sup>th</sup> Annual General Meeting ("**Meeting**" or "**AGM**") of the Company on Friday, September 22, 2023 at 4.00 p.m. (IST) will be held through VC / OAVM, which does not require physical presence of members at a common venue.
3. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Uniworth House, 3A, Gurusaday Road, Kolkata 700 019.
4. 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. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. The Explanatory Statement, pursuant to section 102 of Companies Act, 2013, setting out the material facts in respect of the business under item nos. 5 and 6 to be transacted at the AGM, as set out in this Notice is annexed hereto and forms part of this Notice.

6. 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.
7. 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.
8. The Members can join the AGM in the VC or through OAVM, 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](http://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 24<sup>th</sup> AGM without any restriction on account of first-come-first-served.
9. 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](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investor@speciality.co.in](mailto:investor@speciality.co.in), not later than 48 hours before the scheduled time of commencement of AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 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](mailto:investor@speciality.co.in) latest by Thursday, September 21, 2023 (upto 4.00 p.m.).
11. Members can also write to the Company on or before Thursday, September 21, 2023 (upto 4.00 p.m.) for obtaining relevant documents through e-mail on [investor@speciality.co.in](mailto:investor@speciality.co.in). The same will be suitably replied to by the Company.
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. 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, ₹ 40,592/- being the unpaid and unclaimed dividend amount pertaining to Dividend of Financial Year 2013-14 during the year 2021 and ₹ 25,270/- being the unpaid and unclaimed dividend amount pertaining to Dividend of Financial Year 2014-15 during the year 2022 to the IEPF.
15. The Company had sent 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](http://www.speciality.co.in).
16. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years are liable to 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 Equity Shares, 1,191 Equity Shares and 1,532 Equity Shares of ₹ 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred in the year 2020, 2021 and 2022 respectively, to the IEPF Account, after following the prescribed procedure. 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 IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. The Company shall send a physical copy of the Annual Report 2022-23 to those Members who specifically request for the same at [investor@speciality.co.in](mailto:investor@speciality.co.in) mentioning their DP ID and Client ID. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.speciality.co.in](http://www.speciality.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
18. 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-fourth AGM.

19. 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. latest by Thursday, September 21, 2023 (upto 4.00 p.m.).

20. **Book Closure and Dividend:**

The Register of Members and the Share Transfer Books of the Company will be closed from **Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive)** for the purpose of AGM and reckoning the entitlement of dividend for the financial year ended March 31, 2023 if declared at the AGM.

The dividend of ₹ 2.50 (25%) per equity share of ₹ 10 each, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Monday, September 25, 2023 as under:

- (a) **For Shares held in electronic mode:** To all the Beneficial Owners as at the end of the day on Friday, September 15, 2023, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited.
- (b) **For Shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Friday, September 15, 2023.

For the members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to them.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/ Link Intime India Private Limited by visiting the link: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Friday, September 8, 2023 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered post 11:59 p.m. (IST) of Friday, September 8, 2023. For the detailed process, please click here: [https://www.speciality.co.in/pdf/annual\\_general\\_meeting/Communication\\_to\\_Shareholders\\_Initiation\\_of\\_Tax\\_deduction\\_on\\_Dividend.pdf](https://www.speciality.co.in/pdf/annual_general_meeting/Communication_to_Shareholders_Initiation_of_Tax_deduction_on_Dividend.pdf) and also refer to the email sent to Members in this regard.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2023 is sent separately to the Members of the Company whose e-mail addresses are registered with the Company/DPs.

Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA – Link In Time India Private Limited, latest by Friday, September 8, 2023 :

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the website of the Company at [www.speciality.co.in](http://www.speciality.co.in) and on the website of the RTA at <https://linkintime.co.in/downloads.html>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
  - i) Cancelled cheque in original
  - ii) Bank attested legible copy of the first page of the Bank Passbook/ Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

## 21. **Updation of PAN and other details:**

SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination by holders of physical securities through Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). Moreover, shareholders are encouraged to register their e-mail IDs to avail online services. The said forms are available on the Company's website at [www.speciality.co.in](http://www.speciality.co.in) and on the website of the RTA at <https://linkintime.co.in/downloads.html>.

In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, KYC details and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished.

Further, as per the above SEBI circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after December 31, 2025.

Accordingly, the Company has sent individual letters to the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination.

## 22. **Voting through electronic means:**

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.

The Remote e-voting commences on Tuesday, September 19, 2023 (from 09:00 a.m. Indian Standard Time, "IST") and ends on Thursday, September 21, 2023 (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 Friday, September 15, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

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.

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 i.e. Friday, September 15, 2023 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.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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 Friday, September 15, 2023.

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.

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.

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](http://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, in accordance with Regulation 44 of the Listing Regulations.



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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.*
4. 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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto: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 e mail 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](mailto: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](mailto: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](mailto: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" 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/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 Tuesday, September 19, 2023. The same will be replied by the company suitably. Queries that may remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
6. 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 from Friday, September 15, 2023 to Thursday, September 21, 2023.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The Company reserves the right to restrict the number of speakers, as appropriate, for smooth conduct of the AGM.
9. 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.
10. 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.
23. 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.
24. As per the provisions of Section 72 of the Companies 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.SH 13. 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.
25. The format of the Register of Members prescribed by the MCA under the Companies 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.

26. 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.
27. 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.
28. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
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, Link In Time India Private Limited (“Registrar” or “RTA”) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.

Place: Mumbai

Date: August 10, 2023

**Registered Office:** Uniworth House, 3A,  
Gurusaday Road,  
Kolkata 700 019

**CIN:** L55101WB1999PLC090672

**E-mail:** [corporate@speciality.co.in](mailto:corporate@speciality.co.in)

**Phone:** 033-22837964

**Website:** [www.speciality.co.in](http://www.speciality.co.in)

**By Order of the Board**  
For **Speciality Restaurants Limited**

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

### 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. 5 and 6 of Notice dated August 10, 2023.

#### Item No. 5: Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as a Managing Director of the Company:

1. Mr. Anjan Chatterjee was appointed as Managing Director of the Company at the meeting of the Board held on July 23, 2020 for a period of three years effective from December 27, 2020 up to December 26, 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 29, 2023 has, subject to the approval of the Members, approved re-appointment of Mr. Anjan Chatterjee as the Managing Director of the Company for a period of five years with effect from December 27, 2023 till December 26, 2028 (both days inclusive). The Board has also approved terms of remuneration payable to him during his tenure as Managing Director of the Company. The re-appointment of Mr. Anjan Chatterjee as Managing Director and terms of appointment 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. Anjan Chatterjee as 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. Anjan Chatterjee as 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. Anjan Chatterjee as 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. Anjan Chatterjee as 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 in the Resolution, subject to such further approvals as may be required under the Companies Act, or any modifications thereto.
5. Mr. Anjan Chatterjee, aged 64 years, holds a Bachelor's Degree in Science and Diploma in Hotel Management. He has been the Managing Director of the Company since 2007 and has an experience of over 35 years in the Advertising and Hospitality Industry. He was the Vice President of National Restaurants Association of India. He is an Independent Director of Emami Limited.
6. A draft letter of appointment of Mr. Anjan Chatterjee proposed to be issued by the Company to him in connection with his re-appointment as the 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. The Managing Director shall not be liable to retire by rotation.
8. The Managing Director shall act under the overall supervision and direction of the Board. Save as aforesaid, the Managing Director is vested with the management and control of the Company and is hereby authorised to exercise all the powers of management of the Company and its business save and except such powers as are required by law for the time being in force to be exercised by the Company in the general meeting or by the Board.
9. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee, Mrs. Suchhanda Chatterjee (Spouse) and Mr. Avik Chatterjee (Son) 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.
10. 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: Approval for Related Party Transaction and holding office or place of Profit:

11. Mr. Avik Chatterjee, whole-time director (son of Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee) of the Company, is considered to be holding the office or place of profit under Section 188 of the Companies Act.
12. The Board of Directors of the Company at its Meeting held on April 29, 2023 on recommendation of Nomination and Remuneration Committee and Audit Committee has considered and approved the increase in remuneration of Mr. Avik Chatterjee with effect from April 1, 2023 to ₹ 4.00 lakhs per month and payment of remuneration for financial year 2022-23 amounting to ₹ 7.50 Lakhs subject to the approval of Members at the AGM of the Company. The proposed increase in remuneration and incentive remuneration for financial year 2022-23 amounting to ₹ 7.50 Lakhs will be disbursed to him upon receipt of shareholders approval.
13. Pursuant to provisions of Section 188 of the Companies Act read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the approval of the Members is required for payment of remuneration beyond the limits prescribed under the aforesaid provisions of the Companies Act. The proposed remuneration would exceed the limit of monthly remuneration of ₹ 2.5 lakhs in terms of Clause (1) (f) of the Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

14. As the proposed remuneration will be beyond the prescribed limits under the Companies Act and rules made thereunder, the approval of Members is being sought for the same.

<b>Name of the related party</b>	<b>Mr. Avik Chatterjee</b>
Name of the director or key managerial personnel who is related, if any	Mr. Anjan Chatterjee, Chairman & Managing Director and Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.
Nature of relationship	Son of Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Incentive remuneration of ₹ 7.50 Lakhs for the Financial Year 2022-23 and Remuneration of ₹ 4 Lakhs per month with effect from April 1, 2023 includes basic salary, HRA and additional allowance per month, as decided by Board on the recommendation of Nomination and Remuneration Committee and the Audit Committee upto his term of appointment along with applicable perquisites, other allowances, commission and incentive remuneration as decided by the Board.</p> <p>In addition to the aforesaid basic salary and allowances, he 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.</p>
Brief Profile of Mr. Avik Chatterjee	<p>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 joined the Company as Head Innovation and New Formats with effect from November 7, 2015. He was appointed on Board of Directors of the Company as Executive Director - Innovation and New Formats with effect from February 3, 2020. He is also Director of Caterland Hospitality Ltd., Joint Venture Company and Speciality Hotels India Private Limited, wholly owned subsidiary company.</p> <p>He is spearheading the Company's launch of several new brands viz. "Hoppipola", "GONG", and "Episode One". He is responsible for development of new formats and setting up of process for its smooth operations and for the rebranding of flagship brand "Mainland China" and "Asia Kitchen by Mainland China", updating the vibe, menu and overall experience for a new generation. He brings to the table conceptualization of new brands, concepts &amp; 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.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	<p>Presently, he is drawing remuneration from the Company within the limit prescribed under the Companies (Meetings of Board and its powers) Rules 2014 i.e. upto ₹ 2.50 Lacs per month. Taking into consideration the size of the Company, the profile and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.</p>

15. None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Avik Chatterjee, 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. 6 of the Notice.
16. The Board recommends the resolution as set out under Item No. 6 of the accompanying Notice for approval of the Members to be passed as an ordinary resolution.

Place: Mumbai

Date: August 10, 2023

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

### Details of the Director seeking appointment or re-appointment at the 24<sup>th</sup> 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	Mr. Anjan Chatterjee	Mr. Indranil Chatterjee
Director Identification Number (DIN)	00200443	00200577
Date of Birth and Age	February 16, 1959, 64 years	April 22, 1960, 63 years
Date of First Appointment on the Board	December 1, 1999	August 18, 2005
Qualifications	Bachelor's Degree in Science and a Diploma in Hotel Management, Catering Technology and Applied Nutrition.	B.Com., Post Graduate Diploma in Business Management
Brief Resume	Mr. Anjan Chatterjee is a Chairman and Managing Director of the Company. He has been Director of the Company since December 1, 1999. He holds a Bachelor's Degree in Science from University of Calcutta and obtained a Diploma in Hotel Management, Catering Technology and Applied Nutrition from the State Council for Engineering and Technical Education, West Bengal. He has over 35 years of experience in the advertising and hospitality industry which includes training at The Indian Hotels Company Limited as a management trainee.	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. He brings to the table his well rounded management skills and strategic inputs for the Company's growth and expansion plans.
Current Designation	Chairman & Managing Director	Deputy Managing 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.
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
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	Chairman and Managing Director of Speciality Restaurants Limited Independent Director of Emami Limited	Deputy Managing Director of Speciality Restaurants Limited.
(ii) the Membership of Committees of the Board **	Speciality Restaurants Limited Audit Committee – Member Stakeholders Relationship Committee – Member	Speciality Restaurants Limited Stakeholders Relationship Committee – Member
(iii) Names of listed entities from which the person has resigned in the past three years	Nil	Nil
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 or their relatives except Mrs. Suchhanda Chatterjee, Whole Time 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.
No. of shares held in the Company including shareholding as a beneficial owner #	1,21,95,000	1,299



Name of the Director	Mr. Anjan Chatterjee	Mr. Indranil Chatterjee
Terms and conditions of appointment	Refer Item No.5 of the Notice of AGM dated August 10, 2023	Not Applicable since the Whole-time Director retires by Rotation and seeking re-appointment. Members have already approved appointment including terms of remuneration of Mr. Indranil Chatterjee as a Deputy Managing Director of the Company for a period of five years with effect from February 3, 2023 to February 2, 2028 at the 23 <sup>rd</sup> AGM held on August 25, 2023.
Details of remuneration sought to be paid	Refer Item No. 5 of the Notice of the AGM dated August 10, 2023	Not applicable
Last drawn remuneration	₹ 60,00,000/- for the financial year 2022-23.	₹ 35,50,000/- for the financial year 2022-23.
No of meetings of the Board attended during the financial year 2022-23	5 Meetings	7 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.