

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- 'UNI WORTH HOUSE', 3 A GURUSADAY ROAD NA
KOLKATA
Kolkata
West Bengal
700019
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

22/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Speciality Hospitality UK Limited		Subsidiary	100
2	Speciality Hospitality US, Inc		Subsidiary	100

3	Caterland Hospitality Ltd		Joint Venture	51
4	Foodland Ventures LLC		Joint Venture	50.5
5	Mainland China and Indigrill R		Joint Venture	49
6	Speciality Hotels India Private l		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	46,957,657	46,957,657	46,957,657
Total amount of equity shares (in Rupees)	600,000,000	469,576,570	469,576,570	469,576,570

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	60,000,000	46,957,657	46,957,657	46,957,657
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	469,576,570	469,576,570	469,576,570

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	7,000,000	0	0	0
Total amount of preference shares (in rupees)	70,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	7,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	70,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	51	46,957,606	46957657	469,576,570	469,576,570	
Increase during the year	0	10	10	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		10	10			
Shares converted from Physical to Demat for IEPF						
Decrease during the year	10	0	10	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	10		10			
Shares converted from Physical to Demat for IEPF						
At the end of the year	41	46,957,616	46957657	469,576,570	469,576,570	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE247M01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
---------------------------------------------	------------------------------------------

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
----------------------------------------------------	------------------------------------------

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	------------------------------------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
-------------------------------------------------	------------------------------------------	-------------------------------------------	------------------------------------------

Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
----------------------------	------------------------------------------

Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
----------------------------	------------------------------------------

Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
----------------------------------------------------	------------------------------------------

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	------------------------------------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
-------------------------------------------------	------------------------------------------	-------------------------------------------	------------------------------------------

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,749,733,184

(ii) Net worth of the Company

2,823,750,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	24,665,057	52.53	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	24,665,057	52.53	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	17,537,252	37.35	0	
	(ii) Non-resident Indian (NRI)	543,807	1.16	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,565,981	3.33	0	
10.	Others Clearing members,realtives	2,645,560	5.63	0	
	Total	22,292,600	47.47	0	0

Total number of shareholders (other than promoters)

23,546

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23,551

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	23,538	23,546
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	52.53	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	4	4	52.53	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anjan Snehmoy Chatter	00200443	Managing Director	12,695,000	
Suchhanda Anjan Chatt	00226893	Whole-time directo	11,970,000	
Indranil Ananda Chatter	00200577	Whole-time directo	1,299	
Avik Anjan Chatterjee	06452245	Whole-time directo	19	
Dushyant Rajnikant Mel	00126977	Director	1,280	
Ullal Ravindra Bhatt	00008425	Director	0	
Rakesh Kumar Pandey	00113227	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anita Bandopadhyay	08672071	Director	0	
Rajesh Kumar Mohta	AEZPM7254D	CFO	1,280	
Avinash Madhukar Kinh	ADMPK3419J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/08/2022	21,855	131	52.54
Extra Ordinary General Mee	18/01/2023	24,001	540	52.61

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	8	7	87.5
2	03/08/2022	8	8	100
3	20/10/2022	8	6	75
4	08/11/2022	8	7	87.5
5	21/12/2022	8	7	87.5
6	02/02/2023	8	7	87.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	08/02/2023	8	6	75

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	4	4	100
2	Audit Committee	03/08/2022	4	4	100
3	Audit Committee	20/10/2022	4	3	75
4	Audit Committee	08/11/2022	4	4	100
5	Audit Committee	21/12/2022	4	4	100
6	Audit Committee	08/02/2023	4	3	75
7	Stakeholders Forum	08/11/2022	3	3	100
8	Nomination Resolution	27/05/2022	4	4	100
9	Nomination Resolution	28/03/2023	4	4	100
10	Corporate Social Responsibility	14/10/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Anjan Snehm	7	5	71.43	7	5	71.43	Yes
2	Suchhanda Ar	7	2	28.57	1	1	100	Yes
3	Indranil Ananc	7	7	100	3	3	100	Yes
4	Avik Anjan Ch	7	6	85.71	0	0	0	Yes
5	Dushyant Rajr	7	7	100	9	9	100	Yes

6	Ullal Ravindra	7	7	100	11	11	100	Yes
7	Rakesh Kuma	7	7	100	10	10	100	Yes
8	Anita Bandopa	7	7	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anjan Snehmoy Ch	Chairman & Mar	6,000,000	0	0	0	6,000,000
2	Suchhanda Anjan C	Whole Time Dire	2,100,000	0	0	0	2,100,000
3	Indranil Ananda Ch	Deputy Managin	3,550,000	0	0	0	3,550,000
4	Avik Anjan Chatterje	Whole Time Dire	2,900,000	0	0	0	2,900,000
	Total		14,550,000	0	0	0	14,550,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajesh Kumar Moh	Chief Financial C	6,076,801	0	0	0	6,076,801
2	Avinash Madhukar I	Company Secre	2,799,996	0	0	0	2,799,996
	Total		8,876,797	0	0	0	8,876,797

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dushyant Rajnikant	Independent Dir	0	0	0	650,000	650,000
2	Ullal Ravindra Meht	Independent Dir	0	0	0	690,000	690,000
3	Rakesh Kumar Pan	Independent Dir	0	0	0	670,000	670,000
4	Anita Bandopadhya	Independent Dir	0	0	0	410,000	410,000
	Total		0	0	0	2,420,000	2,420,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Binita Pandey

Whether associate or fellow

Associate Fellow

Certificate of practice number

19730

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
INDRANIL ANANDA CHATTERJEE
DN: cn=INDRANIL ANANDA CHATTERJEE, o=Speciality Restaurants Limited, email=indrani@specialityrestaurants.com, c=IN
Date: 2023.11.17 13:20:13 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
AVINASH MADHUKAR KINHIKAR
DN: cn=AVINASH MADHUKAR KINHIKAR, o=Speciality Restaurants Limited, email=avinash@specialityrestaurants.com, c=IN
Date: 2023.11.17 13:20:38 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

SRL_MGT-8_FY-2022-23.pdf
Annexure MGT 7 IX Details of Meetings 20
Speciality_Restaurants_Limited_MGT7Anr
Speciality Restaurants LimitedSHT.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Speciality Restaurants Limited, CIN: L55101WB1999PLC090672**, (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2023.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately; and
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other Authorities are generally made within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors' or its Committees, if any, and the meetings of the Members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;



5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company remained closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive) for the purpose of AGM.
6. During the financial year, the Company has not given any advances/loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act.
7. Contracts/arrangements with related parties as specified in Section 188 of the Act is properly recorded and disclosed in the annual report of the Company.
8. During the period under review, the Company has not made any issue or allotment or buy back of securities/ redemption of preference shares or debenture/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances. However, the Company has complied with applicable statutes with regard to transfer or transmission of the equity shares.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. During the year under review the Board of Directors of the Company has recommended dividend at the rate of Rs. 2.50 per equity share of the Company.
11. During the period under review it was noted that the Company has credited unpaid dividend of Rs. 25,270 to IEPF and has transferred Equity shares 1,532 of Rs. 10/- on which the dividend remained unpaid or unclaimed for seven consecutive years to IEPF.
12. signing of Audited Financial Statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
13. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies (not applicable)/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
14. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; (not applicable during the financial year)
15. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;




16. During the year under review the Company had not accepted/ renewed/ repaid any deposits;
17. During the period under review, the company has not borrowed any money from its directors and members;
18. During the year under review, the Board of Directors of the Company at its Meeting held on October 20, 2022 approved the Scheme of Arrangement between Speciality Restaurants Limited ("Demerged Company") and Speciality Hotels India Private Limited ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, the rules and/ or regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), subject to requisite statutory approvals. The scheme envisages demerger of Leasehold Land at Bhubaneswar, Orissa allotted to the Company to set up 'food park' business to exploit growth potential of the Land. The Company has complied with Sections 230 to 232 and other applicable provisions of the Companies Act, the rules and/ or regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force).
19. During the year under review, the Members of the Company at Extraordinary General Meeting held on January 18, 2023 approved issuance of 60,00,000 warrants convertible into equity shares on preferential basis at a price of Rs. 212.05 per warrant in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") for an amount aggregating to Rs. 127.23 crores. The aggregate amount of the Issue will be utilized as per the objects of the Issue. The Company allotted 60,00,000 warrants convertible into equity shares on February 2, 2023 to the proposed allottees on preferential basis. The Company has complied with the applicable provision of ICDR Regulations.
20. Inter Corporate loans and Investments and Guarantee given under Section 186 of the Companies Act, 2013 during the period under review is properly complied with.



21. During the year under review, the authorized share capital of the Company increased from ₹ 58,00,00,000 (Rupees Fifty Eight Crores only) divided into 5,10,00,000 Equity Shares of ₹ 10 each and 70,00,000 compulsorily convertible preference shares of ₹ 10 each to ₹ 67,00,000 (Rupees Sixty Seven Crores only) divided into 6,00,00,000 Equity Shares of ₹ 10 each and 70,00,000 compulsorily convertible preference shares of ₹ 10 each.

Place- Kolkata
Date- 08-11-2023




Binita Pandey
Practicing Company Secretary
Membership No. A41594
Certificate of Practice. 19730
UDIN: A041594E001739730

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).