



SPECIALITY RESTAURANTS LIMITED

Corporate Identity Number (CIN): L55101WB1999PLC090672

Registered Office: Uniworth House, 3A, Gurusaday Road, Kolkata 700019.

Tel. No.: (91 33) 2283 7964

Corporate Office: Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate,
Off. New Link Road, Andheri West, Mumbai- 400053.

Tel. No.: (91 22) 6268 6700

Website : www.speciality.co.in; **Email:** corporate@speciality.co.in

To,
The Members

Speciality Restaurants Limited

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, April 9, 2024, at 9.00 a.m. (IST)	Wednesday, May 8, 2024, at 5.00 p.m. (IST)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any of the Companies Act, 2013, (the “**Companies Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Rules**”), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the MCA (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and other applicable provisions, of the Companies Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions, as set out hereunder, are proposed for approval of the Members of Speciality Restaurants Limited (the “**Company**”) by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (the “**Remote e-Voting**”).

The explanatory statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto (the “**Explanatory Statement**”).

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations; (iii) the SS-2; and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company www.speciality.co.in, on the website of NSDL, website of Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company or depositories, in accordance with the aforesaid MCA Circulars. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members of this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the remote e-voting system. Eligible Member, whose e-mail address is not registered with the Company or depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice. The remote e-voting period commences from 9.00 A.M. (IST) on Tuesday, April 9, 2024 and ends at 5.00 P.M. (IST) on Wednesday, May 8, 2024.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Wednesday, May 8, 2024. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The board of directors of the Company (the “**Board**”) has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: P2007WB067100) represented by Ms. Binita Pandey – Practicing Company Secretary, failing her Ms. Sumana Mitra – Practicing Company Secretary both Partners of M/s. T. Chatterjee & Associates (the “**Scrutinizer**”) as a scrutinizer to conduct Postal Ballot through remote e-voting process, scrutinize the voting and Remote E-voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act and rules made thereunder.

The Scrutinizer will submit their report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer’s Report will be announced by the Chairman or such person as authorized, on or before Friday, May 10, 2024. The same will be displayed on the website of the Company: www.speciality.co.in, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), where the Company’s equity shares are listed and be made available on their respective websites.

SPECIAL BUSINESS:

1. To approve the appointment of Mr. Rakesh Mathur (DIN: 02285801) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) and the Rules made thereunder and Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) and any other applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the appointment of Mr. Rakesh Mathur (DIN: 02285801), who has been appointed as an Additional Director (in the capacity of an Independent Director) of the Company, by the Board of Directors with effect from April 1, 2024 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Companies Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice from a member in writing under Section 160(1) of the Companies Act proposing his candidature for the office of a Director, be and is hereby approved by the Members as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from April 1, 2024 to March 31, 2029 (both days inclusive) not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations and the Companies Act and rules made thereunder, as amended from time to time, Mr. Rakesh Mathur (DIN: 02285801) be continued as an Independent Director of the Company for a term of five (5) years with effect from April 1, 2024 up to March 31, 2029 (both days inclusive) notwithstanding that on September 6, 2026 he attains the age of 75 years during the aforesaid tenure;

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to execute all such documents, instruments and writings, as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution.”

2. To approve re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 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 her candidature for the office of Director, the Members hereby approve the re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as the Whole-time Director of the Company (designated as Director - Interior and Design), liable to retire by rotation, for a period of five years with effect from July 1, 2024 upto June 30,

2029, on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called “NRC”) at their Meeting held on March 27, 2024 and the Board of Directors (the “Board”) at their Meeting held on March 27, 2024 on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. In the first year the basic salary shall be ₹ 87,500/- per month. Thereafter, the Board shall fix annual increments every year within the above ceiling in compliance with the Companies Act.

(ii) Allowances:

(a) House Rent Allowance: ₹ 43,750/- per month; and

(b) Additional Allowance: ₹ 43,750/- per month.

The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned in (i) above.

(iii) Perquisites:

In addition to the aforesaid basic salary and allowances, Mrs. Suchhanda Chatterjee shall be entitled to gratuity, mediclaim policy for herself and her family, personal accident insurance for herself and such other benefits in accordance with the rules of the Company. The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961, as amended and the rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.

(iv) Incentive Remuneration:

Such incentive remuneration not exceeding 100% of basic salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

(v) Commission:

Over and above the remuneration aforesaid, she shall be eligible for commission on the Net Profits as the Board may fix every year. Provided that the total remuneration including perquisites, incentive remuneration and commission shall be within the overall limits laid down in Section 197 and Section 198 of the Companies Act.

(vi) Sitting Fees:

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mrs. Suchhanda Chatterjee, subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board or any Committee authorised by the Board in this behalf, be and are hereby authorised to take such steps and to do all such acts, deeds, matters, things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution;

RESOLVED FURTHER THAT Mr. Anjanmoy Chatterjee, Chairman and Managing Director, Mr. Indranil Chatterjee, Deputy Managing Director and Mr. Avinash Kinkhikar, Company Secretary and Legal Head be and are hereby severally authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities.”

3. To approve the continuation of payment of remuneration to the Executive Directors of the Company being promoters or members of the promoter group of the Company pursuant to the provisions of the Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

“**RESOLVED THAT** pursuant to the provisions of the Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”), as per the terms and conditions approved by the Members of the Company for the payment of remuneration to the Executive Directors of the Company, who are promoters or members of promoter group, if the Company has no profits or if its profits are inadequate in any

financial year and the fees or remuneration payable to Executive Directors who are promoters or members of promoter group exceeds five (5) per cent of the net profits of the Company calculated as per the provisions of the Section 198 of the Companies Act, 2013, in any financial year, continuation of payment of fees or remuneration to the Executive Directors of the Company being part of promoters or members of the promoter group of the Company be and is hereby approved by the Members, till remainder period of term of their respective appointment;

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is here by authorised to do all such acts, deeds, matters and things as may be necessary, relevant and / or expedient for giving effect to this resolution.”

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution for Item No.1 to 3 of the Postal Ballot Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Companies Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Tuesday, April 2, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given in note no. 17 hereunder.
4. In accordance with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. Accordingly, Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.speciality.co.in, website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our remote e-voting agency i.e. NSDL E-Voting website at www.evoting.nsdl.com.
6. All documents referred to in the Postal Ballot Notice will be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period i.e. until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Wednesday, May 8, 2024. Members who wish to inspect such documents can send an e-mail to investor@speciality.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, with a self-attested copy of their PAN card attached to the email.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper having all India editions and Bengali newspaper with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company’s website: www.speciality.co.in.
9. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on Tuesday, April 2, 2024, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of remote e-voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
11. The remote e-voting will commence on Tuesday, April 9, 2024 at 09:00 a.m. IST and will end on Wednesday, May 8, 2024 at 5:00 p.m. IST. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

12. Members are requested to cast their vote through the remote e-voting process not later than 5:00 p.m. IST on Wednesday, May 8, 2024, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
13. The board of directors of the Company (the “**Board**”) has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: P2007WB067100) represented by Ms. Binita Pandey – Practicing Company Secretary, failing her Ms. Sumana Mitra – Practicing 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.
14. The Scrutinizer will submit their report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, on or before Friday, May 10, 2024. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
15. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.speciality.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Wednesday, May 8, 2024, i.e. the last date specified for receipt of votes through the remote e-voting process.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING 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 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
 - 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’.
 - 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:

- 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.
- Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.com. 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@speciality.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

Place: Mumbai

Date: March 27, 2024

By order of the Board of Directors
For Speciality Restaurants Limited

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013, FORMING PART OF THIS POSTAL BALLOT NOTICE

The following explanatory statement sets out all the relevant information relating to the business mentioned in this Notice as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, modified, replaced, substituted, re-stated and/or re-issued from time to time (the “Listing Regulations”).

Item No. 1: To approve the appointment of Mr. Rakesh Mathur (DIN: 02285801) as an Independent Director of the Company:

1. The Board of Directors at their meeting held on January 17, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rakesh Mathur (DIN: 02285801), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 1, 2024 for a term of five consecutive years i.e. upto March 31, 2029 (both days inclusive), under Sections 149, 150 and 152 of the Companies Act, subject to approval of the members of the Company.
2. Pursuant to Regulation 17(1C) of Listing Regulations, the Company is required to take approval of the shareholders for appointment of Mr. Rakesh Mathur as an Independent Director of the Company at the next general meeting or within a period of three months from the date of appointment, i.e. on or before June 30, 2024.
3. Mr. Mathur is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received notice under Section 160 of the Companies Act from a Member of the Company proposing his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Mathur.
4. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs.
5. Mr. Rakesh Mathur, is aged 72 years. Mr. Mathur would be attaining the age of 75 years on September 6, 2026. In terms of the provisions of Regulation 17(1A) of the Listing Regulations, for the continuation to hold office of the Independent Director of the Company by Mr. Mathur with effect from September 6, 2026 to March 31, 2029, consent of the Members is sought by way of a Special Resolution and the justification for continuing such appointment has been included below.

6. Brief profile of Mr. Rakesh Mathur is as follows:

Mr. Rakesh Mathur, aged 72, has over 40 years of extensive and varied experience in the hospitality industry. He has handled various assignments in India and abroad.

Mr. Mathur holds B.A. (Honours) degree with specialization in economics from Delhi University and diploma in hotel management from Oberoi Hotel, Affiliated to Cornell University, USA.

He Joined Oberoi Hotels as a management trainee in the year 1973 and has held key positions upto General Manager of Oberoi Palace, Shrinagar, Jammu and Kashmir.

He has held key positions like President of ITC Welcome Heritage Hotels, Executive Director – South and West Asia of BASS (now IHG) group, Director – Operations of Ambassador Group and General Manager of Centaur Group, Surya Sofitel etc. He was also involved in Strategy Advisory role for CG Group and Shangrila Group, Nepal. He is Strategy Advisor of Lords Groups, India.

He is a Founder and Current President of Responsible Tourism Society of India and Executive Committee Member of Indian Heritage Hotels Association and INTACH Tourism Committee.

7. Details of Mr. Rakesh Mathur, seeking appointment as an Independent Director of the Company, as required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard (SS-2) on General Meetings issued by The Institute of Company Secretaries of India are provided in the “Annexure” to this Notice.
8. Mr. Rakesh Mathur shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission as may be approved by the Board.
9. In the opinion of the Board, Mr. Rakesh Mathur fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.
10. The terms and conditions of the appointment and copy of draft letter of appointment of Mr. Rakesh Mathur shall be open for electronic inspection without any fee by the members of the Company during normal business hours on any working day of the Company until the last date for receipt of votes through e-voting process. Members seeking to inspect such documents can send email to investor@speciality.co.in.

11. Save and except Mr. Rakesh Mathur and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 1 of the Notice.
12. The Board recommends to the members of the Company the resolution set out under Item No. 1 of the accompanying Notice for approval of members as a Special Resolution.

Item No. 2: To approve re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company:

13. Mrs. Suchhanda Chatterjee was appointed as a Whole-time Director of the Company at the meeting of the Board held on June 23, 2021 for a period of three years effective with effect from July 1, 2021 up to June 30, 2024 (both days inclusive). The appointment was approved by the Members at the annual general meeting held on September 20, 2021.
14. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on March 27, 2024 has, subject to the approval of the Members, approved re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company for a period of five years with effect from July 1, 2024 till June 30, 2029 (both days inclusive). The Board has also approved terms of remuneration payable to her during her tenure as a Whole-time Director. The re-appointment of Mrs. Suchhanda Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to such other approvals, if any, under applicable laws. The Board, while re-appointing Mrs. Suchhanda Chatterjee as Whole-time Director of the Company, considered her background, experience, and contributions to the Company. The Board is of the view that the re-appointment of Mrs. Suchhanda Chatterjee as Whole-time Director, will greatly benefit the operations of the Company and the remuneration payable to her is commensurate with her qualifications and experience.
15. 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 Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company is subject to approval of the Members of the Company in the general meeting.
16. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic salary, Allowances, Perquisites, Incentive Remuneration and Commission as specified in the Resolution, subject to such further approvals as may be required under the Companies Act, or any modifications thereto.

17. Brief Profile of Mrs. Suchhanda Chatterjee is as follows:

Mrs. Suchhanda Chatterjee is a whole-time Director of the Company. She is also one of the Promoter Director of the Company. She has been Director of the Company since December 1, 1999. She holds a Bachelor's Degree in Arts from University of Calcutta. She has over 20 years of experience in the Hospitality industry.

She can be accredited with bringing uniformity in the ambience of each restaurant under a brand and creating a unique identity for each brand esp. the flagship brands under the Speciality Restaurants umbrella.

18. Pursuant to the Companies Act, if the Company has no profits or if its profits are inadequate in any financial year, the Whole-time Director of the Company shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule V of the Companies Act.
19. A draft of the letter of appointment proposed to be issued by the Company to Mrs. Suchhanda Chatterjee in connection with her re-appointment as a Whole-time Director of the Company setting out the terms and conditions of her re-appointment, including the remuneration payable, is available for e-inspection by the members until the last date for receipt of votes through e-voting process. Members seeking to inspect such documents can send email to investor@speciality.co.in.
20. Save and except Mrs. Suchhanda Chatterjee, Mr. Anjanmoy Chatterjee (who is the spouse of Mrs. Suchhanda Chatterjee) and Mr. Avik Chatterjee (who is the Son of Mr. Anjanmoy Chatterjee and Mrs. Suchhanda Chatterjee) to the extent of their shareholding interest in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 2 of the Notice.
21. The Board recommends the resolution as set out under Item No. 2 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 3: To approve the continuation of payment of remuneration to the Executive Directors of the Company being promoters or members of the promoter group of the Company pursuant to the provisions of the Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.:

22. At present, on the Board of Directors of the Company, there are three Executive Directors, Mr. Anjanmoy Chatterjee, Chairman and Managing Director and Mrs. Suchhanda Chatterjee, Whole-time Director are promoters of the Company and Mr. Avik Chatterjee, Whole-time Director is member of the promoter group.
23. The Regulation 17(6)(e) of the Listing Regulations, inter-alia stipulates that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company. The existing remuneration as approved by the Members of the Company payable to the aforesaid Executive Directors of the Company who are promoters or members of the promoter group does not exceeds 5 per cent of the net profits of the Company for the financial year ended March 31, 2023.
24. Approval of the members is sought by way of special resolution for continuation of the payment of remuneration to the Executive Directors, who are the promoters or members of promoter group, as per the terms and conditions of their respective appointment including remuneration till remainder of term of their respective appointment, as approved by the Members of the Company, if the Company has no profits or if its profits are inadequate in any financial year for the remuneration which may exceed five (5) percent of the net profits of the Company calculated as per the provisions of the Section 198 of the Companies Act, 2013.
25. Save and except Mr. Anjanmoy Chatterjee, Mrs. Suchhanda Chatterjee and Mr. Avik Chatterjee, to the extent of their shareholding interest in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 3 of the Notice.
26. The Board recommends the resolution as set out under Item No. 3 of the accompanying Notice for approval of the Members to be passed as a Special Resolution.

Place: Mumbai

Date: March 27, 2024

By order of the Board of Directors
For **Speciality Restaurants Limited**

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

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

Details of Director seeking Appointment / Re-appointment [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Rakesh Mathur	Mrs. Suchhanda Chatterjee
Director Identification Number (DIN)	02285801	00226893
Date of Birth and Age	September 6, 1951, 72 years	October 9, 1965, 59 years
Date of first appointment on the Board	April 1, 2024	December 1, 1999
Qualifications	<ul style="list-style-type: none"> B.A. (Honours) degree with Specialization in Economics from Delhi University Diploma in Hotel Management from Oberoi Hotel, Affiliated to Cornell University, USA. 	B.A.
Brief Resume	<p>Mr. Rakesh Mathur, aged 72, has over 40 years of extensive and varied experience in the hospitality industry. He has handled various assignments in India and abroad.</p> <p>Mr. Mathur holds B.A. (Honours) degree with specialization in economics from Delhi University and diploma in hotel management from Oberoi Hotel, Affiliated to Cornell University, USA.</p> <p>He Joined Oberoi Hotels as a management trainee in the year 1973 and has held key positions upto General Manager of Oberoi Palace, Shrinagar, Jammu and Kashmir.</p> <p>He has held key positions like President of ITC Welcome Heritage Hotels, Executive Director – South and West Asia of BASS (now IHG) group, Director – Operations of Ambassador Group and General Manager of Centaur Group, Surya Sofitel etc. He was also involved in Strategy Advisory role for CG Group and Shangrilal Group, Nepal. He is Strategy Advisor of Lords Groups, India.</p> <p>He is a Founder and Current President of Responsible Tourism Society of India and Executive Committee Member of Indian Heritage Hotels Association and INTACH Tourism Committee.</p>	<p>Mrs. Suchhanda Chatterjee is a whole-time Director of the Company. She is also one of the Promoter Director of the Company. She has been Director of the Company since December 1, 1999. She holds a Bachelor’s Degree in Arts from University of Calcutta. She has over 20 years of experience in the Hospitality industry.</p> <p>She can be accredited with bringing uniformity in the ambience of each restaurant under a brand and creating a unique identity for each brand esp. the flagship brands under the Speciality Restaurants umbrella.</p>
Current Designation	Additional Independent Director	Whole-time Director designated as Director-Interior & Design.
Nature of expertise in specific functional areas	Expertise in the Sales and marketing of Hospitality industry and development of organisation and service quality enhancement.	Expertise in the 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 the requirements	<p>The role and capabilities as required in the case of an independent director is well defined in the Nomination and Remuneration Policy of the Company on nomination, appointment and removal of director.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Rakesh Mathur and concluded that Mr. Mathur possess the relevant skills and capabilities to discharge the role of Independent Director.</p>	Not applicable

Name of the Director	Mr. Rakesh Mathur	Mrs. Suchhanda Chatterjee
Details of other Directorships / Membership / Chairmanship of the Committees of other Board*		
(i) Names of listed entities in which the person holds the Directorship and	Nil	Whole-time Director of Speciality Restaurants Limited
(ii) The Membership of Committee of the Board**	Nil	Nil
(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.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company except Mr. Anjanmoy Chatterjee, Chairman & Managing Director and Mr. Avik Chatterjee, Whole-time Director of the Company.
No. of shares held in the Company including shareholding as a beneficial owner [#]	Nil	1,19,70,000
Terms and conditions of appointment	Refer Item No. 1 of the Notice and Explanatory Statement.	Refer Item No. 2 of the Notice and Explanatory Statement
Details of remuneration sought to be paid	Mr. Rakesh Mathur will be paid sitting fee for attending meetings of the Board and Committees thereof of which he is a Member/ Chairman and commission which may be approved by the Board of Directors.	Refer Item No. 1 of the Notice
Details of remuneration last drawn (FY 2022-23)	Not Applicable	₹ 21,00,000/- for the financial year 2022-23.
No. of Board Meetings attended during FY 2023-24	Not Applicable	4

* 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.