

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Speciality Restaurants Limited
(L55101WB1999PLC090672)
'Uniworth House'
3 A Gurusaday Road
Kolkata 700 019
West Bengal

Sir,

I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of M/s. T.Chatterjee & Associates, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited, (hereinafter referred as the Company) at its meeting held on 14-05-2024, as the Scrutinizer to scrutinize the remote e-Voting of 25th Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) in terms of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of scrutinizing the process of remote e-Voting during the 25th AGM of the Company in respect of the Resolutions for consideration at the said AGM, do hereby submit my report as follows:

1. All the Resolutions for consideration at the 25th AGM were transacted through remote e-Voting, for which the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).
2. Members whose names were recorded in the Register of Members of the Company or on the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, 13th September, 2024, were entitled to cast their votes by remote e-Voting.

3. Remote e -voting commenced from Tuesday, 17th September 2024 at 9.00 a.m. (IST) and ended on Thursday, 19th September 2024 at 5.00 p.m. (IST).
4. After conclusion of the AGM the votes cast through remote e-voting were unblocked the same day at 17.50 PM (IST) in the presence of two witnesses, viz., Mr. Dinesh Gupta and Ms. Richa Pandey who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.
5. Based on the reports generated from the NSDL's e-voting website www.evoting.nsdl.com , which I have scrutinized, the consolidated results of voting are reported below:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the report of the board of directors of the Company (the "Board") and the auditor's report thereon.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
233	27024583	99.9969

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	833	0.0031

(III) **Invalid Votes**

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 2: Ordinary Resolution

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the auditor's report thereon.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
233	27025365	99.9998

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	51	0.0002

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

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Item No. 3: Ordinary Resolution

To declare a dividend of Rs. 1.00 (10%) per Equity Shares of the face value of Rs. 10 each, of the Company for the financial year ended March 31, 2024.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
232	27024582	99.9998

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	51	0.0002

(III) **Invalid Votes**

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 4: Ordinary Resolution

To appoint a director in place of Mr. Avik Chatterjee (DIN: 06452245), who retires by rotation and being eligible, has offered himself for re-appointment.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
229	27014205	99.9585

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
18	11211	0.0415

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 5: Ordinary Resolution

Re-appointment of M/s. Singhi & Co. (Firm Registration Number : 302049E) , Chartered Accountants as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years from conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting to be held in the year 2029

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
234	27024587	99.9969

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	829	0.0031

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



SPECIAL BUSINESS

Item No. 6: Special Resolution

Re-appointment of Dr. Anita Bandyopadhyay (DIN:08672071) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from February 3, 2025 to February 2, 2030 (both days inclusive)

Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
233	27024584	99.9969

(I) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	832	0.0031

(II) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 7: Special Resolution

Payment of remuneration to Non-Executive Directors not exceeding 1% per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 197 and 198 of the Companies Act 2013

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
230	27024513	99.9967

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
17	903	0.0033

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 8: Ordinary Resolution

Appointment of Mr. Aditya Ghosh (DIN: 01243445) as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from July 1, 2024

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
233	27024584	99.9969

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	832	0.0031

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 9: Special Resolution

Appointment of Mr. Utkarsh Sinha (DIN: 07809054), as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from July 1, 2024 to June 30, 2029 (both days inclusive) not liable to retire by rotation;

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
233	27024584	99.9969

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	832	0.0031

(III) Invalid Votes

No. of members	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

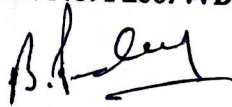
I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

The details of the members who vote "FOR" and "AGAINST" on each resolution is submitted electronically in a pen drive with the report.

Thanking you,

Yours faithfully

For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)



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

UDIN: A041594F001271460

Place: Kolkata

Date: 20-09-2024