

## NOTICE

Notice is hereby given that the twenty fifth (25th) annual general meeting (the “**AGM**”) of the members of **SPECIALITY RESTAURANTS LIMITED** (the “**Members**” and such company, the “**Company**”) will be held on Friday, September 20, 2024 at 3.30 p.m. (IST), through video conferencing (“**VC**”) / other audio visual means (“**OAVM**”) to transact the businesses as set out hereunder:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the report of the board of directors of the Company (the “**Board**”) and the auditor’s report thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the auditor’s report thereon.
3. To declare a dividend of ₹ 1.00 (10%) per Equity Shares of the face value of ₹10 each, of the Company for the financial year ended March 31, 2024.
4. 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.
5. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s. Singhi & Co., Chartered Accountants as the Statutory Auditors of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in the year 2029 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Companies Act), to examine and audit the accounts of the Company and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the Audit Committee, mutually agreed between the Board of Directors of the Company and the Statutory Auditors and in addition to reimbursement of all out of pocket expenses including applicable taxes as may be incurred by them during the course of the audit;

**RESOLVED FURTHER THAT** Mr. Anjanmoy Chatterjee, Chairman and Managing Director, Mr. Indranil Chatterjee, Deputy Managing Director and Mr. Avinash Kinshikar, Company Secretary and Legal Head be and are hereby severally authorized 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.”

### SPECIAL BUSINESS:

6. **Re-appointment of Dr. Anita Bandyopadhyay (DIN:08672071) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 read with Schedule IV, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25(2A) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Dr. Anita Bandyopadhyay (DIN: 08672071), who was appointed as an Independent Director of the Company for a period of five years up to February 2, 2025, being eligible and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from February 3, 2025 up to February 2, 2030 (both days inclusive);

**RESOLVED FURTHER THAT** Mr. Anjanmoy Chatterjee, Chairman and Managing Director, Mr. Indranil Chatterjee, Deputy Managing Director and Mr. Avinash Kinshikar, Company Secretary and Legal Head be and are hereby severally authorized 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.”

#### 7. Payment of remuneration to Non-Executive Directors:

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the Articles of Association of the Company, approval of the Members be and is hereby accorded to the payment of remuneration or annual remuneration or for any other purpose whatsoever 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, to all the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 1, 2024;

**RESOLVED FURTHER THAT** if the Company has no profits or its profits are inadequate in any financial year, the Company shall pay the remuneration to the Non-Executive Directors at such amount as may be determined in accordance with the provisions of Schedule V of the Companies Act and the Nomination and Remuneration policy of the Company and in the event, the Company is unable to comply with such provisions, with the previous approval of the Central Government in this regard;

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committees or general meetings, including travelling and other expenses, or for any other purpose whatsoever as may be decided by the Board and reimbursement of such expenses;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard.”

#### 8. Appointment of Mr. Aditya Ghosh (DIN:01243445) as Non-Executive Non Independent Director:

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

**“RESOLVED THAT** pursuant to provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Aditya Ghosh (DIN: 01243445), on recommendation of Nomination and Remuneration Committee and the Board of Directors was appointed as an Additional Director of the Company with effect from July 1, 2024 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(c) of the Companies Act, 2013 (the **“Companies Act”**) and who is eligible for appointment, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation with effect from July 1, 2024.”

#### 9. Appointment of Mr. Utkarsh Sinha (DIN:07809054) 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, Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) and the Rules made thereunder and Regulations 16(1)(b), 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. Utkarsh Sinha (DIN: 07809054), 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 July 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 appointed by the Members 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;

**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.”

Place: Mumbai

Date: August 6, 2024

**Registered Office:**

Uniworth House, 3A,  
Gurusaday Road,  
Kolkata 700 019

**CIN:** L55101WB1999PLC090672

**E-mail:** corporate@speciality.co.in

**Phone:** 033-22837964

**Website:** www.speciality.co.in

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

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

**Notes:**

1. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as “**MCA Circulars**”) has permitted the holding of the Annual General Meeting (“**AGM**”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (“**SEBI**”) vide its circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 (“**SEBI Circulars**”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).
2. In compliance with the provisions of the Companies Act, 2013 (the “**Companies Act**”), the Listing Regulations, MCA Circulars, SEBI Circulars, Secretarial Standard – II on General Meetings (“**SS-II**”) issued by The Institute of Company Secretaries of India and other applicable laws, if any, the 25<sup>th</sup> Annual General Meeting (“**Meeting**” or “**AGM**”) of the Company on Friday, September 20, 2024 at 3.30 p.m. (IST) will be held through VC / OAVM, which does not require physical presence of members at a common venue.
3. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Uniworth House, 3A, Gurusaday Road, Kolkata 700 019.
4. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 6, 7, 8 and 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. Pursuant to the provisions of Sections 112 and 113 of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM will be held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
6. The Explanatory Statement, pursuant to section 102 of Companies Act, 2013, setting out the material facts in respect of the business under item nos. 6 to 9 to be transacted at the AGM, as set out in this Notice is annexed hereto and forms part of this Notice.
7. Members attending the Meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
8. Institutional or Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (.pdf or .jpg Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC or OAVM on its behalf and to vote through e-voting. The said Resolution or Authorization shall be sent to Scrutinizer by e-mail through its registered email address to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in and investor@speciality.co.in, not later than 48 hours before the scheduled time of commencement of AGM. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. The Members can join the AGM in the VC or through OAVM, 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (“**NSDL**”) e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC or OAVM will be made available to at least 1,000 Members on a first come first served

basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 25<sup>th</sup> AGM without any restriction on account of first-come-first-served.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [investor@speciality.co.in](mailto:investor@speciality.co.in) latest by Thursday, September 19, 2024 (upto 4.00 p.m.).
11. Members can also write to the Company on or before Thursday, September 19, 2024 (upto 4.00 p.m.) for obtaining relevant documents through e-mail on [investor@speciality.co.in](mailto:investor@speciality.co.in). The same will be suitably replied to by the Company.
12. Members are requested to address all correspondence including dividend matters, to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 (the "Registrar" or "Transfer Agent").
13. Members holding shares in dematerialized form are requested to intimate any change in their address or email address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or email address or bank mandates to the Registrar of the Company.
14. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. The Company shall send a physical copy of the Annual Report 2023-24 to those Members who specifically request for the same at [investor@speciality.co.in](mailto:investor@speciality.co.in) mentioning their DP ID and Client ID. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.speciality.co.in](http://www.speciality.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
15. Documents for inspection will be available electronically, without any fee, from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to [investor@speciality.co.in](mailto:investor@speciality.co.in) stating their DP ID and Client ID or Folio No. latest by Thursday, September 19, 2024 (upto 4.00 p.m.).
16. Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, September 14, 2024 to Friday, September 20, 2024 (both days inclusive) for the purpose of AGM and reckoning the entitlement of dividend for the financial year ended March 31, 2024 if declared at the AGM.

The dividend of ₹ 1.00 per equity share of ₹ 10 each, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Monday, September 23, 2024 as under:

- (a) For Shares held in electronic mode: To all the Beneficial Owners as at the end of the day on Friday, September 13, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited.
- (b) For Shares held in physical form: To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Friday, September 13, 2024.

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

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/ Link Intime India Private Limited by visiting the link: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) on or before Friday, September 6, 2024 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered post 11:59 p.m. (IST) of Friday, September 6, 2024. For the detailed process, please click here: [https://speciality.co.in/pdf/pdf\\_4/Annual-General-Meeting/BSENSELetterDated12082024IntimationofTaxDeduction.pdf](https://speciality.co.in/pdf/pdf_4/Annual-General-Meeting/BSENSELetterDated12082024IntimationofTaxDeduction.pdf) and also refer to the email sent to Members in this regard.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2024 is sent separately to the Members of the Company whose e-mail addresses are registered with the Company/DPs.

Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividend directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA – Link In Time India Private Limited, latest by Friday, September 6, 2024:

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

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

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

#### 17. Updation of PAN and other details:

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

In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The relevant forms are available on the Company's website at [www.speciality.co.in](http://www.speciality.co.in) and on the website of the RTA at <https://linkintime.co.in/downloads.html>. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

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

18. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

## 20. Voting through electronic means:

In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM) through e-voting services provided by National Securities Depositories Limited (NSDL) on all resolutions specified in this Notice.

The Remote e-voting commences on Tuesday, September 17, 2024 (from 09:00 a.m. Indian Standard Time, "IST") and ends on Thursday, September 19, 2024 (at 5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Friday, September 13, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

Members will be provided with the facility for voting through electronic voting during the video conferencing proceedings during the AGM and Members participating during the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-voting.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only i.e. Friday, September 13, 2024 shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting for all those Members who are present during the AGM through VC or OAVM, but have not cast their votes by availing the e-voting facility. The e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.

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

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Friday, September 13, 2024.

The Board has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: P2007WB067100) represented by Ms. Binita Pandey – Company Secretary, failing her Ms. Sumana Mitra – Company Secretary both Partners of M/s. T. Chatterjee & Associates (the "Scrutinizer") as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman or in his absence to any other Director authorised by the Board after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), within two working days of the conclusion of the AGM.

The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting. The Result declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.speciality.co.in](http://www.speciality.co.in) and on the website of NSDL after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited, in accordance with Regulation 44 of the Listing Regulations.

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

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




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

#### **Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tchatterjeeassociates@gmail.com](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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](mailto:investor@speciality.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@speciality.co.in](mailto:investor@speciality.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@speciality.co.in](mailto:investor@speciality.co.in) latest by Tuesday, September 17, 2024. The same will be replied by the company suitably. Queries that may remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investor@speciality.co.in](mailto:investor@speciality.co.in) from Friday, September 13, 2024 to Thursday, September 19, 2024.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The Company reserves the right to restrict the number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.
10. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
21. Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, the details of Director seeking appointment or re-appointment at the AGM have been annexed to this Notice.
22. As per the provisions of Section 72 of the Companies Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://>

web.linkintime.co.in/KYC-downloads.html. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

23. The format of the Register of Members prescribed by the MCA under the Companies Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
24. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
25. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.
26. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Registrar or their depository participants, in respect of shares held in physical or electronic mode, respectively.
27. In terms of Amendment to Regulation 40 of the Listing Regulations, vide Gazette notification dated June 8, 2018 and the Securities and Exchange Board of India Notification dated November 30, 2018, which has mandated that the request for transfer of shares will be processed only if the shares are held in dematerialised form (DEMAT) (except in case transmission or transposition of shares) with effect from April 1, 2019. The Company has sent reminders to shareholders holding shares in physical form to dematerialise their shares promptly to avoid inconvenience. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/ transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link In Time India Private Limited ("Registrar" or "RTA") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.

Place: Mumbai

Date: August 6, 2024

**Registered Office:**

Uniworth House, 3A,

Gurusaday Road,

Kolkata 700 019

**CIN:** L55101WB1999PLC090672

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

**Phone:** 033-22837964

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

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

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

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Companies Act”), given hereunder sets out all the material facts relating to the Item No. 5 of the accompanying Notice dated August 6, 2024:**

1. This information is provided as an additional information to the Members.
2. M/s. Singhi and Co., Chartered Accountants (Firm Registration No. 302049E) were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the Twentieth Annual General Meeting until the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2024.
3. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.
4. M/s. Singhi and Co., Chartered Accountants is eligible for reappointment for a further period of five years. Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on May 14, 2024, approved the reappointment of M/s. Singhi & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in the year 2029 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Companies Act).
5. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
6. Considering the evaluation of the past performance, experience and expertise of M/s. Singhi & Co., Chartered Accountants and based on the recommendation of the Audit Committee and Board of Directors, it is proposed to re-appoint M/s. Singhi & Co., Chartered Accountants as Statutory Auditors of the Company to examine and audit the accounts of the Company for a second term of 5 (five) consecutive years from conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in the year 2029 in terms of the aforesaid provisions.
7. Brief profile of M/s. Singhi & Co., Chartered Accountants is as under:  
M/s. Singhi & Co., Chartered Accountants (FRN 302049E) is a Partnership firm which has been in profession for over seven decades. The firm has 7 locations, 25 partners and more than 500 people across the country in Mumbai, Kolkata, Delhi, Chennai, Bangalore, Ahmedabad and Guwahati. The firm audit several mid to large companies including several listed companies across India. The firm is also a member of Moore Stephens International, a leading global accounting network.
8. The Board of Directors recommends the ordinary resolution as set out at item no. 5 of the Notice for the approval of the Members. None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Companies Act”), given hereunder sets out all the material facts relating to the Special Business mentioned at Item Nos. 6 to 9 of the accompanying Notice dated August 6, 2024:**

**Item No. 6 - Re-appointment of Dr. Anita Bandyopadhyay (DIN: 08672071) as an Independent Director of the Company:**

9. Dr. Anita Bandyopadhyay (DIN: 08672071) was appointed as an Independent Director of the Company with effect from February 3, 2020, for a period of five (5) years up to February 2, 2025. The Members of the Company at the AGM held on September 22, 2020, approved appointment of Dr. Anita Bandyopadhyay as an Independent Director of the Company for a term of five years with effect from February 3, 2020 upto February 2, 2025 (“**First Term**”), not liable to retire by rotation.
10. The term of office of Dr. Anita Bandyopadhyay as an Independent Director is up to February 2, 2025. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Dr. Anita Bandyopadhyay as an Independent Director of the Company for a second term of five (5) consecutive years on the Board of the Company.
11. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given her background and experience and contributions made by her during the First Term, the continued association of Dr. Anita Bandyopadhyay would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Dr. Anita Bandyopadhyay as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years on the Board of the Company.
12. Dr. Anita Bandyopadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given her consent to act as a Director. She is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.
13. The Company has also received declaration from Dr. Anita Bandyopadhyay that she meets the criteria of Independence as prescribed both under Section 149(6) of the Companies Act and under the Listing Regulations.
14. The Company has received Notice in writing from a Member under Section 160 of the Companies Act, proposing the candidature of Dr. Anita Bandyopadhyay, for the office of Director of the Company.

15. The Board of Directors of the Company at their meeting held on May 14, 2024, on the recommendation of Nomination and Remuneration Committee of the Company, re-appointed Dr. Anita Bandyopadhyay (DIN: 08672071) as an Independent Director of the Company for second term of five (5) consecutive years commencing from February 3, 2025 to February 2, 2030, subject to approval of the Members of the Company.
16. Details of Dr. Anita Bandyopadhyay, seeking re-appointment as an Independent Director of the Company, as required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard ("SS-2") on General Meetings issued by The Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.
17. Dr. Anita Bandyopadhyay 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 Members.
18. The matter regarding the re-appointment of Dr. Anita Bandyopadhyay as an Independent Director was placed before the Board, based on the recommendation of the Nomination and Remuneration Committee, which commends her re-appointment as an Independent Director of the Company.
19. The terms and conditions of the re-appointment and copy of draft letter of re-appointment of Dr. Anita Bandyopadhyay shall be open for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day of the Company up to the date of the AGM.
20. In the opinion of the Board, Dr. Anita Bandyopadhyay fulfils the conditions specified in the Companies Act and the rules made thereunder for re-appointment as an Independent Director and is independent of the management of the Company.
21. Background and brief profile of Dr. Anita Bandyopadhyay:  
 Dr. Anita Bandyopadhyay is the Founder Director of KafeHR, a boutique strategic HR Consultancy Firm. With a career spanning over three decades, She has developed profound expertise in Leadership Development, Talent Management, Performance Management, and HR Processes.  
 Her way of looking at HR from a business perspective truly sets her apart from others. With her keen ability to understand business dynamics, she is able to provide strategic advice that is practical and implementable, which helps the organisation overcome obstacles and stimulate growth, thus taking the organisation further. She has a Doctorate in Applied Psychology from Kolkata University and an Executive MBA from SP Jain Institute of Management & Research, Mumbai.  
 She is also a Certified Leadership Facilitator and Coach. Anita is currently on the Board of Ami Organics Limited, Shilpa Medicare Limited and Vashi Integrated Solutions Limited as an Independent Director.
22. Accordingly, it is recommended to the Members of the Company to re-appoint Dr. Anita Bandyopadhyay as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from February 3, 2025 up to February 2, 2030 (both days inclusive) on the Board of the Company.
23. Save and except Dr. Anita Bandyopadhyay and her relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 6 of the Notice.
24. The Board recommends the Resolution set out under Item No. 6 of the accompanying Notice for approval of Members as a Special Resolution.

**Item no. 7- Payment of remuneration to Non-Executive Directors**

25. In view of Sections 149, 197, 198 and other relevant provisions of the Companies Act, and taking into consideration the roles and responsibilities of the Non-Executive Directors, it is proposed that the Non-Executive Directors be paid for each of the five financial years commencing from April 1, 2024 and extending upto and including the financial year of the Company ending on March 31, 2029 remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act. This remuneration will be distributed amongst all the Non-Executive Directors of the Company in accordance with the directions given by the Board, subject to the provisions of the Companies Act. This remuneration shall be in addition to the fee payable to the Non-Executive Directors for attending the meetings of the Board or its Committees or general meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of such expenses.
26. Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.
27. Accordingly approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act for payment of remuneration to the Non-Executive Directors of the Company for a period of five financial years commencing from April 1, 2024 and extending upto and including the financial year of the Company ending on March 31, 2029.

28. Subject to the approval of the Central Government if required, under Section 197 and Schedule V of the Companies Act and in accordance with the Nomination and Remuneration Policy of the Company, in case of inadequacy of profits or no profits, the Company shall pay remuneration to the Non-Executive Directors of the Company at such amount as may be decided by the Board within the prescribed limits under Schedule V of the Companies Act.
29. All the Non-Executive Directors and their relatives of the Company may be deemed to be concerned or interested in the Resolution set out at Item No. 7 of the Notice to the extent of the remuneration that may be received by them. None of the other directors or key managerial personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.
30. The Board recommends the resolution as set out at Item No. 7 for approval of the Members to be passed as a Special Resolution.

**Item No. 8- Appointment of Mr. Aditya Ghosh (DIN:01243445) as Non-Executive Non Independent Director:**

31. The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee of the Company, appointed Mr. Aditya Ghosh (DIN: 01243445) as an Additional Director in the capacity of Non Executive Non Independent Director of the Company with effect from July 1, 2024, up to the date of ensuing Annual General Meeting of the Company, liable to retire by rotation, subject to approval of the Members of the Company.
32. Pursuant to Regulation 17(1C) of Listing Regulations, the Company is required to take approval of the shareholders for appointment of Mr. Aditya Ghosh as Non Executive Non 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 September 30, 2024.
33. Mr. Aditya Ghosh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.
34. Background and brief profile of Mr. Aditya Ghosh:  
 Aditya Ghosh is a Business Leader and Co-Founder of Akasa Air. He is currently a Member of the Board of Directors at Akasa Air, OYO Hotels & Homes, GreenCell Mobility, Wadhvani Foundation, Tweet Foundation, and Ashoka University, amongst others. He is also an Independent Director at Ras Al Khaimah (RAK) International Airport and a member of Condé Nast Traveler's First-Ever Global Advisory Board.  
 He is the Chairperson of the Social Enterprise Central body of SEWA and the Chairman of the CII National Committee on Skill Development & Livelihood. He is one of the Founders of Ashoka University and a Member of the Circle of Sponsors where he heads the Service Excellence Committee.  
 Formerly, he was the President & Wholetime Director of IndiGo for ten years where he was instrumental in turning the airline into the largest and most profitable airline in India, and also one of the fastest-growing lowcost carriers in the world. Prior to becoming a Board Member at OYO, he was also the CEO of OYO Hotels and Homes South Asia.  
 Aditya is a World Economic Forum-Young Global Leader and has been recognized as Fortune 40 under 40 Globally and Fortune India 40 under 40 three years in a row. Aditya is a key supporter of the start-up world and has invested in consumer-facing businesses through his investment arm Homage Ventures such as Blue Tokai, Wholsum Foods, Genepath Diagnostics, CreditEnable, SpeakIn, Vsync, Juggernaut, Ladies Who Lead, EasyRes, Floqsta and Caterland UK, Chourangi.  
 Aditya is originally a lawyer by training and is now, an alum of the Harvard Business School, having successfully completed HBS' coveted and flagship Advanced Management Program (AMP).
35. The Company has also received a Notice in writing under Section 160(1) of the Companies Act from a member proposing the candidature of Mr. Aditya Ghosh for the office of Director.
36. The Company has received consent from Mr. Aditya Ghosh for his appointment as a Non-Executive Non Independent Director of the Company, who will be liable to retire by rotation.
37. Details of Mr. Aditya Ghosh, seeking appointment as a Non- executive Non Independent Director of the Company, as required under Regulations 26 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.
38. Mr. Aditya Ghosh 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.
39. The terms and conditions of the appointment and copy of draft letter of appointment of Mr. Aditya Ghosh 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.
40. Save and except Mr. Aditya Ghosh 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. 8 of the Notice.

41. The Board recommends the Resolution set out under Item No. 8 of the accompanying Notice for approval of Members as an Ordinary Resolution.

**Item No. 9 - Appointment of Mr. Utkarsh Sinha (DIN:07809054) as an Independent Director of the Company:**

42. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Utkarsh Sinha (DIN: 07809054), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from July 1, 2024 for a term of five consecutive years i.e. upto June 30, 2029 (both days inclusive), under Sections 149, 150 and 152 of the Companies Act, subject to approval of the members of the Company.
43. Pursuant to Regulation 17(1C) of Listing Regulations, the Company is required to take approval of the shareholders for appointment of Mr. Utkarsh Sinha 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 September 30, 2024.
44. Mr. Sinha 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. Sinha.
45. 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.
46. Brief profile of Mr. Utkarsh Sinha is as follows:  
Mr. Utkarsh Sinha is the Managing Director of Bexley Advisors - a boutique investment bank focused helping Indian venture capital and private equity funds raise LP capital, and facilitating early stage deals in tech and media. He has also served as Member, SIDBI Working Group on MSME Debt, the VC Anchor for iSpirt and as the Convenor of IAMAI's FinTech Committee.  
He is a graduate of MIT and Oxford, and formerly worked at BCG, Bridgewater Associates and Moelis & Co. in Boston, Connecticut and London.
47. Details of Mr. Utkarsh Sinha, 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.
48. Mr. Utkarsh Sinha 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.
49. In the opinion of the Board, Mr. Utkarsh Sinha fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act and Listing Regulations and eligible for appointment as an Independent Director.
50. The terms and conditions of the appointment and copy of draft letter of appointment of Mr. Utkarsh Sinha 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.
51. Save and except Mr. Utkarsh Sinha 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. 9 of the Notice.
52. The Board recommends to the members of the Company the resolution set out under Item No. 9 of the accompanying Notice for approval of members as a Special Resolution.

Place: Mumbai  
Date: August 6, 2024

**Registered Office:**

Uniworth House, 3A,  
Gurusaday Road,  
Kolkata 700 019

**CIN:** L55101WB1999PLC090672

**E-mail:** corporate@speciality.co.in

**Phone:** 033-22837964

**Website:** www.speciality.co.in

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

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

### Details of the Director seeking appointment or re-appointment at the 25<sup>th</sup> AGM

(Pursuant to the Regulations 26(4) and 36 (3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of Director	Mr. Avik Chatterjee	Dr. Anita Bandyopadhyay	Mr. Aditya Ghosh	Mr. Utkarsh Sinha
Director Identification Number (DIN)	06452245	08672071	01243445	07809054
Date of Birth and Age	February 15, 1992, 32 years	November 5, 1968, 56 years	July 27, 1975, 49 years	February 2, 1985, 39 years
Date of First Appointment on the Board	February 3, 2020	February 3, 2020	July 1, 2024	July 1, 2024
Qualifications	Bachelor's Degree in Business Administration from Kingston University, London.	Doctorate in Applied Psychology from Kolkata University and an Executive MBA from SP Jain Institute of Management & Research, Mumbai.	A lawyer by training and an alum of the Harvard Business School, having successfully completed HBS' coveted and flagship Advanced Management Program (AMP). He was conferred the Chevalier de l'ordre national du Mérite by the Embassy of France in India for his outstanding contribution towards strengthening Indo-French business relations, especially in the aviation sector.	Bachelor's degree in Science, Massachusetts Institute of Technology, USA and MBA from Oxford University, UK.
Brief Resume	Mr. Avik Chatterjee holds a Bachelor's Degree in Business Administration from Kingston University, London. During the period of his study at London had worked on the Project of Lounge Bars. He is Executive Director – Innovation and New Formats of the Company with effect from February 3, 2020. He is spearheading the Company's launch of several new brands. He is responsible for development of New Formats and setting up of process for its smooth operations. He brings to the table conceptualization of new brands, concepts & detailed analysis on prevailing trends in market, constant research and development towards food and beverage and identification of new markets and customer needs / preferences. Research and development towards food and beverage and identification of new markets and customer needs / preferences.	Please refer to Point No. 21 of Explanatory Statement.	Please refer to Point No. 34 of Explanatory Statement.	Please refer to Point No. 46 of Explanatory Statement.



<b>Name of Director</b>	<b>Mr. Avik Chatterjee</b>	<b>Dr. Anita Bandyopadhyay</b>	<b>Mr. Aditya Ghosh</b>	<b>Mr. Utkarsh Sinha</b>
Current Designation	Whole-time Director (designated as Executive Director – Innovation and New Formats)	Independent Director	Additional Non-Executive Non-Independent Director	Additional Independent Director
Nature of expertise in specific functional areas	Expertise in the Business and expansion, Governance and regulatory oversight, Sales and marketing of Hospitality industry	Please refer to Paragraph 21 of the Explanatory Statement to the Notice of the AGM dated August 6, 2024.	Expertise in the field of Business Strategy and expansion, Governance and regulatory oversight.	Expertise in the field of Capital Market, Finance and Banking.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	The role and capabilities as required in the case of an independent director is well defined in the Nomination and Remuneration Policy of the Company on nomination, appointment, and removal of director. The Nomination and Remuneration Committee of the Board has evaluated the profile of Dr. Anita Bandyopadhyay and concluded that Dr. Bandyopadhyay possess the relevant skills and capabilities to discharge the role of Independent Director.	Not Applicable	The role and capabilities as required in the case of an independent director is well defined in the Nomination and Remuneration Policy of the Company on nomination, appointment, and removal of director. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Utkarsh Sinha and concluded that Mr. Sinha possess the relevant skills and capabilities to discharge the role of Independent Director.
Details of other Directorships/ Membership/ Chairmanships of the Committees of other Boards*				

Name of Director	Mr. Avik Chatterjee	Dr. Anita Bandyopadhyay	Mr. Aditya Ghosh	Mr. Utkarsh Sinha
(i) Names of listed entities in which the person holds the Directorship and	Whole-time Director of Speciality Restaurants Limited	Independent Director of Speciality Restaurants Limited Independent Director of Ami Organics Independent Director of Shilpa Medicare Limited	-	-
(ii) the Membership of Committees of the Board **	Nil	Chairperson – Stakeholders Relationship Committee	-	-
(iii) Names of listed entities from which the person has resigned in the past three years	Nil	-	-	-
Disclosure of relationship with other Directors inter se, Manager, and other Key Managerial Personnel of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives except Mr. Anjanmoy Chatterjee, Chairman and Managing Director and Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.
No. of shares held in the Company including shareholding as a beneficial owner #	19	Nil	Nil	Nil
Terms and conditions of appointment	Refer Item No. 4 of the Notice of the AGM dated August 6, 2024.	Refer Item No. 6 of AGM Notice.	Refer Item No. 8 of AGM Notice.	Refer Item No. 9 of AGM Notice.
Details of remuneration sought to be paid	Not applicable since the Whole-time Director retires by rotation in this AGM. Members have already approved re-appointment including terms of remuneration of Mr. Avik Chatterjee as a Whole-time Director of the Company for a period of five years with effect from February 3, 2023 up to February 2, 2028 at the 23rd AGM held on August 25, 2022.	Refer Item No. 6 of the Notice of the AGM dated August 6, 2024.	Refer Item No. 8 of the Notice of the AGM dated August 6, 2024.	Refer Item No. 9 of the Notice of the AGM dated August 6, 2024.

<b>Name of Director</b>	<b>Mr. Avik Chatterjee</b>	<b>Dr. Anita Bandyopadhyay</b>	<b>Mr. Aditya Ghosh</b>	<b>Mr. Utkarsh Sinha</b>
Last drawn remuneration	₹ 48,00,000/- for the financial year 2023-24	Dr. Anita Bandyopadhyay will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member / Chairman and Profit related commission which may be approved by the Board of Directors.  Sitting Fees paid ₹ 4,60,000/- during Financial Year 2023-24 and Commission of ₹ 9,52,967/- for financial year 2022-23	Not Applicable	Not Applicable
No of meetings of the Board attended during the financial year 2023-24	6 Meetings	9 Meetings	Not Applicable	Not Applicable