

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L55101WB1999PLC090672

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	SPECIALITY RESTAURANTS LIMITED	SPECIALITY RESTAURANTS LIMITED
Registered office address	'UNI WORTH HOUSE', 3 A GURUSADAY ROAD, NA, KOLKATA, Kolkata, West Bengal, India, 700019	'UNI WORTH HOUSE', 3 A GURUSADAY ROAD, NA, KOLKATA, Kolkata, West Bengal, India, 700019
Latitude details	22.54	22.54
Longitude details	88.35	88.35

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Image.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****2M

(c) *e-mail ID of the company

*****rate@speciality.co.in

(d) *Telephone number with STD code

02*****00

(e) Website

www.speciality.co.in

iv *Date of Incorporation (DD/MM/YYYY)

01/12/1999

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

04/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Services activities	56	Food and beverage service activities	100

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

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

4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		10927982	Speciality Hospitality UK Limited	Subsidiary	100
2		803423900	Speciality Hospitality US, Inc	Subsidiary	100
3		12109778	Caterland Hospitality Ltd	Subsidiary	51
4	U55100WB1997PTC264485		Speciality Hotels India Private Limited	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**i SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	60000000.00	48235657.00	48235657.00	48235657.00
Total amount of equity shares (in rupees)	600000000.00	482356570.00	482356570.00	482356570.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Share Capital				
Number of equity shares	60000000	48235657	48235657	48235657
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600000000.00	482356570.00	482356570	482356570

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	7000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	70000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Share Capital				

Number of preference shares	7000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	70000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	39	48097618	48097657.00	480976570	480976570	
Increase during the year	0.00	138000.00	138000.00	1380000.00	1380000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	138000	138000.00	1380000	1380000	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div style="border: 1px solid black; width: 150px; height: 20px; margin: 5px 0;"></div>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	39.00	48235618.00	48235657.00	482356570.00	482356570.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

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

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

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

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

i *Turnover

4130760000

ii * Net worth of the Company

3286230000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	24165057	50.10	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <input type="text"/>				
	Total	24165057.00	50.1	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	18791515	38.96	0	0.00
	(ii) Non-resident Indian (NRI)	679095	1.41	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	79385	0.16	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2964027	6.14	0	0.00
10	Others <input type="text" value="others"/>	1556578	3.23		
	Total	24070600.00	49.9	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	4120
2	Individual - Male	9102
3	Individual - Transgender	0
4	Other than individuals	9617
	Total	22839.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	22024	22834
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	3	0	3	0	50.1	0
B Non-Promoter	1	4	1	6	0.00	0.00
i Non-Independent	1	0	1	1	0	0
ii Independent	0	4	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
Total	4	4	4	6	50.10	0.00

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

12

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ANJANMOY CHATTERJEE	00200443	Managing Director	12195000	
SUCHHANDA ANJAN CHATTERJEE	00226893	Whole-time director	11970000	
INDRANIL ANANDA CHATTERJEE	00200577	Whole-time director	1299	
ANITA BANDYOPADHYAY	08672071	Director	0	
RAKESH MATHUR	02285801	Director	0	
ADITYA GHOSH	01243445	Director	0	
UTKARSH SINHA	07809054	Director	0	
AVIK ANJAN CHATTERJEE	06452245	Whole-time director	19	
ULLAL RAVINDRA BHAT	00008425	Director	0	
RAKESH KUMAR PANDEY	00113227	Director	0	
AVINASH MADHUKAR KINHIKAR		Company Secretary	0	
RAJESH KUMAR MOHTA		CFO	1280	

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

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAKESH MATHUR	02285801	Additional Director	01/04/2024	Appointment
UTKARSH SINHA	07809054	Additional Director	01/07/2024	Appointment
ADITYA GHOSH	01243445	Additional Director	01/07/2024	Appointment
RAKESH MATHUR	02285801	Director	08/05/2024	Change in designation
UTKARSH SINHA	07809054	Director	20/09/2024	Change in designation
ADITYA GHOSH	01243445	Director	20/09/2024	Change in designation

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

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

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Meeting	01/07/2024	23720	68	55.62
Annual General Meeting	20/09/2024	24447	142	56.18

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2024	8	8	100
2	06/08/2024	10	9	90
3	14/11/2024	10	8	80
4	31/01/2025	10	10	100

C COMMITTEE MEETINGS

Number of meetings held

11

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee Meeting	14/05/2024	3	3	100
2	Audit Committee Meeting	06/08/2024	3	3	100
3	Audit Committee Meeting	14/11/2024	3	3	100
4	Audit Committee Meeting	31/01/2025	3	3	100
5	Stakeholder Relationship Committee	14/11/2024	3	3	100
6	Risk Management Committee	15/07/2024	4	3	75
7	Risk Management Committee	16/01/2025	4	3	75
8	Nomination Remuneration Committee	09/05/2024	3	3	100
9	Nomination Remuneration Committee	19/06/2024	3	3	100
10	Corporate Social Responsibility Committee	08/07/2024	4	4	100
11	Corporate Social Responsibility Committee	27/01/2025	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 04/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	ANJANMOY CHATTERJEE	4	4	100	5	5	100	Yes
2	SUCHHANDA ANJAN CHATTERJEE	4	2	50	2	2	100	No
3	INDRANIL ANANDA CHATTERJEE	4	4	100	3	1	33	Yes
4	AVIK ANJAN CHATTERJEE	4	4	100	0	0	0	Yes
5	ULLAL RAVINDRA BHAT	4	4	100	10	10	100	Yes

6	RAKESH KUMAR PANDEY	4	4	100	8	8	100	Yes
7	ANITA BANDYOPADHYAY	4	4	100	5	5	100	Yes
8	RAKESH MATHUR	4	4	100	2	2	100	Yes
9	ADITYA GHOSH	3	3	100	0	0	0	Yes
10	UTKARSH SINHA	3	2	66	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Anjanmoy Snehmoy Chatterjee	Managing Director	12000000	0	0	0	12000000.00
2	Suchhanda Anjan Chatterjee	Whole-time director	2100000	0	0	0	2100000.00
3	Indranil Chatterjee	Whole-time director	3600000	0	0	500000	4100000.00
4	Avik Anjan Chatterjee	Whole-time director	4800000	0	0	0	4800000.00
	Total		22500000.00	0.00	0.00	500000.00	23000000.00

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rajesh Kumar Mohta	CFO	5904200	0	0	0	5904200.00
2	Avinash Madhukar Kinhikar	Company Secretary	3025952	0	0	0	3025952.00
	Total		8930152.00	0.00	0.00	0.00	8930152.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
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1	Dushyant Rajnikant Mehta	Director	0	300000	0	0	300000.00
2	Ullal Ravindra Mehta	Director	0	300000	0	480000	780000.00
3	Rakesh Kumar Pandey	Director	0	300000	0	440000	740000.00
4	Anita Bandopadhyay	Director	0	300000	0	300000	600000.00
5	Aditya Ghosh	Director	0	0	0	150000	150000.00
6	Utkarsh Sinha	Director	0	0	0	100000	100000.00
7	Rakesh Mathur	Director	0	0	0	240000	240000.00
	Total		0.00	1200000.00	0.00	1710000.00	2910000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS Nil 2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Speciality Restaurants Limited	Bombay Stock Exchange Limited	13/09/2024	Regulation 162 of SEBI(ICDR) Regulations,2018	100000	NA
Speciality Restaurants Limited	National Stock Exchange of India Limited	12/09/2024	Regulation 162 of SEBI(ICDR) Regulations,2018	100000	NA

B *DETAILS OF COMPOUNDING OF OFFENCES Nil

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

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

22839

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder (1).xism

(b) Optional Attachment(s), if any

MGT 8-31-03-25 SRL.pdf

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

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

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

SPECIALITY RESTAURANTS
LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

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

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;

- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

SUMANA SUBHASH MITRA

Date (DD/MM/YYYY)

12/12/2025

Place

KOLKATA

Whether associate or fellow:

Associate Fellow

Certificate of practice number

2*9*5

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

00200577

* (b) Name of the Designated Person

INDRANIL ANANDA CHATTERJEE

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 09 dated* (DD/MM/YYYY) 11/08/2014 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*2*0*7*

*To be digitally signed by

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

8*6*

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

AB9827180

eForm filing date (DD/MM/YYYY)

17/12/2025

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

Form No. MGT-8

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

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **Speciality Restaurants Limited, CIN: L55101WB1999PLC090672**, (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2025.

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

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



5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company remained closed from Saturday, September 14, 2024 to Friday, September 20, 2024 (both days inclusive) for the purpose of AGM.
6. During the financial year, the Company has not given any advances/loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act.
7. Contracts/arrangements with related parties as specified in Section 188 of the Act is properly recorded and disclosed in the annual report of the Company.
8. During the period under review, the Company has not made any issue or allotment or buy back of securities/ redemption of preference shares or debenture/alteration or reduction of share capital/conversion of shares. However, the Company has allotted 1,38,000 equity shares on 06-08-2025 upon receipt of 75% amount of Warrant Exercise price pursuant to conversion of 1,38,000 warrants allotted by the Company on 02-02-2023. On the same date, i.e., 06-08-2025, the Company also approved the forfeiture of 25% of warrant subscription amount totaling to ₹ 25,03,60,440/-, in respect of 47,22,000 warrants for which the exercise option was not exercised by the warrant holders within the prescribed period as specified under SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018. The Company has complied with applicable statutes with regard to transfer or transmission of the equity shares.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Board of Directors of the Company has recommended dividend at the rate of Rs. 1 per equity share of the Company, for the financial year ended 31st March 2025.
11. During the period under review, the Company has not transferred any unpaid dividend or shares to the Investor Education and Protection Fund (IEPF).
12. Signing of Audited Financial Statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
13. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies /disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;



14. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
15. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
16. During the year under review the Company had not accepted/ renewed/ repaid any deposits;
17. During the period under review, the company has not borrowed any money from its directors and members.
18. Inter Corporate loans and Investments and Guarantee given under Section 186 of the Companies Act, 2013 during the period under review is properly complied with.
19. During the year under review the Company has not altered any of the provisions of the Memorandum or Articles of Association of the Company.
20. During the period under review, it has been noted that an application being no. (CAA) No. 217/KB/2023 filed under section under section 230 to 232 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 in respect of scheme of arrangement between Speciality Restaurants Limited (Demerged Company) and Speciality Hotels India Private Limited (Resulting Company) is still pending before the National Company Law Tribunal.

Place: Kolkata

Date: 12-12-2025



**For T. Chatterjee & Associates
Company Secretaries
FRN No. - P2007WB067100**

SUMANA
SUBHASH
MITRA

Digitally signed by
SUMANA
SUBHASH MITRA
Date: 2025.12.12
12:17:53 +05'30'

**CS Sumana Subhash Mitra
Partner
ACS:43291
COP: 22915
UDIN: A043291G002367437
Peer Review No. 7203/2025**