



**SPECIALITY
RESTAURANTS LIMITED**

CIN: L55101WB1999PLC090672 Email : corporate@speciality.co.in

Morya Land Mark - 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai 400 053
Tel. No. (022) 62686700 Website-www.speciality.co.in

July 1, 2024

To,
General Manager,
Listing Operations,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai - 400 001.

Vice President,
Listing Compliance Department,
National Stock Exchange of India Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

Scrip Code: 534425

Scrip Code: SPECIALITY

Dear Sir/ Madam,

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Sub: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Speciality Restaurants Limited ("Company") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") held on July 1, 2024.

We refer to our letter dated May 29, 2024, wherein the Company had submitted the notice of the meeting of the equity shareholders of Speciality Restaurants Limited vide order of the NCLT dated April 5, 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 passed in MA (Companies Act) 9/KB/2024 in CA (CAA) 217/KB/2023 (collectively, the "Order").

Pursuant to the Order in the Company Scheme Application No. MA (Companies Act) 9/KB/2024 in CA (CAA) 217/KB/2023 and in compliance with applicable provisions of the Companies Act, 2013 ("Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended from time to time, the meeting of the Equity Shareholders of the Company ("Members") was held on Monday, July 1, 2024, at 3.00 p.m. (IST) through video conferencing/other audio-visual means ('VC/OAVM') ("Meeting") to consider and approve the scheme of arrangement between the Speciality Restaurants Limited and Speciality Hotels India Private Limited and their respective shareholders and creditors ("Scheme"). The Scheme was approved by the Shareholders of the Company with requisite majority.

In this regard, please find enclosed the following:

- (i) Summary of the proceedings of the Meeting of the equity shareholders of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations enclosed as Annexure - A.



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- (ii) Results of the remote e-voting (prior to as well as e-voting during the meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations enclosed as Annexure - B.
- (iii) The Scrutinizer's Report dated July 1, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 enclosed as Annexure - C.

The Meeting concluded at 4.18 p.m. (IST).

The Voting Results along with the Scrutinizer's Report will also be available on the website of the Company at www.speciality.co.in and the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Yours sincerely,

For **Speciality Restaurants Limited**

AVINASH

MADHUKAR

KINHIKAR

Authorized Signatory

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AVINASH MADHUKAR
KINHIKAR
Date: 2024.07.01 18:48:42
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Name: Avinash Kinhikar

Designation: Company Secretary & Legal Head

Encl: As above



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Annexure - A

Summary of Proceedings of the Meeting of the Equity Shareholders of Speciality Restaurants Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') held on Monday, July 1, 2024.

The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the NCLT was held today, i.e., Monday, July 1, 2024, at 3.00 p.m. (IST) through video conferencing/other audio-visual means ('VC/OAVM') ('Meeting'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').

The Hon'ble NCLT vide its Order dated April 5, 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 had appointed Ms. Kiran Sharma, Advocate as the Chairperson of the Meeting ("Chairperson"). Accordingly, Ms. Kiran Sharma, Advocate presided over the Meeting as the Chairperson for the Meeting. She informed the Members that the Meeting was convened for Shareholders to consider and if thought fit, approve the scheme of arrangement between the Speciality Restaurants Limited and Speciality Hotels India Private Limited and their respective shareholders and creditors ("Scheme"). The requisite quorum being present, the Chairperson called the Meeting to order.

The Chairperson of the Meeting welcomed the Shareholders to the Meeting and informed the Hon'ble NCLT has appointed Ms. Sneha Khaitan, Practicing Company Secretary as the Scrutinizer of the Meeting to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.

All the Directors of the Company (except Mr. Indranil Chatterjee, Mr. Avik Chatterjee and Mr. Aditya Ghosh) were present at the Meeting through VC/OAVM from their respective locations introduced themselves to the Members.

The Chairperson then informed the Members that the Key Managerial Personnel of the Company, representative of M/s. T. Chatterjee & Associates, Practicing Company Secretaries, Secretarial Auditors were also present at the Meeting through VC.

Mr. Avinash Kinshikar, Company Secretary and Legal Head of the Company provided Members with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Members with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited. He further informed that the e-voting facility was also made available during the Meeting for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.



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The Chairperson informed that (a) the Notice of the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Amalgamation and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Members through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depository Participant(s)/Depositories as on Friday, May 24, 2024. In addition, the advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in newspapers, in accordance with the directions of the NCLT.

Since there was no requirement of physical attendance of the Members, Members were informed that the requirement of appointing proxies was not applicable. Further, it was informed to the Members that the documents that were referred to in the Notice were available for inspection in electronic mode for the Members, on request as well as made available on the website of the Company at www.speciality.co.in

With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairperson then briefed the Members regarding the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting during the Meeting:

Item No.	Details of the Resolution
1	Approval for the scheme of arrangement between the Speciality Restaurants Limited and Speciality Hotels India Private Limited and their respective shareholders and creditors

The Chairperson then invited the Members to express their views, ask questions and seek clarifications on the proposed scheme of arrangement. The Management of the Company responded to the questions asked and clarifications sought by the Members, as authorized by the Chairperson.

The Chairperson then authorized Mr. Avinash Kinshikar, Company Secretary and Legal Head, to carry out the e-voting process during the Meeting and conclude the Meeting. She further informed the Members that the voting results would be disseminated to the Stock Exchanges on which the Company's shares are listed and would also be made available on the website of the Company at www.speciality.co.in and NSDL at www.evoting.nsdl.com within 2 working days of the conclusion of the Meeting.

The Chairperson then thanked the Members for attending and participating at the Meeting. She also thanked the Board of Directors for joining the Meeting virtually.



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The remote e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon the completion of the remote e-voting process Mr. Avinash Kinhikar declared the Meeting as closed.

The Scrutinizer's Report was received after the conclusion of the Meeting on July 1, 2024, and as set out therein, the said resolution was declared as passed with requisite majority.

Yours sincerely,

For **Speciality Restaurants Limited**

AVINASH

MADHUKAR

KINHIKAR

Authorized Signatory

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AVINASH MADHUKAR
KINHIKAR
Date: 2024.07.01 18:49:08
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Name: Avinash Kinhikar

Designation: Company Secretary & Legal Head



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Annexure - B

Voting Results of the Meeting

Name of the Company	SPECIALITY RESTAURANTS LIMITED
Date of the Meeting	July 1, 2024
No. of shareholders as on the cut-off date (June 24, 2024)	23,720 as on Cut-off date - Monday, June 24, 2024
No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 2. Public:	Meeting was held through VC/OAVM.
No. of Shareholders attended the meeting through VC/OAVM: 1. Promoters and Promoter Group: 2. Public:	2 66

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Speciality Restaurants Limited

Resolution Required :Special			1 - To consider and approve the scheme of arrangement between the Speciality Restaurants Limited and Speciality Hotels India Private Limited and their respective shareholders and creditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24165057	24165019	99.9998	24165019	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24165019	99.9998	24165019	0	100.0000	0.0000
Public Institutions	E-Voting	856005	9379	1.0957	9379	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9379	1.0957	9379	0	100.0000	0.0000
Public Non Institutions	E-Voting	23076595	2578562	11.1739	2578336	226	99.9912	0.0088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2578562	11.1739	2578336	226	99.9912	0.0088
Total		48097657	26752960	55.6222	26752734	226	99.9992	0.0008

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Sneha Khaitan Jalan

Practising Company Secretary

46, B. B. Ganguly Street,

4th Floor, Kolkata- 700012

Phone No: +91 9903069745

Email Id :snehakhaitan90@gmail.com.

Scrutinizer's Report

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated April 5, 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Ms. Kiran Sharma, Advocate

The Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench, for the Meeting of the Equity Shareholders of **Speciality Restaurants Limited**

Sub : Consolidated Report of the Scrutinizer on the results of voting by Equity Shareholders of Speciality Restaurants Limited by way of remote e-voting and e-voting during the Meeting held on Monday, 1 July, 2024 at 03:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means, as per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated 5th April 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 passed in MA (Companies Act) 9/KB/2024 in CA(CAA) 217/KB/2023 ('Order').

Dear Madam,

1. I, Sneha Khaitan, Company Secretary in Practice (FCS:11977), and Partner, MR & Associates, appointed as a Scrutinizer for the purpose of meeting conducted as per directions and order of the National Company Law Tribunal, Kolkata ("Tribunal") dated 5th April 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 passed in MA (Companies Act) 9/KB/2024 in CA(CAA) 217/KB/2023 for ascertaining the result of the voting by the Equity Shareholders of the Company on the proposed resolution for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between Speciality Restaurants Limited ("the Company" or "Demerged Company") and Speciality Hotels India Private Limited ("Resulting Company") and their respective shareholders and creditors ('Scheme'), as detailed in the Notice convening the meeting of the Equity Shareholders of Speciality Restaurants Limited dated May 27, 2024 ("Notice").
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Order of the National Company Law Tribunal, Kolkata ("Tribunal") dated 5th April 2024 read with Corrigendum to the Order dated April 5, 2024 received on May 20, 2024 passed in MA (Companies Act) 9/KB/2024 in CA(CAA) 217/KB/2023 and the Companies Act, 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through remote e-voting and e-voting during the meeting through VC/OAVM by the Equity Shareholders of the Company on the Resolution contained in the Notice dated May 27, 2024 ("Notice").

3. My responsibility as Scrutinizer is to ensure that voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution based on the reports generated from e-voting system provided by National Securities Depository Limited, the agency appointed by the Company to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.
4. I do hereby submit my report as under:-
 - i. Pursuant to the aforesaid Order, the Company had provided its members the facility to exercise their votes on the Resolution proposed to be considered at the meeting through remote e-voting and also e-voting during the Meeting, for which purpose the Company had engaged the services of National Securities Depository Limited ('NSDL').
 - ii. The Shareholders of the Company as on the cut-off date i.e., Monday, June 24, 2024, were entitled to cast their vote either through remote e-voting and / or e-voting during the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting.
 - iii. The Voting through remote e-voting commenced at 9.00 a.m. on Thursday, 27th June 2024 and ended at 5.00 p.m. on Sunday, 30th June 2024, and the remote e-voting was disabled by NSDL thereafter.
 - iv. The Company had also provided the facility of e-voting to those equity shareholders present at the NCLT convened Meeting through VC/OAVM and who had not cast their votes by remote e-voting prior to the Meeting.
 - v. After conclusion of voting at the Meeting, the votes cast through remote e-voting and e-voting during the Meeting were unblocked on the day of the meeting in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company.
 - vi. I have relied on information provided by National Securities Depository Limited and Registrar and Share Transfer Agent of the Company, in relation to equity shareholders details including details regarding number of shares held and their respective voting details.
 - vii. The following resolution was considered at the Meeting for voting through remote e-voting prior to the meeting and e-voting during the meeting seeking approval of the equity shareholders of the Company are given below:

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("SEBI") and SEBI/ HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, as amended from time to time, read with the observation letters dated June 1, 2023 issued by BSE Limited and the National Stock Exchange of India Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and*

Articles of Association of the Company, and subject to the approval of the NCLT and / or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme of Arrangement and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Arrangement between Speciality Restaurants Limited, Demerged Company and Speciality Hotels India Private Limited, Resulting Company and their respective shareholders and creditors (the "**Scheme**" / "**Scheme of Arrangement**"), as per the draft enclosed to this notice, be and is hereby approved;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

5. Based on the reports generated from NSDL's e-voting website evoting@nsdl.com, the consolidated results of voting on the Resolution, are reported as under:

Particulars	No. of votes contained in						
	Remote E-Voting		E- voting during the meeting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Favour	134	26752430	12	304	146	26752734	99.9992
Against	9	221	1	5	10	226	0.0008
Total	143	26752651	13	309	156	26752960	100.00
Abstain / Invalid	0	0	0	0	--	--	--

6. Based on the foregoing, the Resolution for approval of the Scheme, as stated above, had been passed with requisite majority.
7. The electronic data and all other relevant records relating to remote e-voting and e-voting during the Meeting were forwarded to the Chairperson of the Meeting, appointed by the Hon'ble Tribunal and the Company Secretary of the Company.

Digitally signed by
SNEHA KHAITAN JALAN
Date: 2024.07.01
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CS Sneha Khaitan
[Sneha Khaitan Jalan]
[Scrutinizer appointed for the NCLT convened Meeting]
Practicing Company Secretary
FCS No. 11977
C.P. No: 14929
UDIN : F011977F000644961

Place: Kolkata
Date: 01.07.2024

Countersigned by :-

Digitally signed by
AVINASH MADHUKAR
KINHIKAR
Date: 2024.07.01
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