



SPECIALITY
RESTAURANTS LTD.

Morya Land Mark – 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai - 53
Tel No. (022) 6268 6700 Website. www.speciality.co.in

August 28, 2021

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 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Sub: Submission of the Annual Report for the financial year ended March 31, 2021.

The Twenty Second Annual General Meeting ("AGM") of the Company scheduled to be held on Monday, September 20, 2021 at 3.00 p.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the businesses, set out in the Notice convening the AGM in compliance with all applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder read with Ministry of Corporate Affairs (MCA) General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

Pursuant to Regulation 34 of the Listing Regulations, we enclose herewith a copy of the Annual Report along with Notice of the AGM and other Statutory Reports for the financial year ended March 31, 2021, which is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.





SPECIALITY
RESTAURANTS LTD.

Morya Land Mark – 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai - 53
Tel No. (022) 6268 6700 Website. www.speciality.co.in

The Annual Report for the financial year 2020-21 along with Notice of the 22nd AGM is uploaded on the website of the Company at www.speciality.co.in.

You are requested to kindly take the same on record.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
For Speciality Restaurants Limited


Authorized Signatory



Name: Avinash Kinhikar
Designation: Company Secretary & Legal Head

Encl: As above.

Annual Report 2021



SPECIALITY
RESTAURANTS LIMITED



Contents Overview

Our Mission	2
Curtain Raiser	2
Chairman & Managing Director's Perspective	4
Powered By Our Brands	7
What the Numbers Say	17
Board of Directors	19
Brand Presence	22
Company Information	24
Notice	25
Directors' Report	40
Management Discussion and Analysis	57
Report on Corporate Governance	66
Standalone Financial Statements	
Auditor's Report	87
Balance Sheet	94
Statement of Profit and Loss	95
Statement of Changes in Equity	96
Statement of Cash Flows	97
Notes to Financial Statements	99
Consolidated Financial Statements	
Auditor's Report	128
Financial Statements	133
Statement in Form AOC-1	168

Our Mission

To consistently provide world-class cuisine and experience at an affordable price. To create a dining experience whose uniqueness lies in elegance and refinement, brought alive by care and personalized service in a warm, vibrant environment, that makes everybody feel special.



Curtain Raiser

As you are all aware that last year has been extremely challenging due to impact of the unprecedented COVID 19 pandemic and the hospitality sector was probably one of the worst sufferers. Extended period of nationwide lockdown and stringent Covid protocols were put in place. However, your company was relatively quick to assess the situation and take decisive steps to minimise the damage, clean up the system, made drastic reduction in overhead costs and reorganised its structure and processes to be ready for the ‘new normal’ journey ahead.

While we took some hard decisions and closed down a few of our non-viable outlets, we added a new dimension to our business – operating ‘Kitchen-within- kitchens’ and independent Cloud kitchens’. This will be the new norm going forward where dine-in footfalls may remain challenged with more and more people preferring to order out or drop in for take-away. Moreover, the new Cloud Kitchens are mostly being taken as a built-up kitchen and so operating on a ‘plug & play’ model which requires very low investments and also helped us to reduce manpower costs, food costs due to rationalising the menu’s, low rental and maintenance charges and also reduction in overhead costs while increasing the reach of our brands in hitherto unrepresented markets thereby helping us to strengthen our brand equity. We have restarted all over again! But with more determination and renewed focus to beat the odds and better our performance than what we did over the last few years. We all know that food is the basic need of every human being and we strive to meet that need in the most satisfying way.

Speciality Restaurants Ltd. is the largest chain of restaurants in the fine dining sector with restaurants across India, UAE(Dubai), Qatar (Doha), Bangladesh and Tanzania (Dar e salaam) and soon to open in UK(London) and USA. Our flagship brand Mainland China serves authentic cuisine of Chinese provinces while it's younger and refreshed version ie. Asia Kitchen serves pan-Asian cuisine in a semi-casual dining format. Haka has been a recent addition to our Cloud Kitchen format in the same genre ie. haka style Chinese cuisine and which has shown good results in terms of revenue with wide range of quick bites and other value offerings primarily to a younger target audience in the mid-market segment and holds promise for dine-in formats also at a later stage which will help the company to scale its operations at lower costs.

The group's power brands include Oh! Calcutta serving authentic 300-year-old flavours of Calcutta, Sigree Global Grill offering unlimited serving of grills of the world over live grillers on each table while Sweet Bengal serves authentic Bengali sweets made with pure cow's milk by artisans from Bengal.



Chairman & Managing Director's Perspective

Anjan Chatterjee
Chairman & Managing Director

Dear Shareholders,

It gives me great pleasure to share with you, your Company's performance for the financial year 2020-21.

To state that the year 2020-21 was challenging would be putting it mildly as the whole world was caught grappling with an invisible enemy. The COVID 19 pandemic was so sudden and unprecedented that it wrecked havoc and sadly it's not the end of it. It had a significant impact not only on the human lives but also on their living. Almost all industries barring healthcare bore the brunt and the Hospitality industry was one of the worst sufferers. The global hospitality industry which was estimated to be worth over \$700 billion in 2020, has now been reforecasted to \$447 billion as a result of the coronavirus pandemic. The Indian hospitality industry has taken an estimated hit of over Rs 1.3 trillion which is approximately 75 per cent of the industry's revenue for the fiscal year 20-21 due to the Covid pandemic.

As the pandemic hit the country a nationwide lockdown was imposed, initially for two weeks which gradually got extended to over six months in some of the most affected states. This brought all activities to a standstill overnight with the whole population locked inside the four walls of their homes and so all our outlets also had to be shut down. Even when relaxations started trickling in between 3-6 months it was with severe restrictions of timing and capacity utilisation at restaurants on top of mounting overhead expenses and outgo in providing relief to our staff, severely affected our business specially in the first two quarters of the financial year.

We also had to take some hard decisions resulting in permanent closure of some outlets and booking substantial losses.

However, I am happy to state that your Company handled the crisis deftly taking several instinctive decisions that were extremely beneficial – first ensuring the safety of our staff by closing down operations temporarily, well before the government declared a nationwide lockdown and facilitated all our staff to leave and reach their respective homes. Secondly it focussed on strengthening the equity of its brands by ensuring business continuity and reaching out to consumers braving all odds. With a very limited staff strength we started delivery operations from just a few select outlets in each city. Interestingly, we had an ensemble of the kitchen team who were skilled in different cuisines of our brands. So as an experiment we started a new concept of operating 'kitchen-within-kitchen' ie. dishing out different menu's from our brand basket like Mainland China, Asia Kitchen and Oh!Calcutta from the Mainland China kitchen and that too with much less manpower. While deliveries were primarily through aggregators we also started our own deliveries following all covid protocols rigidly and maintaining highest standards of safety which soon was talked about on social media.



This was an eye opener and we realised that deliveries was a strategic move to survive in coming times. We also started identifying new independent ready kitchen locations and started operating them as 'Cloud Kitchens' which required negligible investment and minimum manpower strength and this would ultimately be the format in the short, mid and long term. The challenges have transformed our business model to create a new work order.

Since the most important ingredient of our business has been our people your Company has always been committed to look after them and their welfare. A Covid Care Committee was formed who responded to the needs of its employees around the clock. A special 'Corona Kavach' policy (Covid Insurance policy) including compensation in case of any fatality for the deceased family was taken for the first time over and above mediclaim coverage, vaccination done for all employees on rolls from private hospitals, foodgrain and basic necessities were sent across to various staff and providing subsistence allowance were some of the proactive measures taken to safeguard lives of our people.

Strategic decisions were also taken and executed with closure of unviable units, implementing aggressive cost control measures while bringing in change in service design, contactless ordering, rationalisation manpower requirements, renegotiations on aggregators commissions, securing waivers and concessions from owners on rental and maintenance charges. All these added up to help the Company to not only survive but it started showing positive results in Q3 and in Q4 we actually generated a positive EBIDTA, when dine-in was allowed.

Going Forward

Thankfully, when the second wave hit the country the lessons learnt from the first wave of the pandemic was invaluable as your Company was much more organised to handle the situation. Having made inroads and creating footprints with its brand basket offering multiple choices for consumers in markets where they were not present through its Kitchen-within-Kitchen and Cloud Kitchen formats and the results of these strategies will be felt in the current year. Your Company has planned to set up many more such Cloud Kitchens all over India in coming times while almost all its restaurants are operating currently as Kitchen-within-Kitchen formats.



Going forward your Company plans to dominate the asian cuisine space with it's bouquet of brands from Mainland China, Asia Kitchen, Haka, Zoodles with different offering at different price points to cater to different segments and slated to introduce another Asian food brand for which piloting is currently underway. Meanwhile Haka which was restricted as a dining outlet in Kolkata only is showing good colour as an additional Cloud Kitchen brand and holds promise as a dine-in brand for expansion in future catering to the mid-market segment.

It looks like the pandemic is now getting into an endemic situation and should quickly settle down with increased vaccination and hopefully that would lead to better footfalls at our outlets. Your Company is well prepared and have already taken some decisive steps like forming a separate vertical for food delivery business with renegotiated terms of food aggregator's commission and is geared up to get into a revival mode soon.

Despite all this turbulence there is a silver lining as restrictions in the UK has been eased and we should be in a position to start the operations of our flagship project, CHOURANGI, our first restaurant in London serving Calcutta food very soon.

The lessons learned are being pursued and put to practice in building a sustainable business matrix which would possibly be the backbone for a strong revival of the Company and I remain optimistic primarily because of the judicious measures we have taken to stem the impact of the pandemic and the swiftness with which we adapted to the new normal.

I would also like to take this opportunity to thank each and every stakeholder who has reposed their faith in us, employees, partners, customers and all stakeholders for their commitment and service to Speciality Restaurants. I would also like to thank the Board of Directors for their unstinted support.

Most importantly, I would like to thank you, shareholders, for your overwhelming trust, support and confidence in Speciality Restaurants Limited.

Warm Regards,

Anjan Chatterjee
(Chairman and Managing Director)



Our foundation, built on brands

Every brand of ours has created its own niche. They operate and constitute an important aspect of our strategic roadmap over the next several years and in this pandemic the exponential growth of our delivery business has reinforced our belief in the power of our brands. Our standard SOP's have allowed a smooth run for all the franchisee's and continuing this trend will inch us closer to near and long-term goals and success.

Flagship Brands

IF IT'S CHINESE, IT'S
**MAINLAND
CHINA**

If it's Chinese, It's Mainland China. Mainland China, flagship brand of Speciality Restaurants has acquired great reviews, acclaim, top of the mind recall and a loyalty among gourmets for over 25 years. Its offerings have the subtle blending of spices, perfect balance of Ying Yang flavours, the toss of the wok or the tempering of the sauces lend a unique flavour to its dishes brings harmony and contrasting aspects of Chinese cuisine. To its credit it has remained one of the most favoured and popular Chinese fine dining restaurant chain catering to the Indian taste buds.



Our Chefs at Mainland China excel at preparing authentic dishes that delight the taste buds. The crunchiness of the garlic pepper chicken, the spicy hot crab chilli, the crispy dim sums, the fish cooked in a light sauce tempered in spices that cool the palate, the gently tossed noodles, glistening with a rich sauce, the light fluffy fried rice, the piping hot soup ideal to whet your appetite will tempt you to sit back and enjoy a meal that takes you on a culinary journey from Sichuan to Jiangsu, to the bustling streets of Beijing.

Over the years it has won almost all the top awards in the country and has repeated it again winning the 'Best Chinese Restaurant' – Times Food and Nightlife Awards 2021.



Welcome to a culinary journey through the food streets of Asia! Experience the ambient set up and the 'open live kitchen view', a first of its kind, where our Master Chefs braise, blend, toss, temper and whip up signature delicacies inspired from regions of Asia and beyond. The open live kitchen is one of the most intriguing aspects of this brand, where you can experience first-hand the magic that the chefs create which can equal any work of art promising a gastronomic adventure into the streets of Asia and beyond

Riding on the tremendous response, appreciation and popularity from its first outlet in Dubai at Burjuman Mall the second outlet in Dubai is scheduled to open shortly.

It has won the prestigious Times Food and Nightlife Awards 2021 in the category of 'Best Oriental Restaurant-Casual Dining'.



Core Brands

Oh! Calcutta

— The Taste of Joy —

The challenge of Oh! Calcutta's cuisine was to recreate the lost taste of the 300 year old recipes of traditional dishes. Our master chefs researched and unearthed those authentic recipes and recreated them for the modern generation. Since then, Oh! Calcutta has been one of the most talked about traditional fine dine restaurants.

With a rare cuisine that celebrates Calcutta's melting pot of cultures, Oh! Calcutta's appeal reaches out to food connoisseurs far beyond Bengali's looking for their home flavours. It's a resurrection of 300-year-old recipes well researched to give a contemporary expression in the form of grilled and steamed specialties, deftly balancing the traditional flavours with amalgamation of authentic ingredients and spices to appeal to a global audience. Keeping the elegance and creativity of the cuisine at heart, the brand is constantly pushing the envelope for the newer experiences of traditional flavours.

It has again won 'Best Bengali Restaurant' – Times Food and Nightlife Awards 2021.



sigree
GLOBAL GRILL



Sigree Global Grill has emerged as a popular brand, offering unlimited helpings of a variety of grills and kebabs it brings to you a varied array of multi-cuisines inspired from the Mediterranean, European, Mexican and Indian regions, enough to tempt the strictest of weight watchers to indulge in a pure orgy of flavours. The buffets with live grills on the table have become an extremely popular motivation for diners to take the family out for a sumptuous meal.

It has won the Times Food and Nightlife Awards 2021 for ‘Best Buffet Restaurant’.

Power Brands

Hoppipola offers a fun filled experience to the young target audience who constitute the majority of a growing market of young and independent diners.

Hoppipola offers ample Mediterranean and contemporary Indian flavours in the form of finger food, thin crust Pizza’s and bar nibbles. Innovative mocktails at the lively Bar also add to the funky menu sprinkled with some innovative games it creates a different experience altogether.



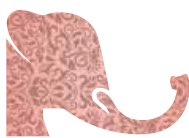
CAFÉ MEZZUNA

ALL DAY RESTO BAR



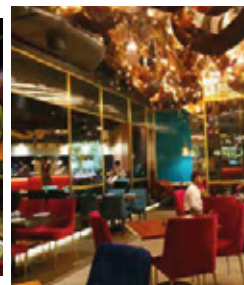
Café Mezzuna, explores the world of Mediterranean, Italian, Spanish and French flavours. The restaurant has a plush laid-back setting perfect for lazy dinners and extended lunches where the conversation flows in no particular sequence as does the food chosen and served. It will remind you of the trattorias of Italy, and the lazy afternoons by the blue Mediterranean! It's thin crust Pizza's, cocktail Burgers and Grills are some of the most talked about in town.

It has won 'Best Global-Premium Dining' – Times Food and Nightlife Awards 2021.



RIYASAT

Royalty Inspired Indian Dining



Riyasat is usually an Arabic word which means “Estate” or “Empire”. Infused with a ‘contemporary’ Indian cuisine – Riyasat is a story woven through royal celebrations and victories and is inspired from the stately homes of the royal families of the 19th century. The cuisine is inspired from the North-western frontiers that is vibrant, robust and encompasses the healthier culinary techniques and dining experiences to blend in with the changing time and trends. Though it has just one operating outlet currently in India it was tried in Doha and the food was liked so much that the brand was franchised and has been a raging success out there at St. Regis Hotel.

It has won 'Best North Indian - Premium Dining' – Times Food and Nightlife Awards 2021.

Sweet Bengal

Heavenly sweets



Created by Bengal's finest master craftsmen, Sweet Bengal's legacy dates back in 1995. Since then, every sweet delicacy created here has brought in a special and unique taste along with the heritage of Calcutta's historic nuances.

It has been a satisfying and soulful journey in making your moments sweet and special. After receiving tremendous response in Mumbai, the Company has started expanding and spreading its sweetness in Pune.

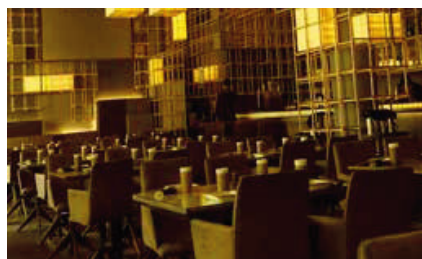
It has won the Times Food and Nightlife Awards 2021 for 'Best Mithai-Casual Dining'.

Other Brands



GONG has been a very successful innovation and addition to our brand basket offering some outstanding Asian fusion dishes like Asian Crab Ravioli, Asparagus Crisp Rolls or the Chilean Sea Bass in Tamari Soy. It is intriguing you with its tantalizing tastes and completely nouveau recipes!

The interiors are pure Japanese style architecture and design with dynamic lighting and intense quiet dining spaces that have soft luxuriant seating arrangements.



EPISODE ONE



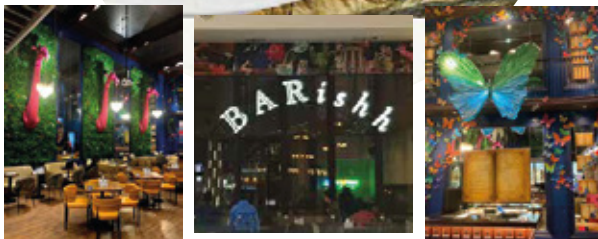
Fusing a legacy that has been around for three decades with innovation & all things new, Episode One is a one of a kind experiential bar and dining space in Powai, Mumbai. It is a modern day take on the Gymkhanas and Clubs of yesterday, thereby making it a space for the conventional and unconventional people of today - a space meant for everyone. It desires to build a creative community bringing together like-minded individuals from all walks of life including art, music, fashion, films, media, technology and more.

BARishh



A place that is vibrant and chic, with stunning decor, a splash of pop colours that spell youthful and comes a breath of fresh air... sip on some house-special gin concoctions and celebrate all things millennial with a touch of "ishh". BARishh.

The entire food menu is derived out of Indian ingredients with a western touch to it making global in presentation. There is nostalgia everywhere but with a modern- 'ish' touch. Created by international mixologists, one needs taste The Juniper Drink a focal point of the tippie menu with not just cocktails but innovative gin infusions featuring on it.



BARishh is for the modern Indian youth who loves living in the grey areas of life where it's very non-committal... a zone we all live in.



Tasty Tasty Chinese



Haka offers you exactly what your fast-paced city life and the crunched leisure time permits. Currently there are just two dine-in outlets in Kolkata but we have tasted success with a brand extension pan India as only a delivery model from our Cloud Kitchens.

True to its name Haka is famous for its haka style south-eastern Chinese cuisine in a mouth-watering array of choices. The décor is simple but, stylish just for Gen X Its minimalistic look is complemented by the décor on the walls, reminiscent of contemporary art styles prevalent in China. The service is really fast and the music is foot tapping. Most importantly it's affordable and gives you a value for money feel at the end of your meal.



Flame and Grill offers that unique experience that brings the very tandoor to your table sizzling and hot, ready to be sampled with the array of sauces pre-served on your table.

It's an unlimited fixed price buffet offering an exciting array of veg and non-veg options which will leave you with.

The attractive décor reflects the spice land of India with soft lighting and comfortable seating and with a lot of vibrancy, just perfect for a relaxed meal with your loved ones. The recipes are passionately created by the chefs with inspiration from the royal kitchen recipe manuals coupled with their own innovations on the same.

sigree

At the uniqueness of Sigree lies in its menu items which are cooked over slow charcoal fire with a melange of flavours from North Western India using fresh and pure ingredients. The subtle lighting suited with the ambient decor will definitely transport you to the era of the Nawabs and Sultans, where the sound of the ghungroo, table and the Sarangi will reverberate in unison to glory.



Experience the dining in wild. Be it a break from the mundane routine of everyday life or experiencing an adventure of a lifetime, we give you an opportunity to take a trip to the animal kingdom eventually foraging into a tropical paradise.

JUNGLE SAFARI

WILD DINING

Flickering of lights that turn into mimic lighting as you step into the restaurant. Furnished with a thick foliated wall and tree trunks nicely quipped with a green canopy overhead provides the look and feel of the space. In short providing a JUNGLE SAFARI with a wild dining experience.

DARIOLE

Bakery & Confectionery

It's a chain of Confectionery from the house of Speciality Restaurants, with offerings from our master bakers in the state-of-the art bakery creating little masterpieces with flours and ingredients sourced locally.

Dariole is a cosy and affectionate neighbourhood confectionary and café, where the city's best croissants, buns, puffs, wraps, cakes, cookies, pastries and breads are born every day.





New Brand

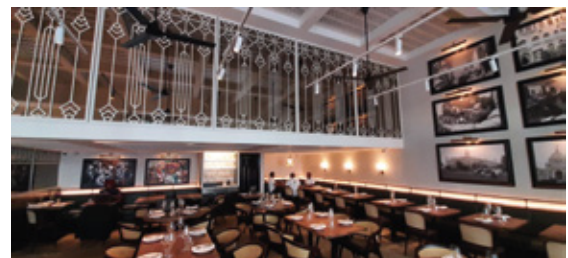
CHOURANGI

Chourangi is the first venture of Speciality Restaurants through its subsidiary, in the city of London. It promises to introduce London's discerning food lovers to the unexplored cuisine of Calcutta – three centuries old and still evolving, bursting with taste and flavours that have never before been encountered in this city.

The décor has also been carefully thought out and designed to capture the diversity of the city over centuries with the iconic 'Indian Coffee House' feel of the Howrah Bridge Wall as the gate way to the city, the iconic Tolly Club and Bengal Club or the Royal Turf Club settings, louvre walls with a mix of jazz and Bengali light instrumentals in the background to set the mood for discerning diners to soak up the experience.

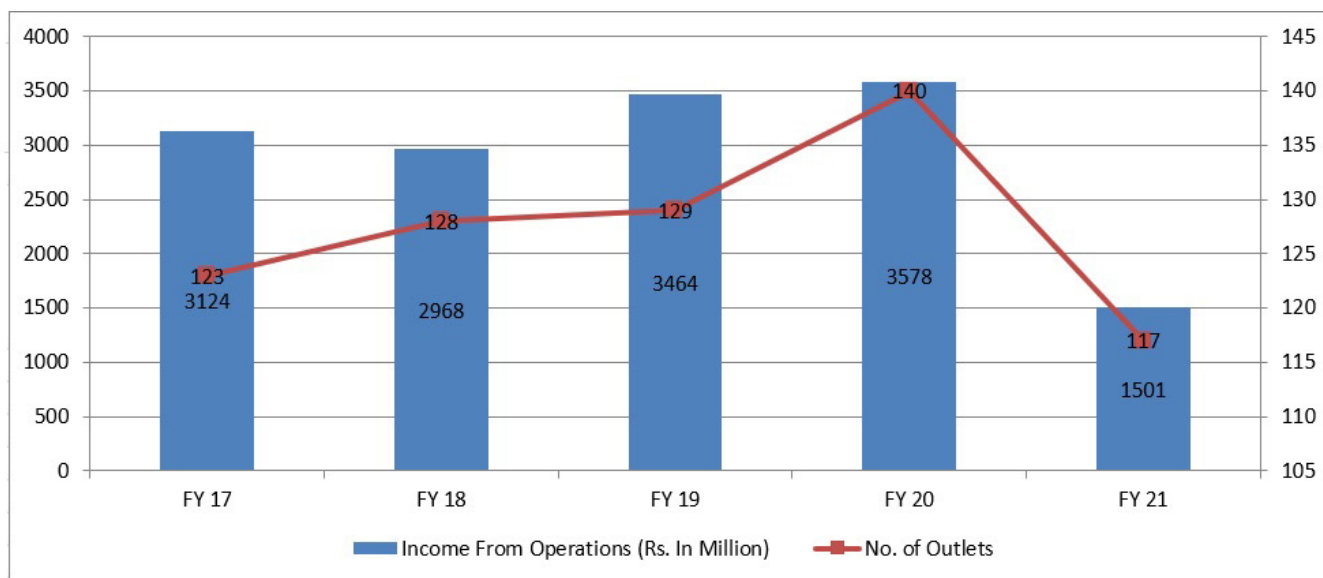
The food offering is a culinary mix of street food and the heritage cuisine of the Sahib's/Mughals, with subtle influences of the French and British. Its Calcutta cuisine features adventurous new ingredients, flavours and cooking methods— interwoven with 300 years of colourful history and stories giving the people of London an experiential taste of Calcutta.

That's Chourangi's Calcutta cuisine. Subtle, yet utterly unprecedented and unexplored. Soon to be explored in the city of London.

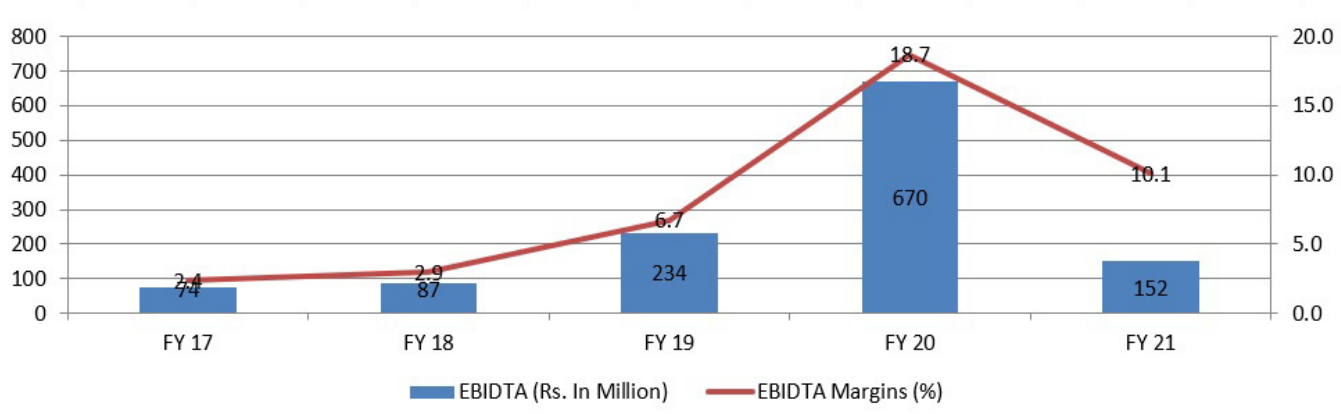


What The Numbers Say

Total Income From Operations and Outlets

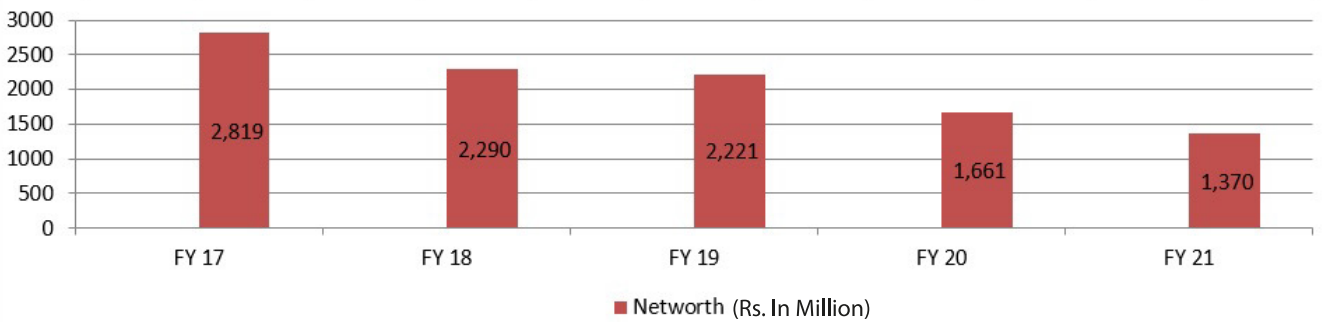
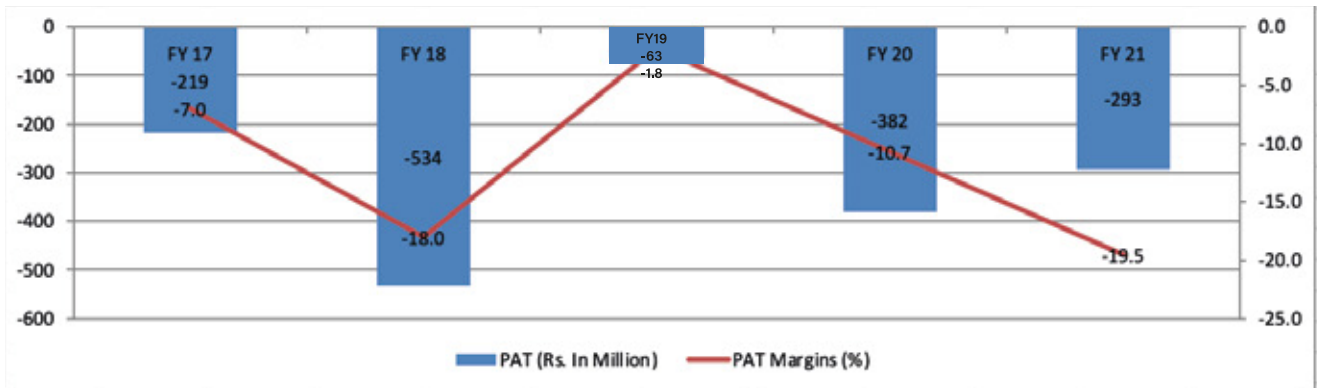


EBIDTA And EBIDTA Margins





PAT And PAT Margins



Board of Directors

Anjan Chatterjee **Chairman & Managing Director**

With a Bachelor's Degree in Science, Mr. Anjan Chatterjee is the Promoter-Director of the Company. He has topped it with a Diploma in Hotel Management, Catering Technology and Applied Nutrition and his experience spans over 30 years in the advertising and hospitality industry. With a hands-on management style, he is responsible for spearheading the company's expansion strategy.

Indranil Ananda Chatterjee **Deputy Managing Director**

Mr. Indranil Chatterjee holds a Bachelor's Degree in Commerce and a Post Graduate Diploma in business management with over 30 years of experience in finance and marketing. He brings to the table his well-rounded management skills and strategic inputs for the Company's growth and expansion plans.

Suchhanda Chatterjee **Whole-time Director**

She is also the Promoter Director of the company and holds a Bachelor's Degree in Arts with over 20 years of experience in the hospitality industry. She can be accredited with bringing uniformity in the ambience of each restaurant under a brand and creating a unique identity for each brand esp. the flagship brands under the Speciality Restaurants umbrella.

Avik Chatterjee **Whole-time Director**

He 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 Head – Innovation and New Formats of the Company with effect from November 2015 and spearheading the Company's launch of several new brands

viz. POH (Progressive Oriental House), Hay and the latest being Episode One. Now inducted as a Director, he brings to the table conceptuals of new brands, with detailed analysis on prevailing trends in market after constant research and development on food and beverage and identification of new markets and customer needs / preferences.

Dushyant Rajnikant Mehta
Independent Director

He has over 25 years of experience in marketing, advertising and sales with a focus on brand building, strategy and account planning. Having majored in marketing during his MBA, he has launched and built several FMCG and media brands at a national level. In his previous assignments he headed Contract Advertising and Lintas in Mumbai; he also led the strategic and account planning team at Clarion Advertising. Later he turned entrepreneur, playing a key role in building Repro India, one of India's largest printing & publishing company and in taking it public. He has helped build the multi-million-dollar brand Cello. He has also conceptualized and launched national programmes like the Bournvita Quiz Contest, Say Cello not Hello! amongst others. As a long-time member of the advertising fraternity, Mr. Mehta has served on the jury for the prestigious ABBY Awards and also taken sessions on Management at various institutions. He also founded and is the Chairman of Quadrum Solutions, a uniquely positioned content company with global clients.

Ullal Ravindra Bhat
Independent Director

Ullal Ravindra Bhat is one of India's well known investment managers having managed foreign institutional investments in Indian equities for more than two decades. He was the Chief Investment Officer of Jardine Fleming in India for 7 years, which subsequently became a part of JP Morgan, advising the India dedicated funds of the Flemings group. He joined the Dalton group, UK in 2005 to lead their entry into India as the Managing Director of Dalton Capital Advisors (India) Pvt. Ltd., advising foreign institutional investors investing in India. He has co-founded Alphaniti Fintech Pvt.Ltd., a new-age Investment Advisory Co. offering data-driven, rule-based and tech-enabled investment products. He is an M.Sc. from Indian Institute of Technology, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.

He is a respected commentator in the electronic and print media and has authored a well regarded editorial column for more than a decade in the Economic Times, one of the world's largest financial dailies. He was closely involved in formulating policies for benchmark indices for the Stock Exchange, Mumbai as a member of its Index Committee. He has been active in the area of Corporate Governance both in his writing and speaking engagements, as also as a past member of the Corporate Governance Committee of the Indian Merchants Chamber. He has served on the Boards of several companies in India as an independent Director. He is currently on the Board of Repro India Ltd as an Independent Director of the Company.

Rakesh Pandey
Independent Director

He holds a degree in B. Tech. (Hons.) Chemical Engg. from IIT BHU Varanasi and Global Program on Management Development from University of Michigan. He is a well-rounded professional with multi-functional, multi domain experience, and an entrepreneurial and challenge orient mindset. He has worked in the industries ranging from Chemicals, FMCG, Healthcare and Wellness, Retail, Start Up in the roles ranging from Manufacturing, Projects, Chief of HR and Quality, Business Head and CEO, President among others. He has strong belief in power of HR linked Business Strategy and Innovation led growth. A CXO Coach, certified from Neuro Leadership Institute USA, on Brain Based Results Coaching System. He is also actively engaged in mentoring start-ups.

Anita Bandyopadhyay
Independent Director

She is the Founder Director of KafeHR, a boutique strategic HR Consultancy Firm, with profound expertise in Leadership Development, Talent Management Performance Management and HR Processes.

In a career spanning over two decades Dr. Bandyopadhyay has worked with large multi national companies as well as multiple small to midsize companies.

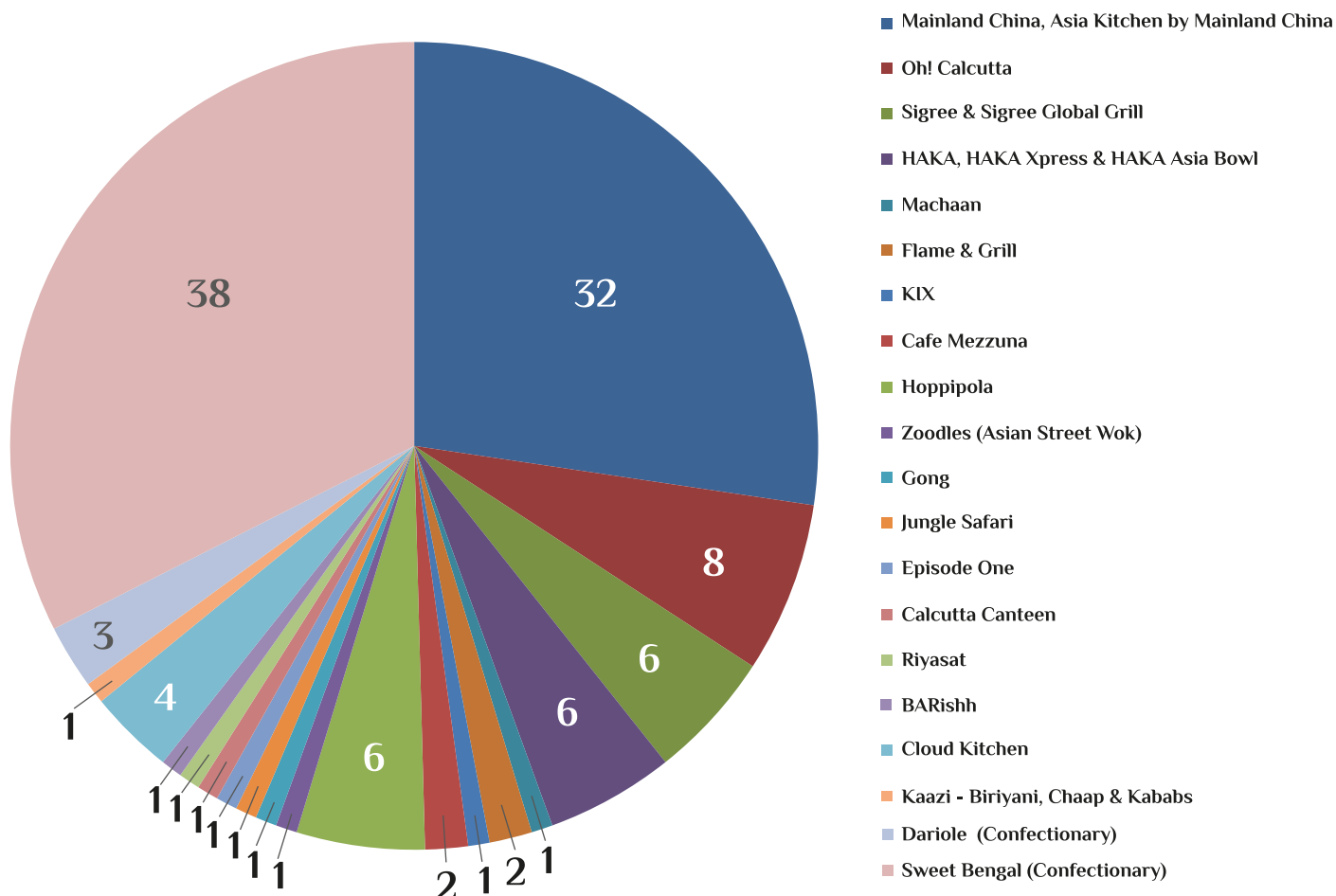
Her way of looking at HR from a business perspective truly sets her apart from others. With her expertise in the field of HR management as well as a keen ability to understand business dynamics, she is able to provide strategic advice that is practical and implementable, helps the organisation overcome 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 a certified coach and is also certified in multiple competency frameworks and psychometric instruments.



Brand Presence

Brands & Number of Outlets as on March 31, 2021



Brands

Key Cities

Mainland China,
Asia Kitchen by Mainland China

Oh! Calcutta

Sigree
Sigree Global Grill

Episode One

Riyasat

BARishh

Gong-Modern Asian

Jungle Safari

Flame & Grill

Café Mezzuna

Hoppipola

Haka
Haka Xpress
Haka - Asia Bowl

Calcutta Canteen

Kaazi - Biryani, Chaap & Kebabs

Zoodles (Asian Street Wok)

Machaan

Kix

Dariole (Confectionary)

Sweet Bengal (Confectionary)

Speciality Kitchens (Cloud Kitchen)

12 cities in India, one in Dar es Salaam
- Tanzania and one in Dubai

Mumbai, Kolkata, Delhi, Bengaluru
and Hyderabad

Mumbai, Chennai, Ranchi, Bhubaneswar

Mumbai

Kolkata

Kolkata

Pune

Kolkata

Kolkata

Kolkata

Mumbai, Bengaluru, Pune, Kolkata, Ranchi
and Dar-es-Salaam - Tanzania

Kolkata

Kolkata

Kolkata

Mumbai

Ranchi

Kolkata

Kolkata

Mumbai and Kolkata

Kolkata, Mumbai and Bengaluru

COMPANY INFORMATION

Board of Directors

Anjan Chatterjee	Chairman & Managing Director
Suchhanda Chatterjee	Whole-time Director (Director-Interior & Design)
Indranil Chatterjee	Whole-time Director (Deputy Managing Director)
Avik Chatterjee	Whole-time Director (Executive Director - Innovation and New Formats)
Dushyant Mehta	Independent Director
Ullal R. Bhat	Independent Director
Rakesh Pandey	Independent Director
Anita Bandyopadhyay	Independent Director

Board Committees

Audit Committee

Ullal R. Bhat	(Chairman)
Anjan Chatterjee	
Dushyant Mehta	
Rakesh Pandey	

Stakeholders Relationship Committee

Anita Bandyopadhyay	(Chairman)
Anjan Chatterjee	
Indranil Chatterjee	

Nomination and Remuneration Committee

Rakesh Pandey	(Chairman)
Dushyant Mehta	
Ullal R. Bhat	
Anita Bandyopadhyay	

Corporate Social Responsibility Committee

Dushyant Mehta	(Chairman)
Suchhanda Chatterjee	
Ullal R. Bhat	

Management Team

Anjan Chatterjee	Chairman & Managing Director
Suchhanda Chatterjee	Director-Interior & Design
Indranil Chatterjee	Deputy Managing Director
Avik Chatterjee	Executive Director – Innovation and New Formats
Phiroz Sadri	Executive Director – Operations
Rajesh Dubey	Chief-of-Cuisine
Nripender Singh Chauhan	Chief Operating Officer
Rajesh Kumar Mohta	Executive Director- Finance & CFO
Avinash Kinshikar	Company Secretary & Legal Head

Statutory Auditors

Singhi & Co.
Chartered Accountants
B2, 402-B, Marathon Innova,
Off Ganpatrao Kadam Marg,
Lower Parel, Mumbai – 400013

Secretarial Auditors

GMJ & Associates
Company Secretaries
3rd & 4th Floor, Vaastu Darshan “B”,
Above Central Bank of India,
Azad Road, Andheri (East), Mumbai - 400 069

Registrar & Share Transfer Agents

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli West, Mumbai - 400 083.
Tel. No. (91 22) 49186000, 49186270
Fax No. (91 22) 2596 0329
E-Mail: rnt.helpdesk@linkintime.co.in

Bankers

Kotak Mahindra Bank Limited
State Bank of India
HDFC Bank Limited
ICICI Bank Limited

Registered Office

Uniworth House,
3A, Gurusaday Road,
Kolkata 700 019.
Tel: (91 33) 22837964

Corporate Office

Morya Landmark I, 4th Floor,
B-25, Veera Industrial Estate,
Off. New Link Road,
Andheri (West), Mumbai-400053.
Tel: (91 22) 6268 6700
Website: www.speciality.co.in
Mail: corporate@speciality.co.in
CIN: L55101WB1999PLC090672



NOTICE

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting (the “AGM”) of the members of **SPECIALITY RESTAURANTS LIMITED** (the “Members” and such Company, the “Company”) will be held on Monday, September 20, 2021 at 3.00 p.m. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility 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, 2021, 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, 2021, together with the Auditor’s Report thereon.
3. To appoint a Director in place of Mr. Indranil Chatterjee (DIN: 00200577), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Companies Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to the approval of the Central Government as may be required and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act from a Member, proposing her candidature for the office of Director, the Company hereby approves the re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as the Whole-time Director of the Company (designated as Director - Interior and Design), liable to retire by rotation, for a period of three years with effect from July 1, 2021 upto June 30, 2024, on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called “NRC”) at their Meeting held on June 23, 2021 and the Board of Directors (the “Board”) at their Meeting held on June 23, 2021 on such other terms and conditions as set out in the explanatory statement:

Remuneration:

(i) Basic Salary:

In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. In the first year the basic salary shall be ₹ 87,500/- per month. Thereafter, the Board shall fix annual increments every year within the above specified limit in compliance with Schedule V of the Companies Act. First increment shall be due from July 1, 2022.

(ii) Allowances:

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

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

(iii) Perquisites:

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

(iv) Incentive Remuneration:

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

(v) Commission:

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

(vi) Sitting Fees:

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

In addition to the remuneration specified above, Mrs. Suchhanda Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites, incentive remuneration and commission including the remuneration received from other companies), shall be within the overall limits laid down under the Companies Act.

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

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

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

RESOLVED FURTHER THAT Mr. Anjan 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 authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities."

5. Re-appointment of Mr. Ullal R. Bhat (DIN: 00008425) 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 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 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), Mr. Ullal R. Bhat (DIN: 00008425), who was appointed as an Independent Director of the Company up to April 27, 2022, 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 his 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 April 28, 2022 up to April 27, 2027;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act and rules made thereunder, as amended from time to time, Mr. Ullal R. Bhat (DIN: 00008425) be continued as an Independent Director of the Company for a second term of five (5) consecutive years with effect from April 28, 2022 up to April 27, 2027, notwithstanding that on October 14, 2026 he attains the age of 75 years during the aforesaid tenure."

6. 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 197 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 three financial years commencing from April 1, 2021;

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 (including the Nomination and Remuneration Committee) 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.”

Place: Mumbai
Date: August 14, 2021

By Order of the Board
For Speciality Restaurants Limited

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

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

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 which allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before December 31, 2021, in accordance with the requirements provided in such circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") permitting the holding of the Annual General Meeting ("AGM") through VC/OAVM without the physical presence of the Members at a common venue and any other applicable provisions, Secretarial Standard – II on General Meetings ("SS-II") issued by The Institute of the Company Secretaries of India and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), and other applicable laws, if any. In compliance with these Circulars, provisions of the Companies Act and the Listing Regulations, the 22nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Uniworth House, 3A, Gurusaday Road, Kolkata 700 019, which shall be the deemed venue of the AGM.
3. As per the provisions of Clause 3.A.II of the MCA's General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4, 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Explanatory Statement setting out the material facts in respect of the business under item nos. 4, 5 and 6 to be transacted at the AGM, as set out in this Notice is annexed hereto and forms part of this Notice.
5. Pursuant to the provisions of Sections 112 and 113 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 is being 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. 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.
7. The Members can join the AGM in the VC or OAVM mode 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 22nd AGM without any restriction on account of first-come-first-served principle.
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.
9. 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.
10. Members can also write to the Company on or before September 19, 2021 for obtaining relevant documents through e-mail on investor@speciality.co.in. The same will be suitably replied to by the Company.

11. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, September 14, 2021 to Monday, September 20, 2021 (both days inclusive).
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. Unclaimed dividend for the financial years from 2013-14 to 2014-15 are held in separate bank accounts and members who have not received the dividend or encashed the warrants are advised to claim such amount from the Company or Registrar. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and the shares on which such dividend remained unclaimed or unpaid will be transferred to Investor Education and Protection Fund ("**IEPF**") established by the Central Government as per Section 124 of the Companies Act.

Following are the details of unpaid dividend which is due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Last date to claim unclaimed dividend
2013-14	15-09-2014	14-10-2021

The Registrar of the Company has already written to the shareholders whose dividend is unclaimed or unpaid informing them about the due dates of transfer to IEPF for these payments, attention of the shareholders is again drawn to this matter through this Annual Report.

15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
16. Pursuant to the provisions of Section 124 of the Companies Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("**IEPF**"), constituted by the Central Government. The Company had, accordingly, transferred ₹ 61,000/- being the unpaid and unclaimed dividend amounts pertaining to Dividend of Financial Year 2012-13, during the year 2020, to the IEPF.
17. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.speciality.co.in. Members who have not encashed dividend of Financial Year 2013-14 and 2014-15 declared by the Company, are advised to write to the Company immediately.
18. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("**IEPF Account**") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 1,634 Equity Shares of ₹ 10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2020, to the IEPF Account, after following the prescribed procedure.
Further, Members who have not claimed / encashed their dividends for financial year 2013-14 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.speciality.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
20. At the twentieth annual general meeting of the Company held on August 23, 2019, the Members approved appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that annual general meeting till the conclusion of the twenty fifth annual general meeting to be held in the year 2024, subject to ratification of their appointment by the Members at every annual general meeting, if so required under the Companies Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every annual general meeting has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-second AGM.
21. 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 stating their DP ID and Client ID or Folio No.

22. Voting through electronic means:

- (i) 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 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 Depository Limited (NSDL) on all resolutions specified in this Notice.
- (ii) The Remote e-voting commences on Friday, September 17, 2021 (from 09:00 a.m. Indian Standard Time, “IST”) and ends on Sunday, September 19, 2021 (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 Monday, September 13, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.
- (iii) 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.
- (iv) 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 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.
- (v) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Detail of the process and manner of remote e-voting along with the user ID and password is being sent to all the members along with the Notice.
- (vi) 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 Monday, September 13, 2021.
- (vii) 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.
- (viii) The Scrutinizer will submit his report to the Chairman or in his absence 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), not later than 48 hours from the conclusion of the AGM.
- (ix) 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 and on the website of NSDL after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.

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





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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 General 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

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 corporate@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 corporate@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.co.in 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 AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 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 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 or ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail id, mobile number at investor@speciality.co.in between Monday, September 13, 2021 to Saturday, September 18, 2021. Those Members who have pre-registered themselves as a speaker will only be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video or camera along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.
 6. When a pre-registered speaker is invited to speak at the AGM but he or 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 or camera along with good internet speed.
 7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President, NSDL or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in
 9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Monday, September 13, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, September 13, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
23. 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.
 24. As per the provisions of Section 72 of the Companies Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form SH-14. Members holding shares in electronic form may obtain nomination forms from their respective Depository participant.
 25. 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.
 26. 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.
 27. SEBI through its Circular No. SEBI/HO/MIRSD/DOP1/CIR /P/2018/73 dated April 20, 2018 has directed all the listed companies to record the PAN of all the shareholders and Bank Account details of registered shareholder. The Company has sent intimations to eligible shareholders to update Permanent Account Number (PAN) and bank account details of shareholder(s) in the Members' register.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act.

The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 4, 5 and 6 of this Notice dated August 14, 2021.

Item No. 4: Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company:

1. Mrs. Suchhanda Chatterjee was appointed as Whole Time Director of the Company at the meeting of the Board held on May 26, 2018 for a period of three years effective from July 1, 2018 up to June 30, 2021. The appointment was approved by the Members at the annual general meeting held on August 27, 2018.

2. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on June 23, 2021 has, subject to the approval of the Members, approved re-appointment of Mrs. Suchhanda Chatterjee as the Whole Time Director of the Company for a period of three years with effect from July 1, 2021. The Board has also approved terms of remuneration payable to her during her tenure as the Whole Time Director. The re-appointment of Mrs. Suchhanda Chatterjee as Whole Time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to such other approvals of applicable authorities, if any, under applicable laws.
3. Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, read with Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of Mrs. Suchhanda Chatterjee as Whole Time Director is subject to approval of the Members of the Company in the AGM.
4. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Regulation 17(6)(e) of the Listing Regulations, was inserted with effect from April 1, 2019, which provides that the approval of the shareholders by way of a special resolution in a general meeting shall be obtained in the event the annual remuneration payable to executive directors who are promoters or member of the promoter group exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.
Mrs. Suchhanda Chatterjee is the promoter of the Company and her proposed aggregate annual remuneration exceeds 5% of the net profits of the Company for the Financial Year 2020-21. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution.
5. Pursuant to the Companies Act, if the Company has no profits or if its profits are inadequate in any financial year, the Whole-time Director of the Company shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule V of the Companies Act.
6. Mrs. Suchhanda Chatterjee has also been holding the managerial position in Situations Advertising and Marketing Services Private Limited and has drawn remuneration for the financial year 2020-21. Since, Mrs. Suchhanda Chatterjee is drawing remuneration in more than one company, in terms of Section II of Part II of Schedule V of the Companies Act, the total remuneration drawn by her from both the companies did not exceed the higher of the maximum limit admissible from any one of the companies in which she is a managerial person.
7. **Background of Mrs. Suchhanda Chatterjee is set out below:**
Mrs. Suchhanda Chatterjee holds a Bachelor's degree in Arts and has been the Whole-time Director of the Company since July, 2010. She has over 20 years of experience in the Hospitality Industry.
8. A draft of the letter of appointment proposed to be issued by the Company to Mrs. Suchhanda Chatterjee in connection with her re-appointment as the Whole-time Director of the Company and setting out the terms and conditions of her re-appointment, including the remuneration, is available for e-inspection by the members on all working days, except Saturdays, during business hours, upto the date of the meeting.
9. Save and except Mrs. Suchhanda Chatterjee, Mr. Anjan Chatterjee (who is the spouse of Mrs. Suchhanda Chatterjee) and Mr. Avik Chatterjee (who is the Son of Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee) to the extent of their shareholding interest in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 4 of the Notice.
10. The Board recommends the resolution as set out under Item No. 4 of the accompanying Notice for approval of the Members to be passed as a Special Resolution.

11. The additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

	Particulars	Name of the Director		
		Mrs. Suchhanda Chatterjee		
(I)	General Information:			
(i)	Nature of Industry:	The Company is engaged in the business of Food and Beverages / Hospitality industry.		
(ii)	Date or expected date of Commencement of commercial production	Not applicable		
(iii)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable		
(iv)	Financial performance based on given indicators:	₹ in Millions		
		Particulars	Financial Years	
			2020-21	2019-20
			2018-19	
		Paid-up Capital	469.6	469.6
		Other Equity	900.3	1,191.2
		Turnover & Other Income	1,668.0	3,679.1
		Total Comprehensive loss for the year	(290.8)	(388.5)
				(67.9)
(v)	Foreign investment or collaborations, if any	<p>Speciality Hospitality UK Limited, wholly owned Subsidiary (WOS) company of the Company has a joint venture with Homage Ventures LLP to setup, own and operate restaurant in London, United Kingdom under Caterland Hospitality Ltd, step down subsidiary company of the Company.</p> <p>The Company has invested GBP 10,33,500 in the WOS Company by way of subscription of 10,33,500 fully paid-up equity shares of GBP 1 each of the WOS company.</p> <p>Speciality Hospitality US, Inc., wholly owned Subsidiary (WOS) company of the Company has a joint venture with Associated Hospitality & Developers LLC to setup, own and operate restaurants in United States of America under Foodland Ventures LLC.</p> <p>The Company has invested USD 1,00,000 in the WOS Company by way of subscription of 1,00,000 fully paid-up equity shares of USD 1 each of the WOS company.</p>		
(II)	Information about Director			
(i)	Background details	Please refer paragraph 7 of the Explanatory Statement.		
(ii)	Past remuneration	<p>The remuneration drawn for last three financial years (FY):</p> <p>FY 2018-19: ₹ 2.10 million</p> <p>FY 2019-20: ₹ 2.01 million</p> <p>FY 2020-21: ₹ 0.39 million</p>		
(iii)	Recognition or Awards	The Company has won awards for various brands. The details of the awards are given on page no. 42 of the Annual Report.		
(iv)	Job profile and her suitability	Mrs. Suchhanda Chatterjee has over 20 years of experience in the field of Hospitality Industry. She has contributed significantly to the achievements of the Company and the Board is of the opinion that her continuing appointment would be beneficial to the Company.		
(v)	Remuneration proposed	The proposed remuneration comprises of basic salary, allowances, perquisites, commission, incentive remuneration and benefits as mentioned under Item No. 4 of this Notice subject to the provisions of Schedule V of the Companies Act.		
(vi)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mrs. Suchhanda Chatterjee, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.		
(vii)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, or other director, if any	Except for the remuneration paid to her, to the extent of shares held and the related party transactions entered into with the Company by her, Mr. Anjan Chatterjee and Mr. Avik Chatterjee, relatives of Mrs. Suchhanda Chatterjee, which has been approved by the Audit Committee, Mrs. Suchhanda Chatterjee, has no other pecuniary relationship with the Company except Mr. Anjan Chatterjee and Mr. Avik Chatterjee (Spouse and Son of Mrs. Suchhanda Chatterjee).		



	Particulars	Name of the Director
		Mrs. Suchhanda Chatterjee
(III)	Other Information	
(i)	Reasons of loss or inadequate profits	Due to Covid-19 pandemic and resultant lockdowns and restrictions imposed on dine-in restaurant, which impacted the business of the Company resulting in more than 50% reduction in revenue and thereby loss during the financial year 2020-21.
(ii)	Steps taken or proposed to be taken for improvement	The Company has initiated aggressive cost control measures to neutralize the impact of reduction in revenue and stringent exercise of rationalization of restaurant operations with the aim of optimising the cost and improving the revenues and profits.
(iii)	Expected increase in productivity and profits in measurable terms	The Company expects to achieve desired level of revenue and profitability over a period of time.
(IV)	Disclosures:	The relevant disclosures with regard to the remuneration, service contracts, notice period, stock options etc., have been given on page no. 73 of the Annual Report.

Item No. 5: Re-appointment of Mr. Ullal R. Bhat (DIN: 00008425) as an Independent Director of the Company:

12. Mr. Ullal R. Bhat (DIN: 00008425) was appointed as an Independent Director of the Company with effect from April 28, 2017 for a period of five (5) years up to April 27, 2022. The Members of the Company at the annual general meeting held on August 21, 2017, approved appointment of Mr. Ullal R. Bhat as an Independent Director of the Company for a term of five years with effect from April 28, 2017 upto April 27, 2022 ("**First Term**"), not liable to retire by rotation.
13. The term of office of Mr. Ullal R. Bhat as an Independent Director is up to April 27, 2022. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Ullal R. Bhat as an Independent Director of the Company for a second term of five (5) consecutive years on the Board of the Company.
14. Mr. Ullal R. Bhat, is aged 70 years. Mr. Bhat would be attaining the age of 75 years on October 14, 2026. In terms of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the continuation of Mr. Bhat as an Independent Director of the Company from October 14, 2026 to April 27, 2027, consent of the Members is required by way of a Special Resolution.
15. The Board of Directors ("**Board**"), based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given Mr. Bhat's background, rich experience and contributions made by him during his first term, the continued association of Mr. Ullal R. Bhat would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.
16. Mr. Ullal R. Bhat 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.
17. The Company has also received declaration from Mr. Ullal R. Bhat that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**").
18. The Company has received notice in writing from a member under Section 160 of the Companies Act, proposing the candidature of Mr. Ullal R. Bhat, for the office of director of the Company.
19. The Board of Directors of the Company at their meeting held on August 14, 2021, on recommendation of Nomination and Remuneration Committee of the Company, re-appointed Mr. Ullal R. Bhat (DIN: 00008425) as an Independent Director of the Company for second term of five (5) consecutive years commencing from April 28, 2022 up to April 27, 2027, subject to approval of the members of the Company.
20. Accordingly, it is recommended to the members of the Company to re-appoint Mr. Ullal R. Bhat as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from April 28, 2022 including upto April 27, 2027 on the Board of the Company.
21. Details of Mr. Ullal R. Bhat, 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.
22. Mr. Ullal R. Bhat 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.
23. The terms and conditions of the re-appointment and copy of draft letter of re-appointment of Mr. Ullal R. Bhat 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 up to the date of the annual general meeting.
24. In the opinion of the Board, Mr. Ullal R. Bhat 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.

25. Save and except Mr. Ullal R. Bhat 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. 5 of the Notice.
26. The Board recommends the resolution set out under Item No. 5 of the accompanying Notice for approval of members as a Special Resolution.

Item No. 6: Payment of remuneration to Non-Executive Directors:

27. In view of Sections 149, 197 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 three financial years commencing from April 1, 2021 and extending upto and including the financial year of the Company ending on March 31, 2024 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.
28. 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.
29. 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 three financial years commencing from April 1, 2021 and extending upto and including the financial year of the Company ending on March 31, 2024.
30. 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.
31. 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. 6 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.
32. The Board recommends the resolution as set out at Item No. 6 for approval of the Members to be passed as a Special Resolution.

Place: Mumbai
Date: August 14, 2021

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 22nd AGM

(Pursuant to 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)

Name of the Director	Mr. Indranil Chatterjee	Mrs. Suchhanda Chatterjee	Mr. Ullal R. Bhat
Director Identification Number (DIN)	00200577	00226893	00008425
Date of Birth and Age	April 22, 1960, 61 years	October 9, 1965, 56 years	October 14, 1951, 70 years
Date of First Appointment on the Board	August 18, 2005	December 1, 1999	April 28, 2017
Qualifications	B.Com., Post Graduate Diploma in Business Management	B.A.	M. Sc. from Indian Institute of Technology, Kanpur and attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.
Brief Resume	Mr. Indranil Chatterjee, is Deputy Managing Director of the Company. He has been a Director of the Company since August 18, 2005. He holds a Bachelor's Degree in Commerce from University of Calcutta and a Post Graduate Diploma in Business Management from Institute of Modern Management, Calcutta.	Mrs. Suchhanda Chatterjee is a whole-time Director of the Company. She has been Director of the Company since December 1, 1999. She holds a Bachelor's Degree in Arts from University of Calcutta. She has over 20 years of experience in the Hospitality industry.	Mr. Ullal Ravindra Bhat is one of India's well known investment managers having managed foreign institutional investments in Indian equities for more than two decades. He was the Chief Investment Officer of Jardine Fleming in India for 7 years, which subsequently became a part of JP Morgan, advising the India dedicated funds of the Flemings group. He joined the Dalton group, UK in 2005 to lead their entry into India as the Managing Director of Dalton Capital Advisors (India) Pvt. Ltd., advising foreign institutional investors investing in India. He has co-founded Alphaniti Fintech Pvt.Ltd., a new-age Investment Advisory Co. offering data-driven, rule-based and tech-enabled investment products. He is an M.Sc. from Indian Institute of Technology, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London. He is a respected commentator in the electronic and print media and has authored a well regarded editorial column for more than a decade in the Economic Times, one of the world's largest financial dailies. He was closely involved in formulating policies for benchmark indices for the Stock Exchange, Mumbai as a member of its Index Committee. He has been active in the area of Corporate Governance both in his writing and speaking engagements, as also as a past member of the Corporate Governance Committee of the Indian Merchants Chamber. He has served on the Boards of several companies in India as an independent Director. He is currently on the Board of Repro India Ltd as an Independent Director of the Company.
Current Designation	Deputy Managing Director	Whole-time Director designated as Director-Interior & Design.	Independent Director
Nature of expertise in specific functional areas	Over 30 years of experience in the field of Finance and Marketing. He brings to the table his well rounded management skills and strategic inputs for the Company's growth and expansion plans.	Over 20 years of experience in the Hospitality industry.	Expertise in the field of Capital Market, Finance and Banking.

Name of the Director	Mr. Indranil Chatterjee	Mrs. Suchanda Chatterjee	Mr. Ullal R. Bhat
Details of other Directorships/Membership/Chairmanships of the Committees of other Boards* (i) Names of listed entities in which the person holds the Directorship and (ii) the Membership of Committees of the Board **	Deputy Managing Director of Speciality Restaurants Limited. Speciality Restaurants Limited Stakeholders Relationship Committee – Member	Whole-Time Director of Speciality Restaurants Limited –	Repro India Limited Speciality Restaurants Limited Audit Committee – Chairman Repro India Limited – Audit Committee - Chairman
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.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company except Mr. Anjan Chatterjee, Chairman & Managing Director and Mr. Avik Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager and other Key Managerial Personnel of the Company.
No. of shares held in the Company	1,299	1,19,70,000	Nil
Terms and conditions of appointment	Not applicable since the Whole-time Director retires by rotation in this AGM.	Refer Item No. 4 of the Notice of the AGM dated August 14, 2021	Refer Item No. 5 of the AGM Notice dated August 14, 2021.
Details of remuneration sought to be paid	Not Applicable since the Whole-time Director retires by rotation. Members have already approved resolution for designating and appointment of Mr. Indranil Chatterjee as a Deputy Managing Director of the Company for a period of three years with effect from February 3, 2020 up to February 2, 2023 at the 21st AGM held on September 22, 2020.	Refer Item No. 4 of the Notice of the AGM dated August 14, 2021	Refer Item No. 5 of the AGM Notice dated August 14, 2021.
Last drawn remuneration	₹ 7,71,600/- for the financial year 2020-21.	₹ 3,93,747/- for the financial year 2020-21.	Sitting Fees of ₹ 4,20,000/- was paid during Financial Year 2020-21.
No of meetings of the Board attended during the financial year 2020-21	4 Meetings	2 Meetings	4 Meetings

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies

**Only two committees viz. Audit Committee and Shareholders Relationship Committee have been considered.



DIRECTORS' REPORT

To,

The Members

Speciality Restaurants Limited

Your Directors hereby present the Twenty Second Annual Report together with the audited standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2021.

1. Financial Results

₹ in millions

Particulars	Standalone		Consolidated	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Revenue from operations	1,501.4	3,577.8	1,501.4	3,577.9
Other Income	166.6	101.3	168.0	104.4
Total Income	1,668.0	3,679.1	1,669.3	3,682.3
Earnings before Interest, Depreciation, Amortization and Tax	152.1	669.6	153.5	672.5
Less:				
Finance Costs	165.0	211.5	165.0	211.5
Depreciation /Amortization/Impairment	322.4	574.9	322.4	574.9
Loss before exceptional item and tax	(335.3)	(116.8)	(333.9)	(113.9)
Share of loss in Joint venture company	-	-	(1.4)	(1.3)
Loss before exceptional item and tax	(335.3)	(116.8)	(335.3)	(115.2)
Less: Exceptional item	43.6	(273.8)	43.6	(273.8)
Loss before Tax	(291.7)	(390.6)	(291.7)	(389.0)
Less: Taxes Expenses / (credit)				
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
Short provision for tax relating to prior years	1.7	(9.0)	1.7	(9.0)
Loss for the year	(293.4)	(381.6)	(293.4)	(380.0)
Total other comprehensive (loss) / income	2.6	(6.9)	8.6	(4.2)
Total comprehensive loss for the period	(290.8)	(388.5)	(284.8)	(384.2)

2. Financial Performance and the state of Company's affairs

The COVID-19 pandemic has emerged as a major global challenge, creating economic and social disruptions along with tragic loss of lives and livelihoods across the world. The eruptions of new waves and variants of the virus necessitated restrictions and lockdowns, not only posing health challenges but significantly impacting businesses as well.

The challenges have transformed businesses & business models to create a new work order. Your Company has identified new locations as well as existing kitchens/outlets to make them operational as we are experiencing higher customer preference due to the unwavering faith and confidence in our established brands not only with respect to the food but also on hygiene and safety parameters which is now the new norm.

The pandemic has led to significant changes in food consumption habits. Consumers have started experimenting with convenience leading to a shift in preferences for easy-to-prepare meals. Being confined to homes, balancing work and household chores, has led to an increase in the demand for food and beverage options. As there was need for food and beverages from trusted brands during and post-lockdowns, your Company operated kitchens from select locations for deliveries and takeaway services, as per Government directives. Food deliveries were carried out primarily through delivery channels/food aggregators and also through own delivery vehicles.

Your Company has committed itself to the fight against COVID-19 and confronted the uncertainties by focusing on 'safeguarding the health and well-being of its people' and ensuring business continuity to meet consumer needs.

You Company has initiated aggressive cost control measures to neutralize the impact of reduction in revenue and stringent exercise of rationalization of restaurant operations including change in service design, contactless ordering as well as manpower requirements.

Your Company's performance on standalone basis for the financial year 2020-21 is not comparable with previous year due to closure of restaurant dining operations for a large part of the year as well as social distancing norms and timing restrictions due to the Covid-19 pandemic and closure of unviable restaurants. The same needs to be analysed in the context of the above economic and operating environment as under:

- (i) The Total Income of your Company for the year under review was ₹ 1,501.4 million, which was lower than the previous year's Total Income of ₹ 3,577.9 million by 58% caused by the Covid-19 pandemic.



- (ii) The earnings before Depreciation, Interest, Tax and Amortization (EBDITA), which amounted to ₹ 152.1 million (9.12% of the revenue) as against ₹ 669.6 million (18.20% of the revenue) in the previous year.
- (iii) Exceptional Item for the year under review was ₹ 43.6 million as against ₹ (273.8) million in the previous year in respect of the units which contracts were terminated in the previous year, due to gain on impairment of assets upon recommencement of operations post re-negotiation of rentals with the property owners.
- (iv) Total comprehensive loss for the year under review was ₹ (290.8) million as against ₹ (388.5) million in the previous year.

During the year under review, your Company opened seven (7) Company Owned Company Operated (COCO) restaurants and eight (8) confectionaries. At the end of financial year ended March 31, 2021, your Company has 79 restaurants (including 16 franchisees) and 38 confectionaries.

The detailed analysis on financial performance is included under the Management Discussion and Analysis Report.

3. Dividend on Equity Shares

The Board of Directors of your Company (the “Board”), after considering the financial performance during the year under review, has decided not to recommend any dividend for the year under review (previous year- Nil).

4. Transfer to Reserves

Due to losses in Financial Year 2020-21, no amount has been transferred to Reserves.

5. Employee Stock Option Scheme (ESOS)

During the year under review, the Company has not granted any fresh stock option to its employees. Details of the options granted under Employee Stock Option Scheme (“ESOS”), as also the disclosures in compliance with Section 62 of the Companies Act, 2013, as amended and the rules made thereunder (“Companies Act”) and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the “SEBI Guidelines”) and SEBI (Share Based Employee Benefits) Regulations, 2014 (the “SEBI Regulations”) are given in Annexure A which forms part of this report.

Certificate from Statutory Auditors M/s. Singhi and Co., Chartered Accountants, with regard to implementation of ESOS of the Company in compliance with SEBI Regulations would be available for electronic inspection by the Members at the ensuing annual general meeting.

The Board granted stock options during the financial year 2013-14 at an exercise price of ₹ 126.20 per share. The options granted vested over a period of four (4) years and were exercisable within three (3) years from the date of vesting. No vested options were exercised due to which vested options lapsed on September 5, 2020. The options outstanding at the end of the year under review are nil. The ESOS now stands closed.

6. Audited Financial Statements

As per Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2021 i.e. Balance Sheet, Statement of Profit and Loss and Cash Flow Statement are appended hereto. There has been no material change in the nature of the business of the Company.

There has been no material changes and commitments, which affect the financial position of the Company subsequent to the close of the financial year ended March 31, 2021 and till the date of this report, except for the impact arising out of COVID-19, which has been explained in the Management Discussion and Analysis Report, which forms part of the Annual Report.

7. Subsidiary

The Company has two wholly owned subsidiaries and two step-down subsidiaries as on March 31, 2021. There has been no material change in the nature of the business of the subsidiaries.

(i) Wholly Owned Subsidiaries:

- a. Speciality Hospitality UK Limited was incorporated as a private limited company, limited by shares (bearing company number 10927982) on August 22, 2017, registered with The Registrar of Companies for England and Wales, having its registered office at 134 Buckingham Palace Road, London, SW1W 9SA, United Kingdom.
- b. Speciality Hospitality US, Inc. (bearing company number 803423900) was incorporated on September 19, 2019, which is registered with Office of the Secretary of State of Texas, having its registered office at 6161 Savoy Drive, Suite 1000, Houston TX 77036.

(ii) Step Down Subsidiaries:

- a. Caterland Hospitality Ltd. was incorporated on July 18, 2019, as a private limited company, limited by shares (bearing company number 12109778) registered with The Registrar of Companies for England and Wales, having its registered office at 134 Buckingham Palace Road, London, SW1W 9SA, United Kingdom.

A Joint Venture Agreement dated July 24, 2019 was entered into between Speciality Hospitality UK Limited, a wholly owned subsidiary (“WOS”) of the Company and Homage Ventures LLP, to setup, own and operate restaurant in London, United Kingdom under Caterland Hospitality Ltd.

- b. Foodland Ventures, LLC was incorporated on October 7, 2019, (bearing company number 803436901) which is registered with Office of the Secretary of State of Texas, having its registered office at 9894 Bissonnet Street, Suit 638, Houston TX 77036.

A Joint Venture Agreement dated January 10, 2020 was entered into between Speciality Hospitality US, Inc., a wholly owned subsidiary (“WOS”) of the Company and Associated Hospitality & Developers LLC, to setup, own and operate restaurants in United States of America under Foodland Ventures LLC.

The Consolidated Financial Statements of your Company, its joint venture, WOS and step-down subsidiaries, prepared in accordance with the relevant accounting standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the consolidated accounts.

Pursuant to the provisions of Section 129(3) of the Companies Act, a statement containing salient features of the financial statements of WOS and step-down subsidiaries in Form AOC-1 is attached to the Financial Statements of your Company.

8. Joint Venture

Your Company has a joint venture company, Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC) at Doha, Qatar. The Consolidated Financial Statements of your Company and its joint venture company, prepared in accordance with the relevant accounting standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the consolidated accounts.

The partners of the joint venture company, in view of the losses incurred, discontinued operations of the Mainland China Restaurant with effect from May 16, 2017. The Company is in the process of voluntary liquidation of the joint venture, Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC) at Doha, Qatar.

Pursuant to the provisions of Section 129(3) of the Companies Act, a statement containing salient features of the financial statements of joint venture company in Form AOC-1 is attached to the Financial Statements of your Company.

9. Awards and Recognition

Your Company’s brand initiatives have been recognized and appreciated across forums. During the year under review your Company has won the following awards:

Name & Place of Restaurant	Awards won at Times Food & Nightlife Awards, 2021
Mainland China (Mumbai Suburbs)	Best Chinese Restaurant - Casual Dining
Asia Kitchen by Mainland China - Mumbai	Best Oriental Restaurant - Casual Dining
Oh! Calcutta - Mumbai	Best Bengali Restaurant - Casual Dining
Sigree Global Grill - Mumbai	Best Buffet Restaurant - Casual Dining
Riyasat – Kolkata	Best North Indian - Premium Dining
Café Mezzuna - Kolkata	Best Global - Premium Dining
Episode One - Mumbai	Best Global Restaurant - Casual Dining
Episode One - Mumbai	Best Bar for Beer
BARishh - Kolkata	Best Resto-Bar
Sweet Bengal - Mumbai	Best Mithai- Casual Dining

10. Directors and Key Managerial Personnel

(i) Directors

Your Company has eight (8) Directors comprising four (4) Independent and four (4) Executive Directors. None of the Directors or KMP were appointed or resigned during the year under review.

(ii) Independent Directors

In terms of the definition of ‘Independent Directors’ as prescribed under Listing Regulations and the Companies Act, the Company has received necessary declaration from each independent director under the Companies Act, to the effect that each of them meet the criteria of independence laid down in the Companies Act and the Listing Regulations and they are not aware of any circumstance or situation, which exists or is anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence as required under Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

The following Non-Executive Directors are Independent Directors of the Company:

1. Mr. Dushyant Mehta
2. Mr. Ullal Ravindra Bhat
3. Mr. Rakesh Pandey; and
4. Dr. Anita Bandyopadhyay

In terms of Section 150 of the Companies Act and Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs. Mr. Dushyant Mehta, Mr. Ullal R. Bhat and Mr. Rakesh Pandey possess the requisite experience and hence are exempted from undergoing online proficiency self-assessment test. Dr. Anita Bandyopadhyay has successfully undergone online proficiency self assessment test as required under the Companies Act.

The Board of Directors of the Company at their meeting held on August 14, 2021, subject to the approval of the Members in the ensuing annual general meeting of the Company, approved the re-appointment of Mr. Ullal Ravindra Bhat, as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from April 28, 2022 up to April 27, 2027.

(iii) Woman Director

Mrs. Suchhanda Chatterjee is a Director of the Company since the incorporation of the Company.

The Board appointed Dr. Anita Bandyopadhyay (DIN: 08672071) as an additional Non-Executive Independent Director of the Company for a term of five years with effect from February 3, 2020. The Members of the Company at the annual general meeting held on September 22, 2020, approved appointment of Dr. Anita Bandyopadhyay as an Independent Director of the Company with effect from February 3, 2020 to February 2, 2025.

The requirements of the provisions of Section 149 of the Companies Act and Regulation 17(1) of the Listing Regulations have been complied with by the Company.

(iv) Managing Director and Whole-time Directors

Mr. Anjan Chatterjee has been serving as the Managing Director of the Company since December 2007. He has been appointed as the Chairman of the Board of Directors with effect from September 11, 2017.

Mrs. Suchhanda Chatterjee has been serving as the Whole-time Director of the Company since July 2010.

Mr. Indranil Chatterjee, Whole-time Director (designated as Director – Commercial Operations) was designated and appointed as Deputy Managing Director of the Company with effect from February 3, 2020 to February 2, 2023. The Members of the Company have approved the appointment of Mr. Indranil Chatterjee as Deputy Managing Director of the Company at the annual general meeting held on September 22, 2020.

Mr. Avik Chatterjee was appointed as Whole-time Director (designated as Executive Director – Innovation and New Formats) of the Company for a period of three years with effect from February 3, 2020 to February 2, 2023. The Members of the Company have approved the appointment of Mr. Avik Chatterjee as Whole-time Director (designated as Executive Director – Innovation and New Formats) at the annual general meeting held on September 22, 2020.

Further details about the directors seeking appointment/re-appointment in the ensuing annual general meeting are annexed to the notice which is being sent to the members along with the Annual Report.

(v) Re-appointment of Director

Indranil Chatterjee (DIN: 00200577)

In accordance with the provisions of the Companies Act and the Articles of Association of the Company, Mr. Indranil Chatterjee, (DIN: 00200577) Director of the Company retires by rotation at the ensuing annual general meeting and being eligible, offers himself for re-appointment.

Suchhanda Chatterjee (DIN: 00226893)

The Board of Directors of the Company at their meeting held on June 23, 2021, subject to the approval of the Members in the ensuing annual general meeting of the Company, approved the re-appointment of Mrs. Suchhanda Chatterjee, as Whole-time Director of the Company for a period of three years with effect from July 1, 2021.

(vi) Key Managerial Personnel

Mr. Anjan Chatterjee, Chairman & Managing Director; Mrs. Suchhanda Chatterjee, Whole-time Director; Mr. Indranil Chatterjee, Whole-time Director; Mr. Rajesh Kumar Mohta, Executive Director-Finance and CFO and Mr. Avinash Kinkhikar, Company Secretary & Legal Head are the Key Managerial Personnel of the Company as per the provisions of the Companies Act.

(vii) Evaluation of Performance of the Directors, Board and Committees of the Board

Pursuant to the applicable provisions of the Companies Act, the Listing Regulations and SEBI Guidance Note on Board Evaluation, the Board has carried out an annual evaluation of its own performance, the performance of its directors as well as evaluation of its committees.

The manner in which the formal annual evaluation of the directors, committees of the Board and the Board as a whole is disclosed in the report on Corporate Governance which forms part of the Annual Report.

(viii) Policy on Directors' appointment, remuneration and other details

The Company's policy relating to remuneration of directors, key managerial personnel and other employees as stipulated in Section 178 (3) of the Companies Act has been disclosed in the Corporate Governance report, which forms part of this report. Nomination and Remuneration Policy is uploaded on the Company's website at the following web link https://speciality.co.in/pdf/policies/NOMINATION_AND_REMUNERATION_POLICY.pdf.

(ix) Number of Board Meetings

The Board of Directors met four (4) times during the financial year ended March 31, 2021 and the intervening gap between the meetings did not exceed the period prescribed under Companies Act except for one meeting due to Covid-19 pandemic for which the relaxation of maximum time gap between Board Meetings was granted by Ministry of Corporate Affairs and SEBI. Detailed information on the meetings of the Board is included in the report on Corporate Governance which forms part of this Annual Report.

A separate Meeting of Independent Directors was also held during the financial year ended March 31, 2021.

Besides the above, several committee meetings of the Board were held during the financial year ended March 31, 2021, the detailed information of which is included in the report on Corporate Governance.

(x) Disclosure of Re-appointment of Mr. Ullal R. Bhat (DIN: 00008425)

Based on the recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Mr. Ullal R. Bhat as an Independent Director of the Company for a second term of five (5) consecutive years with effect from April 28, 2022 till April 27, 2027, subject to approval by the members of the Company at the ensuing annual general meeting.

The Board places on record its appreciation towards valuable contributions made by Mr. Ullal R. Bhat during his tenure as a Director of the Company.

The Company has received declaration from Mr. Ullal R. Bhat confirming that he meets the criteria of independence prescribed under the Companies Act and the Listing Regulations.

The Nomination and Remuneration Committee, on the basis of performance evaluation of Independent Director, the business knowledge, acumen, rich experience and the substantial contribution made by Mr. Ullal R. Bhat during his tenure, has recommended to the Board that continued association of Mr. Ullal R. Bhat as Independent Director of the Company would be beneficial to the Company.

Based on the above and the performance evaluation of Independent Director, the Board approved the re-appointment of Mr. Ullal R. Bhat, as an Independent Director of the Company for a second term of five (5) consecutive years on the Board of the Company with effect from April 28, 2022 to April 27, 2027 subject to approval of the members of the Company at the ensuing annual general meeting of the Company. In the opinion of the Board Mr. Ullal R. Bhat has necessary expertise, experience, proficiency and proven integrity and recommends re-appointment of Mr. Ullal R. Bhat, as an Independent Director of the Company.

Further details about the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting are annexed to the Notice which is being sent to the Members along with the Annual Report.

11. Share Capital

The Paid-up Equity Share Capital of the Company as on March 31, 2021 was ₹ 46,95,76,570/-. During the year under review, there was no change in the issued, subscribed and paid-up share capital of the Company.

12. Related Party Transactions

There were no materially significant related party contracts, arrangements and transactions entered during the year by your Company. The details of the transactions with related parties are provided in the accompanying financial statements. The particulars of contracts or arrangements with related parties as prescribed in Form No. AOC-2 is annexed as Annexure E to this report.

All related party contracts, arrangements and transactions were approved by the Audit Committee and the Board as applicable from time to time. Prior omnibus approval was granted by the Audit Committee of the Company for the related party transactions, which are foreseen and repetitive in nature, and were reviewed by the Committee on quarterly basis.

The policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website at the following web link https://speciality.co.in/pdf/policies/Final_SRL-Policy-on-RPT.pdf

13. Report on Corporate Governance

The report on Corporate Governance as stipulated under Regulation 34(3) read with para C of Schedule V to the Listing Regulations forms part of the Annual Report. The requisite certificate from the practicing company secretaries confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached to report on Corporate Governance.

14. Management Discussion and Analysis Report

As stipulated under Regulation 34(2) of the Listing Regulations, Management Discussion and Analysis Report for the financial year under review is provided in a separate section forming part of this report.

15. Composition of Audit Committee

The details relating to the composition of the Audit Committee are provided in the Report on Corporate Governance which forms part of this report.

16. Corporate Social Responsibility

In terms of Section 135 of the Companies Act, the Board has constituted a Corporate Social Responsibility Committee (“**CSR Committee**”) under the Chairmanship of an Independent Director of the Company. The CSR Committee of the Board has formulated a CSR Policy which has been uploaded on the website of the Company at https://speciality.co.in/pdf/policies/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY.pdf.

The Annual Report on CSR activities as prescribed under Section 135 of the Companies Act is annexed as Annexure B which forms part of this report.

17. Vigil Mechanism / Whistle Blower Policy

In pursuance of the provisions of Sections 177(9) and 177(10) of the Companies Act, a vigil mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at https://speciality.co.in/pdf/policies/VIGIL_MECHANISM_POLICY.pdf.

18. Risk Management

The Audit Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the areas of internal financial and risk management systems. Other details including details pertaining to various risks faced by your Company and also development and implementation of risk management policy is provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

19. Particulars of loans, guarantees or investments

Disclosure on particulars relating to loans, guarantees or investments made during the financial year ended March 31, 2021 under Section 186 of the Companies Act is given in the notes to the Financial Statements.

20. Consolidated Financial Statement

According to Section 129(3) of the Companies Act, the Consolidated Financial Statement of the Company, its joint venture company, wholly owned subsidiaries and step-down subsidiaries for the financial year 2020-21 are prepared in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014, form part of the Annual Report and are reflected in the Consolidated Financial Statement of the Company.

The Company prepared its financial statements in accordance with Ind-AS, including accounting standard read with Section 133 of the Companies Act notified under the Companies (Accounting Standard) Rules, 2006.

In accordance with third proviso of Section 136(1) of the Companies Act, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements, has been placed on the website of the Company, www.speciality.co.in. Further, financial statements of WOS have also been placed on the website of the Company i.e. www.speciality.co.in.

21. Internal Financial Controls System and their adequacy

Your Company has laid down adequate internal financial controls system, through requisite policies and procedures which commensurate with its size and the nature of its operations. Such controls are operating effectively to ensure accuracy and completeness of the accounting records, the timely preparation of reliable financial information along with the orderly and efficient conduct of business.

In addition, during financial year 2020-21, as required under Section 143 of the Companies Act, the statutory auditors have evaluated and expressed an opinion on the Company’s internal financial controls over financial reporting based on an audit. In their opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2021.

Details of internal controls system are given in the Management Discussion and Analysis Report, which forms part of this Annual Report.

22. Auditors and Audit Reports

(i) Statutory Auditors and their report

At the twentieth annual general meeting held on August 23, 2019, the Members approved appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as statutory auditors of the Company (the “**Statutory Auditors**”) to hold office for a period of five years from the conclusion of that annual general meeting till the conclusion of the twenty fifth annual general meeting to be held in the year 2024. The Statutory Auditors’ Report for the financial year 2020-21 on the financial statement of the Company forms part of this Annual Report. The report does not contain any qualifications, reservations or adverse remarks or disclaimer. The Statutory Auditors of the Company have not reported any fraud as specified in Section 143(12) of the Companies Act.

(ii) Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. GMJ & Associates, a firm of company secretaries in practice, to conduct the secretarial audit of your Company for the financial year ended March 31, 2021. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed as Annexure C which forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

23. Compliance with Secretarial Standards on Board Meetings and General Meetings

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

24. Particulars of Employees

The ratio of remuneration of each director to the median employee's remuneration and other details in terms of Section 197 of the Companies Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure D which forms part of this report.

The information in respect of employees of the Company required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, the report and accounts are being sent to the Members and others entitled thereto, excluding the aforesaid annexure. Any shareholder interested in obtaining a copy of the same may write to the company secretary.

25. Statutory Disclosures

(i) Conservation of Energy, Technology Absorption and Foreign Exchange and Outgo

1. Conservation of Energy

The disclosures required as per the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)(A) of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy is detailed below:

The Company values the significance of conservation of energy and remain conscious about the environmental impact of its business operations and continuously strives to improve energy efficiency through various initiatives. During the year, the Company continued to undertake a variety of energy conservation measures across all its restaurants, making continuous efforts for judicious use of energy at all levels of operations by utilizing energy efficient system and processes.

(a) The steps taken or impact on conservation of energy

- Installed energy efficient LED lights in all restaurants.

(b) The steps taken by the Company for utilizing alternate sources of energy

The Company has installed 20KW solar power plant at its restaurant premises at Greater Kailash (GK—II) at New Delhi.

(c) The capital investment on energy conservation equipments

The Company made one-time capital investment of ₹ 5.12 million on energy management system during financial year 2016-17 and 2017-18.

2. Technology Absorption

The activities of the Company are not covered under the disclosure required as per the provisions of Section 134(3)(m) of the Companies Act read with Rule 8(3)(B) of the Companies (Accounts) Rules, 2014 regarding technology absorption. The Company continues to adopt and use the latest technologies to improve the efficiency and effectiveness of its business operations.

3. Foreign Exchange Earnings and Outgo

The disclosure required as per the provisions of Section 134(3)(m) of the Companies Act read with Rule 8(3)(C) of the Companies (Accounts) Rules, 2014 regarding foreign exchange earned in terms of actual inflows and foreign exchange outgo during the year under review in terms of actual outflows are given below:

₹ in millions

Foreign Exchange Earnings and Outgo	FY 2020-21	FY 2019-20
Foreign Exchange Earned in terms of actual inflows	5.62	12.11
Foreign Exchange Outgo in terms of actual outflows	0.62	2.1

(ii) Prevention of Sexual Harassment:

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has complied with the provisions relating to the constitution of Internal Complaints Committee and no complaint has been received during the year under review.

(iii) No stock options were granted to the directors of your Company during the year under review.

(iv) Additional information and details as specified in Rule 8(5) of the Companies (Accounts) Rules, 2014 are included in the Directors' Report.

26. General Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Companies Act.
- (ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (iii) Issue of shares including sweat equity shares to employees of the Company under any scheme save and except Employee Stock Options Scheme referred to in this Report.
- (iv) Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from the subsidiary Companies.
- (v) No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.
- (vi) The Company is not required to maintain the cost records as specified by Central Government under section 148 (1) of the Companies Act and rules made thereunder.

27. Credit Ratings:

The credit ratings obtained by the Company along with any revision thereto has been disclosed in the Corporate Governance Report which forms part of this report.

28. Annual Return

In terms of Sections 92(3) and 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link: https://www.speciality.co.in/pdf/annual_general_meeting/Annual%20Return_MGT%207_FY%202020-21.pdf

29. Directors' Responsibility Statement

The Directors confirm that:

- (i) in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year ended March 31, 2021 and of the loss of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

30. Acknowledgement

Your Directors would like to express their appreciation for the assistance and co-operation received from the banks, government authorities, customers, vendors and members during the year under review.

Your Directors also wish to place on record their appreciation for the committed services by the executives, staff and employees of the Company.

**For and on behalf of the Board
Speciality Restaurants Limited**

**Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)**

Place: Mumbai

Date: August 14, 2021

ANNEXURE A

(forming part of the Director's Report)

Disclosure under Section 62 of Companies Act, 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the "SEBI Guidelines") and Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (the "SEBI Regulations") for the year ended March 31, 2021.

Sr. No.	Description	Speciality Restaurants Limited-Employee Stock Options Scheme 2012
(i) (a)	Date of Shareholders' approval	September 28, 2012
(b)	Total number of Options approved under ESOS	14,08,730
(c)	No. of Options granted	5,77,200
(d)	No. of Options vested	5,00,200
(e)	Total Number of Options exercised	Nil
(f)	Total number of Ordinary Shares of ₹ 10 each arising as a result of exercise of options	Nil
(g)	Total Number of Options lapsed	5,77,200
(h)	Variation of terms of Options	Nil
(i)	Money realized by exercise of Options during the year	Nil, since no Option was exercised during the financial year 2020-21.
(j)	Total number of Options in force	Nil
(k)	Vesting requirements	Options granted under SRL-ESOP 2012 would vest not less than one year and not more than six years from the date of grant of such vesting Options.
(l)	Exercise Price	₹ 126.20
(m)	Pricing Formula	The exercise price approved by the Board Governance and Remuneration Committee of the Company (now known as Nomination and Remuneration Committee) under the authority of the Board and Members, was the market price which was the latest available closing price on the stock exchange on which the shares of the Company are listed where there was highest trading volume prior to the date of meeting of the Committee in which the Options were granted.
(n)	Maximum term of Options granted	During seven years from the date of grant.
(o)	Source of shares	Primary (Allotment by the Company upon exercise of option).
(ii) (a)	Method of calculation of employee compensation cost	The employee compensation cost has been calculated using the fair value method of accounting for Options granted under the Company's Employee Stock Option Scheme.
(b)	When the Company opts for expensing the options using the intrinsic value of options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	Not Applicable
(c)	The impact of this difference on profits and on Earnings Per Share of the Company	Not Applicable
(iii)	Option movement during the year	
	Particulars	Details
	Number of options outstanding at the beginning of the period	92,350
	Number of options granted during the year	Nil
	Number of options forfeited/ lapsed during the year	92,350
	Number of options exercised during the year	Nil
	Number of shares arising as a result of exercise of Options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	Nil
	Number of options exercisable at the end of the year	Nil

Sr. No.	Description	Speciality Restaurants Limited-Employee Stock Options Scheme 2012																					
(iv)	Weighted average exercise prices and weighted average fair values of Options granted for Options whose exercise price either equals or exceeds or is less than the market price of the stock.	Weighted average exercise price per Option: ₹ 126.20 Weighted average fair value per Option: ₹ 48.87																					
(v) (a)	Details of Options granted to Senior Management Personnel	No options have been granted during financial year 2020-21.																					
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>No. of Options Granted during the financial year 2013-14</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Indranil Chatterjee*</td> <td>50,000</td> </tr> <tr> <td>2</td> <td>Mr. Phiroz Sadri</td> <td>50,000</td> </tr> <tr> <td>3</td> <td>Mr. Rajesh Kumar Dubey</td> <td>50,000</td> </tr> <tr> <td>4</td> <td>Mr. Rajesh Kumar Mohta*</td> <td>38,400</td> </tr> <tr> <td>5</td> <td>Mr. Nripendra Chauhan</td> <td>25,000</td> </tr> <tr> <td>6</td> <td>Mr. Ramchander</td> <td>26,500</td> </tr> </tbody> </table>	Sr. No.	Name	No. of Options Granted during the financial year 2013-14	1	Mr. Indranil Chatterjee*	50,000	2	Mr. Phiroz Sadri	50,000	3	Mr. Rajesh Kumar Dubey	50,000	4	Mr. Rajesh Kumar Mohta*	38,400	5	Mr. Nripendra Chauhan	25,000	6	Mr. Ramchander	26,500	
Sr. No.	Name	No. of Options Granted during the financial year 2013-14																					
1	Mr. Indranil Chatterjee*	50,000																					
2	Mr. Phiroz Sadri	50,000																					
3	Mr. Rajesh Kumar Dubey	50,000																					
4	Mr. Rajesh Kumar Mohta*	38,400																					
5	Mr. Nripendra Chauhan	25,000																					
6	Mr. Ramchander	26,500																					
	*Key Managerial Personnel of the Company.																						
(b)	Any other employee who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	None																					
(c)	Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and Conversions) of the Company at the time of grant.	None																					
(vi) (a)	A description of the method and significant assumptions used during the year to estimate the fair value of the Options	<p>The fair value of each Option is estimated using Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:-</p> <table border="1"> <tbody> <tr> <td>(i)</td> <td>Risk-free interest rate</td> <td rowspan="5">The Company has not granted any options during the financial year 2020-21.</td> </tr> <tr> <td>(ii)</td> <td>Expected life</td> </tr> <tr> <td>(iii)</td> <td>Expected volatility</td> </tr> <tr> <td>(iv)</td> <td>Expected Dividend yield</td> </tr> <tr> <td>(v)</td> <td>The price of the underlying Shares in market at the time of Option grant</td> </tr> </tbody> </table>	(i)	Risk-free interest rate	The Company has not granted any options during the financial year 2020-21.	(ii)	Expected life	(iii)	Expected volatility	(iv)	Expected Dividend yield	(v)	The price of the underlying Shares in market at the time of Option grant										
(i)	Risk-free interest rate	The Company has not granted any options during the financial year 2020-21.																					
(ii)	Expected life																						
(iii)	Expected volatility																						
(iv)	Expected Dividend yield																						
(v)	The price of the underlying Shares in market at the time of Option grant																						
(b)	The method used and the assumptions made to incorporate the effects of expected early exercise	Not applicable																					
(c)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	<p>Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time.</p> <p>For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange of India, over a period prior to the date of grant, corresponding with the expected life of the options has been considered.</p>																					
(d)	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	No other feature has been considered for fair valuation of options except as mentioned in point vi (a) above.																					
(vii)	Diluted Earnings Per Share pursuant to issue of Ordinary Shares on exercise of Options calculated in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings Per Share'.	Nil, since no option was exercised during the year.																					

For and on behalf of the Board
Speciality Restaurants Limited

Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)

Place: Mumbai
Date: August 14, 2021



ANNEXURE B

(forming part of Directors' Report)

Annual Report on Corporate Social Responsibility Activities

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. A brief summary of initiative taken during the financial year 2020-21 is given below:-

1. Brief outline on CSR Policy of the Company:

The Company has framed the CSR Policy to identify and support initiatives aimed at:

- (i) eradicating hunger, poverty and malnutrition, promoting health care and sanitation and improving the quality of life and economic well being of individuals;
- (ii) training, providing and supporting educational needs of the underprivileged segments of society; and
- (iii) such other activities as may be permissible under Schedule VII of the Companies Act, 2013 and the relevant rules.

The Board of Directors of the Company have already framed the Corporate Social Responsibility Policy based on the recommendation of CSR Committee and the same has been displayed on the Company's website at the following weblink:

https://speciality.co.in/pdf/policies/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY.pdf

2. Composition of CSR Committee:

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Dushyant Mehta	Chairman	Independent Director	1	1
Mrs. Suchhanda Chatterjee	Member	Whole-time Director	1	1
Mr. Ullal R. Bhat	Member	Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company :

The Composition of CSR Committee of the Company can be accessed at: https://speciality.co.in/pdf/Composition%20of%20Committees_For%20Website%20-%20Updated%2019.02.2021.pdf

CSR Policy can be accessed at: https://speciality.co.in/pdf/policies/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY.pdf

CSR Project approved by the Board can be accessed at: https://speciality.co.in/pdf/policies/Details_of_CSR_Projects_approved_by_Board.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

In view of no profits, as per the provisions of the Companies Act, 2013, no amount was available to be contributed by the Company towards CSR activities for the Financial Year 2020-21. There was no CSR project undertaken by the Company during Financial Year 2020-21. Hence, Impact assessment of CSR project was not carried out during the financial year 2020-21.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2019-20	Nil	-
2	2018-19	Nil	-
3	2017-18	Nil	-
	Total	-	-

6. Average net profit of the company as per section 135(5): - Nil

7. (a) Two percent of average net profit of the company as per section 135(5):- Nil

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – Nil

(c) Amount required to be set off for the financial year, if any – Nil

(d) Total CSR obligation for the financial year (7a+7b-7c) - Nil

8. (a) CSR amount spent or unspent for the financial year 2020-21:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil					

(b) Details of CSR amount spent against ongoing projects for the financial year 2020-21:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Nil												

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2020-21:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
Nil									

(d) Amount spent in Administrative Overheads – Nil

(e) Amount spent on Impact Assessment, if applicable – Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – Nil

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1	2019-20	Nil	Nil	Nil	Nil	Nil	Nil
2	2018-19	Nil	Nil	Nil	Nil	Nil	Nil
3	2017-18	Nil	Nil	Nil	Nil	Nil	Nil



(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

₹ In Millions

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
1	NA	Contribution to Prime Ministers' National Relief Fund	2014-15	One time	0.50	0.50	0.50	Completed
2	NA	Nutritional Support and Health Clinic Program	2015-16	3 years	0.55	0.55	1.05	Ongoing
3	NA	Nutritional Support and Health Clinic Program	2016-17	3 years	1.65	1.65	2.70	Ongoing
4	NA	Setting up of Health Clinic	2016-17	One time	0.25	0.25	2.95	Completed
5	NA	Nutritional Support and Health Clinic Program	2017-18 [#]	3 years	-	-	-	Ongoing
6	NA	Nutritional Support and Health Clinic Program	2018-19 ^{##}	-	-	-	-	Completed
7	NA	Nutritional Support and Health Clinic Program	2019-20 ^{###}	-	-	-	-	-

As per the provisions of the Companies Act, 2013, no amount was available to be contributed by the Company towards CSR activities for the Financial Year 2017-18. The Company had not contributed amount to Sri Sai Trust during the financial year 2017-18. An amount of ₹ 15,54,309/- which was unspent and available with the Sri Sai Trust, implementing agency was spent towards providing nutritional food and health support for school children in tribal areas of Karjat region under the project.

As per the provisions of the Companies Act, 2013, no amount was available to be contributed by the Company towards CSR activities for the Financial Year 2018-19. The Company had not contributed amount to Sri Sai Trust during the financial year 2018-19. An amount of ₹ 1,03,695/- which was unspent and available with the Sri Sai Trust, implementing agency was spent towards providing nutritional food and health support for school children in tribal areas of Karjat region under the project.

As per the provisions of the Companies Act, 2013, no amount was available to be contributed by the Company towards CSR activities for the Financial Year 2019-20.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

- Date of creation or acquisition of the capital asset(s) – Not applicable
- Amount of CSR spent for creation or acquisition of capital asset - Nil
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – Not applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – Not applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5) - As per the provisions of the Companies Act, 2013, no amount was available to be contributed by the Company towards CSR activities for the Financial Year 2020-21.

Place: Mumbai
Date: August 14, 2021

Dushyant Mehta
Chairman–CSR Committee
(DIN: 00126977)

Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)

ANNEXURE C
(forming part of Directors' Report)

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Speciality Restaurants Limited
Uniworth House, 3A,
Gurusaday Road, Kolkata– 700 019.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Speciality Restaurants Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our physical as well as electronic medium, wherever required for verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2021 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. The provisions of Foreign Direct Investment and External Commercial Borrowings are not applicable to the company during the review period
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable during the period of audit]
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the period of audit]
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the period of audit]
 - i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; [Not applicable during the period of audit]
- vi. We have relied on the representation made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are mentioned as under:
 - a) Legal Metrology Act, 2009;
 - b) Food Safety and Standards Act, 2006;
 - c) Food Safety and Standards Rules, 2011 and the regulations framed thereunder;
 - d) Food Safety and Standards (Packing & Labelling) Regulations, 2011.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review. Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Chief Financial Officer/Company Secretary, taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

For **GMJ & ASSOCIATES**

Company Secretaries

[CS PRABHAT MAHESHWARI]

PARTNER

M. No. : FCS 2405

COP No.: 1432

UDIN: F002405C000504896

PLACE: MUMBAI

DATE: 23rd JUNE, 2021

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

'Annexure I' to Secretarial Audit Report

To,
The Members,
Speciality Restaurants Limited
Uniworth House, 3A,
Gurusaday Road, Kolkata – 700 019.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **GMJ & ASSOCIATES**

Company Secretaries

[CS PRABHAT MAHESHWARI]

PARTNER

M. No. : FCS 2405

COP No.: 1432

UDIN: F002405C000504896

PLACE: MUMBAI

DATE: 23rd JUNE, 2021



ANNEXURE D

(forming part of the Directors' Report)

Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of Managing Director, Whole-time Directors, Non-Executive Directors, Executive Director-Finance & CFO and Company Secretary for the financial year 2020-21 are given below:-

Sr. No.	Name of the Director/ Key Managerial Personnel ("KMP")	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Mr. Anjan Chatterjee	Chairman & Managing Director	6.30	(80%)
2	Mrs. Suchhanda Chatterjee	Whole-time Director	2.15	(80%)
3	Mr. Indranil Chatterjee	Whole-time Director	4.21	(64%)
4	Mr. Avik Chatterjee	Whole-time Director	2.46	100%#
5	Mr. Dushyant Mehta	Non Executive Independent Director	2.40	(29%)*
6	Mr. Ullal R. Bhat	Non Executive Independent Director	2.29	(34%)*
7	Mr. Rakesh Pandey	Non Executive Independent Director	2.18	(35%)*
8	Dr. Anita Bandyopadhyay	Non Executive Independent Director	1.09	Not Applicable##
9	Mr. Rajesh Kumar Mohta	Executive Director- Finance and CFO	Not Applicable	Nil
10	Mr. Avinash Kinhikar	Company Secretary & Legal Head	Not Applicable	Nil

* Remuneration for financial year 2020-21 is not comparable with the previous year as it varies due to number of Board and Committee Meetings held and attended.

Appointed as Whole-time Director of the Company with effect from February 3, 2020. Percentage increase in Remuneration is not comparable on the basis of previous financial year 2019-20.

Appointed as an Independent Director of the Company with effect from February 3, 2020. Percentage increase in Remuneration is not comparable on the basis of previous financial year 2019-20.

2. The percentage increase in the median remuneration of employees in the financial year 2020-21 was 9%.
 3. The Company has 2,721 permanent employees on the rolls of the Company as on March 31, 2021.
 4. Other Details

Sr. No.	Particulars	Remarks
1	Average percentage increase already made in the salaries of employees other than the Managerial personnel in the last financial year	During the financial year 2020-21, there was no increase in salary of the Employees on account of Pandemic.
2	Percentile increase in managerial remuneration	There was decrease in the managerial remuneration as compared to previous year on account of Pandemic.
3	The comparison with the percentile increase in the Employees remuneration with managerial remuneration and justification thereof	Not comparable as there was no increase in the remuneration of managerial personnel.
4	Any exceptional circumstances for increase in the managerial remuneration	Not applicable

5. It is affirmed that the remuneration is as per the remuneration policy of the Company.

**For and on behalf of the Board
Speciality Restaurants Limited**

**Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)**

Date: August 14, 2021
Place: Mumbai.

ANNEXURE E
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangement or transactions not at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
1	Situations Advertising and Marketing Services Private Limited Nature of Relationship: Private Company in which a Director or his relative is a Member	Leasing of property by related parties to the Company	Modification to existing Related Party Contract for the period January 1, 2021 till March 31, 2021.	Waiver of payment of the license fees amounting to ₹ 89,78,373/- was granted by related party to the Company for the month of January 2021 to March 2021.	In light of Covid-19 pandemic, due to impossibility of business, social distancing norms and restrictions on capacity, waiver of payment of the license fees was granted by related parties to the Company.	June 23, 2021	Nil	Passing of Special Resolution by Members is not applicable due to the waiver of payment of License Fee received by the Company from its related parties was within the threshold limits prescribed under Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014
2	Prosperous Promoters Private Limited Nature of Relationship: Private Company in which a Director or his relative is a Member			Waiver of payment of the license fees amounting to ₹ 8,17,968/- was granted by related party to the Company for the month of February 2021 and March 2021.				
3	Mr. Anjan Chatterjee Nature of Relationship: Director of the Company			Waiver of payment of the license fees amounting to ₹ 4,10,885/- was granted by related party to the Company for the month January 2021 to March 2021				
4	Mrs. Suchhanda Chatterjee Nature of Relationship: Director of the Company			Waiver of payment of the license fees amounting to ₹ 4,52,407/- was granted by related party to the Company for the month January 2021 to March 2021				
5	Mr. Anjan Chatterjee HUF Nature of Relationship: Director is Member of HUF			Waiver of payment of the license fees amounting to ₹ 4,50,373/- was granted by related party to the Company for the month January 2021 to March 2021				

2. Details of material contracts or arrangements or transactions at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances
Not applicable						

For and on behalf of the Board
Speciality Restaurants Limited

Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)

Place: Mumbai
Date: August 14, 2021



MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

The contraction in GDP was seen in all economies around the world including India, due to COVID-19 pandemic which was unprecedented in the history of mankind resulting in fear and uncertainty. People drastically curtailed discretionary spendings and focused only on essentials and more on savings due to job loss, or salary cuts or reduced earnings for businesses across all sectors barring healthcare, the fallout of which restricted mobility and reduced economic activities. Before even recovering from the first wave there were eruptions of new waves and variants of the mutating virus which necessitated restrictions and further lockdowns, to prevent a collapse of the healthcare system which significantly impacted all businesses.

Countries responded to the pandemic by deploying measures to stimulate the economy through liquidity support, tax cuts and other regulatory changes. The Government of India also announced a special economic and comprehensive package under AtmaNirbhar Bharat including measures taken by RBI amounting to about ₹ 27.1 lakh crore – more than 13 per cent of India's GDP – to combat the impact of the COVID-19 pandemic and to revive economic growth. The package included, among others, in-kind and cash transfer relief measures for households, employment provision measures under Pradhan Mantri Garib Kalyan Rojgar Abhiyaan and increased allocation under MGNREGS, credit guarantee and equity infusion-based relief measures for MSMEs and NBFCs and regulatory and compliance measures. Structural reforms were also announced as part of the AtmaNirbhar Bharat Package which, inter alia, included deregulation of the agricultural sector, change in definition of MSMEs, new PSU policy, commercialization of coal mining, higher FDI limits in defence and space sector, development of Industrial Land/ Land Bank and Industrial Information System, revamp of Viability Gap Funding scheme for social infrastructure, new power tariff policy and incentivizing States to undertake sector reforms.

India's growth contracted by 7.7 percent in the financial year 2020-21 and is estimated to grow by 10.5 percent in 2021-22 subject to normalization of economic activities and speedy rollout of COVID-19 vaccination drive.

This was a year of survival for the restaurant sector. The Covid-19 pandemic since mid-March 2020 onwards has continued to cause enormous disruptions in the industry and we anticipate a mid to long term shifts in consumer behaviour. The restrictions were gradually relaxed within a regulated environment since September 2020 onwards. During the second half of the year, the Company witnessed some signs of recovery in business. However, the second wave of the COVID-19 pandemic with imposition of lockdowns and restrictions in the last few months have again resulted in reduction in revenues pushing the company back to a survival mode. Though there has been an increased vaccination drive initiated by the Government of India, your Company continues to closely monitor the situation.

Your Company's performance for the year 2020-21 was severely impacted and needs to be analysed in the context of the aforesaid economic and operating environment.

Food and Beverages Service Industry Overview

Food and Beverages industry is one of the key segment of the Indian economy contributing to employment generation, skill development, growth in the allied industries, entrepreneurship and creating experiences.

The restaurant sector has higher manpower requirement as all functions are manual and labour driven and also provides impetus to other allied sectors as well, such as agriculture, food processing, supply chain and logistics, consulting, digital technology, specialised commercial kitchen equipments and real estate.

The food services sector continues to attract investment from domestic as well as international players as the sector has high growth potential led by domestic consumption.

The Indian food services market has evolved from unorganized home grown, standalone, family run business ventures into organized structure with priorities on transparency, corporatisation with formation of chain of restaurants, international partnerships with multipolar and integrated business models such as COCO (company owned company operated) and FOCO (franchise owned company operated) models. A number of reputed International chains of restaurants are already in the Indian market leading to a surge in the share of organised sector in the Indian food service industry.

Industry Trends

Food and Beverage Trends

- Healthy food to boost immunity
- Wholesome small eats are most preferable
- Consumers are moving towards sugar-free food or food with less sugar.
- Consumers are looking for high-protein, grab-and-go options that are both nutritious and convenient, such as nutritious puffed snacks, dry fruits, prunes and protein bars.
- Alternative diets such as gluten-free, dairy-free, vegan and keto options are becoming menu mainstays.
- Food presentation playing a bigger role because of the growth of social media influence.

Eating Out

Over the years, the Indian consumers' profile, behaviour and spending patterns have evolved with the changing economic, social and demographic landscape. The widening exposure to new cultures and cuisines and the increased propensity of eating out, along with the growing need for home delivered food and take away has led to the growth of the food service market. Eating out is now no more restricted



to specific occasions such as business meetings, celebrations of any kind, periodical family outing but it's now more seen as a need for change in palate and as an alternate to home cooking and looking out for new cuisines each of which have become an occasion in itself. Consumers are slowly embracing the mid-week break as against weekend offs. Eating out on weekdays is catching up as a new trend as against only being restricted to weekend. Consumer is also becoming increasingly conscious of dining at high profile outlets across socio-economic segments and more brand conscious also. On the positive side India has now one of the youngest population in the world and the food service industry is benefitting from it with a young, dynamic and diverse food-loving consumer with a high disposable income. The growing participation of women in the workforce and double-income families preference for eating out or ready- to-eat meals are also creating new opportunities in the industry.

Eating out as an experience

Consumers look forward to experiences in order to de-stress from daily hectic routines. Eating out has emerged as a prominent avenue for relaxing and spending quality time with the family or with friends. Hospitality sector provides a great dining experience where the guest needs are anticipated and met with consistently great tasting food, wide varieties, innovative presentation, unique food concepts coupled with exceptional service.

Social Media / Digital Marketing

Social media with accessibility through smart phones, has become an integral part of the young population's lifestyle. Indian food service operators are making use of social media to communicate offers, incentives, product information and promotions. Rise of various food tech models, enhanced penetration of internet and increase in internet speeds, use of technology to improve consumer experience and continued use of social media for consumer engagement are some of the key trends that continue to influence and shape the Indian food service sector. Social media presence for restaurants also defines how popular they are.

Focus on consumer engagement using technology

Technology has become an avenue for the restaurant industry to focus on consumer engagement. It has helped the consumer to express their views and opinions, compare and evaluate choices and share feedback. With the emergence of technology enabled food service and restaurant discovery players the consumers are now making table reservations, ordering food either online or through a phone call and use mobile wallets for payment. Application based online aggregators and development of third party logistics service providers has brought in a whole new dimension to food service business.

Food Discovery/Restaurant Search: Food guides and eating out directories of restaurants with reviews, opinions and vital information are available with food discovery or restaurant search players at just a few clicks away.

Table Reservation: Fine dine restaurants offer table reservation service to their clients to manage demand more efficiently and improve on sourcing and staffing. It is beneficial to a customer as reservation guarantee one's table at the designated time and place with the likely hood of personalised service at the restaurant.

Online ordering: Technology has helped to manage time and also eased the process of customers having to travel to a restaurant for eating out without the waiting period. Today customers can use their smartphones and order food from any restaurant of their choice thus enabling them to save time on travelling and enjoy their choicest food while at work or at leisure.

Market Segments

The market segment of the organized food service industry is led by Quick Service Restaurants followed by Casual Dine-in formats followed by Cafe chains, Frozen Desserts, Ice-creams and then followed by Fine dining. The rest of the market is shared by Pubs, Bars, Clubs and Lounges. QSR and Casual Dine-in are popular with working professionals while Fine dining is family get together and more occasion driven.

Evolving Customer Preferences

Food services industry is largely driven by changing consumer preferences. Key players in the industry are continuously monitoring such patterns and accordingly offering innovative and new products. Whether it is the health-conscious nature of a particular age group or changing consumer taste; the Indian food service industry has started regular modification of products and services. Customization of products and services have become the key success driver in today's industry. Eating out has evolved the lifestyle of today's progressive young Indians, who are willing to experiment different cuisines and beverages.

Experimenting with Cuisines

The strong cosmopolitan culture of major metros of India is also represented in the cuisine mix of the cities. Consumers are experimenting with regional as well as international cuisines. The food service industry is catering to these demands by serving a variety of foods from across the world like Italian, Mexican, Japanese, Middle Eastern, Mediterranean, Modern European, African besides the all time popular Chinese, Thai, and American fast foods over and above the Indian and regional cuisines.

Emerging retail formats

Dedicated food courts and food malls and new retail avenues such as airports, amusement parks are driving consumers towards food counters. In Malls fine dining / semi-casual dining restaurants in a controlled atmosphere lends variety to the food retail space with paid parking facility, which is a very essential factor to any retailing establishment's success. Mall developers consider fine-dining restaurants very important to their overall tenant mix because they help the establishment to attain a degree of exclusiveness and give customers a more holistic experience. Malls have become one of the most popular and visited retail formats, as it gives a holistic experience to the buyer and satisfies his various needs under one roof, from attires, accessories, salons and spa's to cinemas, gaming zones, super markets and of course dedicated food courts with café's interspersed.

Over the last couple of years, fine dining restaurants have been on the rise in India and many operators are coming up with novel concepts. The upwardly mobile Indian customer has lapped it up all, and there is a significant increase in interest by mall operators to include fine dining options.

Dine-in v/s Take-away/Deliveries

The take-away and delivery segment has grown steadily and restaurants are providing option to consumers for ordering food at home/ office.

Cloud Kitchen

A cloud kitchen is a centralised kitchen for a chain of outlets/ restaurants that accepts orders only through online ordering systems and offers no dine-in facility. Cloud kitchen format has emerged as an alternative as it can be setup with a very low capital expenditure as compared to a Cafe or a Restaurant and helps in increasing the delivery revenues of the restaurant chain with cost benefits.

A Cloud Kitchen also acts as a Commissary base kitchen delivering raw materials, sauces, all basic ingredients and food in portions to multiple restaurants. This format is helping the industry to reduce the high rental cost and also cost of labour and also helping in faster turnaround over and above standardisation of quality.

Kitchen within Kitchen

It is a kitchen within existing restaurant kitchen, which offers no dine in facility. It is dedicated to meet the requirements of online delivery services, facilitated by the third party delivery apps. It is easy to setup multiple brands using the existing infrastructure with a very low capital expenditure as compared to a Cloud Kitchen and helps in the operation of a chain of restaurants with sweating of assets at the existing restaurant.

International Opportunities

Indian cuisines are also being accepted and gaining popularity in international markets which is a very healthy sign for the growth of the industry. There's global demand for Indian cuisine as its popularity caters to the diaspora, and popular Indian restaurant chains are leveraging that with financial and management bandwidth and harnessing this opportunity.

Many Indian restaurant operators had entered the global market with traditional and exclusive Indian regional cuisines due to attractive growth potential, ease of doing business, fewer regulatory issues and higher returns on investment than in India.

With a vision to tap this opportunity, many established Indian food service operators including your Company have entered key markets such as Middle East, United Kingdom and United States of America for profitable growth.

Opportunities and Challenges

New opportunities are emerging in the organised segment in certain locations where a high density of people congregate, including shopping malls, travel terminals, office complexes. Shopping Malls with multiplex, in particular are becoming a customary place for congregation leading to an increase in customer spending. Shopping malls tend to favour efficient formats such as kiosks and food courts and casual dining restaurants, while fine dining full-service restaurants are likely to remain as standalone.

The success of your Company depends on its ability to identify strengths & opportunities and leverage them while mitigating the risks that arise while conducting its business. The strength of our restaurants lie in what we do best viz., serving tasty food, offering quality service and providing an unforgettable dining experience which serves as a key differentiator with other brands with the motto of 'making you feel special'.

Opportunities for the Company are –

- Millennial centric brands.
- Optimizing share of delivery and take-away formats, with focus on convenience and assurance of hygiene standards.
- Strengthening our delivery business with new product innovations, like Meal-in-a-box
- Experimentation with new formats, themes and menus;
- Setting-up of Cloud Kitchen's / Commissary, and also Kitchen within Kitchen's through sweating of assets (converting all our existing kitchens into multi brand kitchens)
- International expansion.
- Strategic / differential pricing for the buffet format for weekday and weekend.
- Riding on the technology wave with tech savvy consumers and online food aggregators.

Your Company's success depends on the value and relevance of its brands and products to consumers and on our ability to bring in changes, innovate and remaining competitive and ahead of time. Consumer tastes, preferences and behaviours are changing more rapidly than ever before. Your Company's ability to identify and respond to these changes is vital to its business success. We continue to work on creating innovative products with the objective that those continue to meet the needs of consumers.

Challenges

The Company's prospects largely depends on economic factors such as changes in regulatory environment i.e., food inflation triggered by increasing fuel prices, licensing regulations, competition, operational challenges including high real estate cost, availability of skilled manpower, supply chain management, people management and all that it entails – from recruiting, training holds the key to engage with the new age young techno savvy consumers.



Competitive Advantage

Your Company continues to enjoy leadership position in the Fine Dining Industry. The key to this has been the continuous and well-paced focus on innovation, building on existing strengths and pragmatic expansions.

Your Company continues to be at the top in occupying the mind share of consumers in the Fine Dining and Casual Dining segment is gaining share of the of Cloud Kitchens by expanding. The key to this has been continuous endeavour on improvement and building on our existing strengths and pragmatic expansions.

During the year under review, your Company opened seven (7) Company Owned Company Operated (COCO) restaurants and eight (8) confectionaries. At the end of financial year ended March 31, 2021, your Company has 79 restaurants (including 16 franchisees) and 38 confectionaries.

Mainland China, our flagship brand, focuses on serving Chinese cuisine with contrasting flavours and spices. The Company has succeeded in retaining a high brand recall over the years and has won many awards for the same. With a new initiative of rationalising the Menu with new offerings and backed by fresh training and standardising certain mother sauces and ingredients have helped improve consumer satisfaction. It has won 'Best Chinese Restaurant – Casual Dining' award by Times Food and Night Life Awards 2021.

Asia Kitchen by Mainland China was created as a brand refresh of the mother brand offering a much less uninhibited space to attract the larger and younger audience. With almost 50% of Chinese cuisine (best of Mainland China's offerings) coupled with 50% new offerings in the form of Pan Asian cuisine which includes gourmet dishes from Hong Kong, Singapore, Malaysia, Thailand, Japan, Korea, Myanmar in addition to China, it has already carved it's own identity successfully migrating the equity of Mainland China.

It has won 'Best Oriental Restaurant – Casual Dining' award by Times Food and Night Life Awards 2021.

Oh! Calcutta continues to be the coveted destination for Bengali food lovers and now a big draw for global travellers and food connoisseurs and remains one of our core brands. With a rare cuisine that celebrates Calcutta's melting pot of cultures, Oh! Calcutta's appeal reaches out to food connoisseurs far beyond Bengal's and today it is truly recognised as global cuisine.

It has won 'Best Bengali Restaurant – Casual Dining' award by Times Food and Night Life Awards 2021.

Gong, serving modern asian cuisine exudes a new level of happiness with its high energy ambience that is a contemporary take on traditional Japanese temple architecture. Though categorised as pan asian, it offers diverse Asian flavours that are prepared using western cooking techniques and presentations to take you through a journey of the mysterious culinary traditions in the Far-East.

Sigree Global Grill is another one of the core brands serving grilled flavours from the Mediterranean, Oriental, Spanish, Mexican and Indian cuisine. It has an innovative vibrant format with live grills on each table that adds an aroma to the ambience.

Hoppipola which was launched primarily to attract the younger TG with high disposable income. It is an All-day Bar serving finger food, bar nibbles and innovative mocktails. Its target market is those young-at-heart.

Cafe Mezzuna which offering modern European food in a semi-casual format lends diversity to the brand portfolio. It serves dishes with Mediterranean, Moroccan, Spanish, French and Italian flavours alongwith a complimenting bar menu.

It has won 'Best Global – Premium Dining' award by Times Food and Night Life Awards 2021.

Riyasat

Infused with a 'contemporary' Indian cuisine – Riyasat is a story woven through royal celebrations and victories and is inspired from the stately homes of the royal families of the 19th century. The cuisine is inspired from the North-western frontiers that is vibrant, robust and encompasses the healthier culinary techniques and dining experiences to blend in with the changing time and trends.

It also boasts of crafted beverages curated by mixologists, embracing the past with twists on classics – creating a theatrical mood where you can sit and just immerse into the experience.

It has won 'Best North Indian – Premium Dining' award by Times Food and Night Life Awards 2021.

BARishh

A place that is vibrant and chic, with stunning decor, a splash of pop colours that spell youthful and breathes of fresh air is for all day and any mood. With striking blue walls with large and small butterfly murals, the 120-seater also makes use of elements like soothing green and quirky writings on the wall, giving BARishh a balanced look and feel.

The entire food menu is derived out of Indian ingredients with a western touch to it making global in presentation. Gin has been having its moment for the last couple of years and the moment is only here to stay. Created by international mixologists, highlights of BARishh are not just cocktails but innovative gin infusions featuring on it.

BARishh is for the modern Indian youth who loves living in the grey areas of life where it's very non-committal... a zone we all live in.

It has won 'Best Resto-Bar' award by Times Food and Night Life Awards 2021.

Episode One

Episode One is one of a kind resto-bar serving delectable food from all over the world along with some beautifully crafted taptails. Episode One is today's take on a Gymkhana or the British Club. Episode One desires to build a creative community bringing together like minded individuals from all walks of life including art, music, fashion, films, media, technology and more.

It has won 'Best Global Restaurant – Casual Dining and 'Best Bar for Beer' award by Times Food and Night Life Awards 2021.

Sweet Bengal It has proved to be the favourite Bengali sweet destination. The sole credit for this goes to the innovative and traditional spread of Bengali Sweets created from pure cow's milk by 'karigars' from West Bengal who literally crafts each and every sweet. With 35 outlets it is the only chain serving authentic Bengali sweets and Bengali snacks in Mumbai.

It has won 'Best Mithai – Casual Dining' award by Times Food and Night Life Awards 2021.

Dariole is your cosy, affectionate neighbourhood confectionary and café, where the city's best croissants, buns, puffs, wraps, cakes, cookies, pastries and breads are born every day.

Haka, devised for the guest on the go. Haka is ideal for those seeking to shop or watch a movie and have a quick bite. Featuring modern Chinese cuisine in small plates including dim sums and quick meal at comfortable prices, typically found on Hong Kong and Shanghai streets. The contemporary ambience of each Haka restaurant is created with red walls and modern impressionist artwork emphasizing efficiency and functionality in layout.

Risk, concerns and Mitigation

Business risks such as industry risk, general economic conditions, socio-political risks and company specific risks exist for any enterprise having national and international exposure. Your Company also faces some such risks, the key ones being – a longer than anticipated delay in economic revival, continuing inflationary conditions, dependence on fine-dine segment, competition from global chains and other segments of the restaurant industry, hostile neighbouring countries and any sudden unanticipated change in regulatory framework for the industry.

Covid-19 Pandemic

The COVID-19 pandemic has emerged as a major global challenge, creating economic and social disruptions along with tragic loss of lives and livelihoods across the world. The eruptions of new waves and variants of the virus necessitated restrictions and lockdowns, not only posed a health challenge but significantly impacted businesses.

The COVID-19 pandemic has caused widespread disruption in the industry and we have seen shifts in consumer behaviour. The digital disruption is boon for the growth of online delivery module. We see rise of consumers who are more price and value conscious in their choices, given the uncertainty caused by the pandemic.

The challenge has transformed business and business models to create a new work order. Your Company has identified new locations as well as existing kitchens/outlets to make them operational as we are experiencing higher customer preference due to the unwavering faith and confidence in our established brands not only on the food but on hygiene and safety parameters which is now the new norm.

The pandemic has led to changes in food consumption habits. Consumers have started experimenting with convenience leading to a shift in preferences for easy-to-prepare meals. Being confined to homes, balancing work and household chores, has led to an increase in the demand for food and beverage options. As there was need for food and beverages from trusted brands during and post-lockdowns, your Company operated kitchens from select locations for deliveries and takeaway services, as per Government directives. Food deliveries were carried out primarily through delivery channels/food aggregators and also through own delivery vehicles.

The few steps taken by the Company are as follows:

- (i) All safety protocol related to Covid-19 as advised by the government are being implemented.
- (ii) The Company has issued safety guidelines for its employees and workers.
- (iii) All employees are required to wear protective face masks and gloves.
- (iv) Social distancing norms being strictly followed at offices.
- (v) Contactless ordering and delivery for guests with gloves, face masks, social distancing and sanitization.
- (vi) Sanitization of premises.
- (vii) Temperature control.

The Company, with its 25 years of unparalleled brand equity, being a food-led Company with established brands for takeaway and delivery, continues to be in a position of strength to overcome this crisis and capture future growth opportunities in an optimal manner.

Details of impact of COVID-19

- (i) The Company has adequate liquidity which will ensure to meet its obligations.
- (ii) The Company doesn't have any debt on its book. Hence there is no impact pertaining to debt obligations on the Company.
- (iii) The supply chain was intermittently disrupted in view of lockdown and subsequent lockdown. The Company has worked with its vendors to ensure that supply was not impacted
- (iv) The Company does not see incremental risk to recoverability of its assets (Inventories, Investments, Receivables, Deposits etc.) given the measures being undertaken to mitigate the risks.
- (v) The Company has reviewed the existing contracts/agreements and judiciously sought and received relief during the lockdown period and thereafter.

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.



Raw Material Costs

In addition to renewing contracts at better rates, the Company has undertaken import substitution to the extent possible without compromising quality.

Commodity Prices

Changes in commodity prices reduce profit margins. The impact of commodity price fluctuations is managed by the Company across its value chain to effectively manage its financial performance and profitability by negotiating with the suppliers towards a fixed price agreement.

Fixed Costs

The restaurants which have been launched by the Company are of a more compact size to reduce the fixed costs and to enhance efficiencies. Various re-negotiation with the owners of the property during the year has resulted in reduction of the rent cost.

Productivity

Multi-tasking of the workforce has been the key during this period of new normal which took care of the kitchen within kitchen serving multiple brands from the same location for delivery and takeaway.

Competition

The brand positioning and refreshment of the existing brands as well as introduction of new brands targeted at niche cuisines or customer has helped the Company to remain competitive. Hoppipola which is specifically for younger crowds and Café Mezzuna which covers European cuisine are examples of the same. Asia Kitchen by Mainland China riding on the equity of the mother brand has included Pan Asian dishes in addition to the traditional fare of its Chinese cuisine offerings and promises to be a winner going forward. Sigree Global Grill is being positioned as another winner brand and is receiving a great response.

Internal Controls System and their Adequacy

Your Company has put in place adequate internal controls system to ensure that all assets are protected, with documented procedures covering all corporate functions and restaurants. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations.

Adequate internal control systems are in the form of various policies & procedures issued by the Management covering all critical and important activities viz. Revenue Management, Restaurant Operations, Purchase, Finance, Human Resources, Safety, etc. These policies & procedures are updated from time to time and compliance is monitored by Internal Auditor. The Company continues its efforts to align all its processes and controls with best practices. The effectiveness of internal controls is reviewed through the internal audit process, which is undertaken for operational units and all major corporate functions.

The Company uses an Enterprise Resource Planning (ERP) application to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information. The Company's internal control systems are commensurate with the nature of its business, the size and complexity of operations.

The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

The Chairman & Managing Director and Executive Director-Finance & CFO of the Company have provided a certificate on the adequacy and effectiveness of internal controls system and procedures, which forms part of this annual report.

Financial Performance

Accounting policy

The financial statements have been prepared in accordance with the Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2015.

Standalone Financial performance for the year ended March 31, 2021

a) Total Revenue

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Revenue From Operations	1,501.4	3,577.9	(2,076.5)	(58.0)
Other Income	166.6	101.3	65.3	64.4
Total	1,668.0	3,679.2	(2,011.2)	(54.6)

Total Revenue for the year was lower by 54.6% from the previous year. The dine-in business was significantly impacted due to Covid-19 pandemic from the third week of March 2020. With unlock plan by various State Governments business started recovering in H2FY2021 which recorded 80% of the financial year business. Company's focus on delivery from cloud kitchen and kitchen within kitchens yielded results. Other income includes interest received from Banks/Others, Dividend on Mutual Fund Investments, Profit on Sale of Current Investments and Fixed Assets (Net), Foreign Exchange Gains (Net) and Miscellaneous Income.

b) Cost of Material Consumed**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Cost of Material Consumed	452.0	1,134.8	(682.8)	(60.2)

The decrease in Cost of Material Consumed was variable to Revenue from Operations which correspondingly decreased by 58% from the previous year.

c) Employee Benefit Expenses**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Employee Benefit Expenses	338.3	820.2	(481.9)	(58.8)

Employee Benefit Expenses comprises salary, bonus, allowances, Staff welfare expenses and Company's contribution to Provident Fund, ESIC and Gratuity. In response to the Covid-19 pandemic, the Company has been compelled to take many steps to control employee costs. These included optimizing the employee strength at restaurants, temporary reduction in the salary and leave management. Reduction in senior management salaries, variable pay and incentives also contributed to savings in employee benefit expenses.

d) Finance Costs**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Interest	165.0	211.5	(46.5)	(22.0)

There was no debt in the Company during the financial year. The interest under finance cost is due to computation of interest on lease liability on Right of Use Asset as per IND-AS 116 during the financial year.

e) Depreciation and amortisation expense**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Depreciation and amortisation expense	322.4	574.9	(252.5)	(43.9)

The charge for depreciation on Property, Plant & Equipment and Intangible assets was ₹ 130.39 million and Right of Use assets as per IND-AS 116 was ₹ 191.99 million (previous year ₹ 365.35).

f) Other Expenses**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Other Expenses	725.6	1054.6	(329)	(31.2)

Other expenses includes rent, power & fuel, rates, taxes & license fee, insurance, operating supplies, advertising and marketing expenses, repairs and maintenance and other miscellaneous expenses. The company undertook various cost optimization effort in response to unprecedented drop in Revenues consequent to COVID-19. It promptly began reviewing the fixed cost such as re-negotiating the rentals with the owners of the property, optimal manning at the restaurants and reduction of corporate overhead

g) Profitability**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Loss Before Tax (LBT)	(291.7)	(390.6)	98.9	25.3
Loss After Tax (Net Loss)	(293.4)	(381.6)	88.2	23.1

The performance during the year under review was impacted due to Covid-19 pandemic resulting into country wide lockdown because of which the dine-in operations at restaurants were shut for a considerable period.

Financial Position**a) Equity****(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Paid Up Share Capital	469.6	469.6	-	-
Other Equity	900.4	1,191.2	(290.8)	(24.4)
Total Equity	1,370.0	1,660.8	(290.8)	(17.5)

Total Equity of the Company decreased during the year due to loss for the year.

b) Non-Current Financial Liabilities**(₹ In Millions)**

	2020-21	2019-20	Change (₹)	Change (%)
Other Financial Liabilities	1,222.1	1,109.9	112.2	10.1

The Company did not have any debts on its books and thus continues to be a debt free company. The increase is because of accounting for lease liability on Right of Use Asset as per IND-AS 116

c) **Current Liabilities and Provisions**

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Current Liabilities and Provisions	733.6	725.4	8.2	1.1

Current Liabilities comprise of trade payables, payables for purchase of property, plant and equipments, provisions and other current liabilities.

d) **Net Tangible and Intangible Assets**

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Tangible and Intangible Assets after Depreciation (Net)	550.0	562.3	(12.3)	(2.2)
Capital Work-in Progress	290.3	331.2	(40.9)	(12.3)
Total	840.3	893.5	(53.2)	(6.0)

There was an overall decrease of 6% in the Net Tangible and Intangible Assets of the Company primarily due to depreciation being charged on the basis of Written down value method.

e) **Non-Current Financial Assets**

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Investments	102.6	102.6	-	-
Loans	230.2	204.7	25.5	12.5
Total	332.8	307.3	25.5	8.3

Investments include investment in Speciality Hospitality UK Limited and Speciality Hospitality US Inc respectively, Wholly Owned Subsidiaries of the Company. Loans and Other financial assets comprises of Security and other deposits given by the Company.

f) **Other Non - Current Assets**

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Other non-current assets	190.7	264.8	(74.1)	(28)

Other Non-Current assets comprises of capital and normal advances to vendors, prepaid expenses and deferred rent, advance tax (net) and balances with government authorities paid under protest. The reduction is because of refunds received from Income Tax Authorities and reduction is the advances.

g) **Current Assets**

(₹ In Millions)

	2020-21	2019-20	Change (₹)	Change (%)
Inventories	58.1	73.8	(15.7)	(21.3)
Financial assets				
- Investments	645.4	614.3	31.1	5.1
- Trade Receivables	31.7	23.1	8.6	37.2
- Cash and Cash equivalents	71.1	14.4	56.7	393.8
- Bank balances other than cash above	0.9	0.8	0.1	12.5
- loans	95.7	204.2	(108.5)	(53.1)
- other financial assets	7.9	22.8	(14.9)	(65.4)
other current assets	89.0	79.0	10.0	12.7
Total	999.8	1,032.4	(32.6)	(3.2)

Significant changes in key financial ratios

The details of significant change of 25% or more as compared to the immediately previous financial year in key financial ratios, along with detailed explanations therefor is as under:

Key Ratios	March 31, 2021	March 31, 2020	Change %	Due to
Debtors Turnover (times)	47.41	154.89	(69.4)	Lower revenues because of Pandemic
Inventory Turnover (times)	25.84	48.50	(46.7)	Reduced turnover with steady inventory of liquor
Operating Profit Margin (%)	9.28	18.21	(49.0)	Lower Revenues with impact of Operating Leverage
Net Profit Margin (%)	(17.74)	(10.38)	(70.9)	
Return on Net Worth (%)	(21.29)	(22.98)	7.4	Lower profitability because of Pandemic with reduction in Networth because of losses

Consolidated Financial performance for the year ended March 31, 2021

The Consolidated Financial Statements comprise the Company and its Joint Venture and WOS company prepared in accordance with Ind AS as applicable to your Company. The Consolidated Statements include the financial position of joint venture by applying equity method of accounting and WOS by proportionate consolidation method of accounting. The following table sets forth the Consolidated Financial results for the year ended March 31, 2021.

Particulars	March 31, 2021	March 31, 2020	Change (₹)	Change (%)
Revenue from operations	1,501.4	3,577.8	(2,076.4)	(58.0)
Other Income	168.0	104.4	63.6	60.9
Total Income	1,669.4	3,682.2	(2,012.8)	(54.7)
Cost of materials consumed	452.0	1,134.8	(682.8)	(60.2)
Employee benefit expense	338.3	820.2	(481.9)	(58.8)
Other expenses	725.6	1,054.8	(329.2)	(31.2)
Earnings before Interest, Depreciation, Amortization and Tax	153.5	672.4	(518.9)	(77.2)
Less:				
Finance Costs	165.0	211.5	(46.5)	(22.0)
Depreciation /Amortization	322.4	574.9	(252.5)	(43.9)
Loss before share of loss in Joint venture, exceptional item and Tax	(333.9)	(114)	(219.9)	(192.9)
Share of Loss in Joint Venture Company	(1.4)	(1.3)	(0.1)	(7.7)
Exceptional Item	43.6	(273.8)	317.1	115.8
Loss before tax for the year	(291.7)	(389.1)	97.4	(25.0)
Less: Taxes Expenses / (credit)				
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
Short provision for tax relating to prior years	1.7	(9.0)	10.7	118.9
Loss for the year	(293.4)	(380.1)	86.7	22.8
Total Other Comprehensive (Loss)/Income	8.6	(4.2)	12.8	304.8
Total Comprehensive loss for the period	(284.8)	(384.3)	(99.5)	(25.9)

Disclosure of accounting treatment in preparation of financial statements

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India in preparation of its financial statements.

Outlook

Covid -19 had its impact in the FY 2020-21 and the second wave thereafter had built in fear psychosis among the population. The silver lining is the pace of vaccination programme undertaken by the Government which will instill confidence of the people to once again move towards normalcy.

It is expected that the Indian economy is to grow by 8.3% and 7.5% in the FY 2021-22 and FY 2022-23 as per the estimate of the World Bank. This growth rate will be the highest in the world and is expected the business would get back to pre-covid levels.

Material developments in Human Resources

Your Company firmly believes in the strength of its most vital asset of over 2,700 strong workforce. To maintain its competitive edge in a highly dynamic industry, your Company recognizes the importance of having a work force which is consumer-focused and performance-driven. In keeping with this, a number of policies and initiatives have been drawn up to ensure a healthy balance between business needs and individual aspirations. The company ensured for the well-being of the entire workforce by counseling and videos to ensure safety protocols. To enhance immunity of all individual various vitamin tablets were given to all.

Cautionary Statement

This Annual Report and the Management Discussion and Analysis report contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue”, “seek to” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans, prospects or goals are also forward-looking statements. Forward-looking statements reflect the current views of our Company as of the date of this Management Discussion and Analysis report and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which is in turn and based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based to be reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

REPORT ON CORPORATE GOVERNANCE

A report on compliance with the Corporate Governance provisions as prescribed under Regulation 34 (3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) as amended, for the year ended March 31, 2021 is detailed below:

1. Company’s Philosophy on Code of Governance:

Good Corporate Governance is essential to achieve long-term corporate goals, enhance shareholder value and attain highest level of transparency. Your Company is committed to adopt the highest standard of Corporate Governance, accountability and equity in its operations and in interaction with all stakeholders. Your Company believes that all its operations and actions must serve the underlined goal of enhancing customer satisfaction and shareholder value over a sustained period of time as also to meet other stakeholders’ aspirations and societal expectations.

2. Board of Directors:

2.1 Composition and Category of Directors of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. The Board comprises of eight Directors, of whom four are Independent Directors and four are Executive Directors including Chairman.

The Directors possess experience and specialization in diverse fields, such as hoteliering, project management, manufacturing, human resource, business strategy & innovation, marketing, banking, finance and administration.

The particulars of Directors seeking appointment / re-appointment by the Members have been included in the Notice of the Annual General Meeting.

The Composition of the Board, category of Directors and details of shares held by them are as under:

Category	Name of the Director	Designation	No. of Shares held as on March 31, 2021 [#]
Promoter Executive Directors	Mr. Anjan Chatterjee*	Chairman and Managing Director	1,20,70,000
	Mrs. Suchhanda Chatterjee*	Whole-time Director (Director –Interior & Design)	1,19,70,000
Promoter Group (Executive Director)	Mr. Avik Chatterjee*	Whole-time Director (Executive Director – Innovation and New Formats)	19
Executive Director	Mr. Indranil Chatterjee	Deputy Managing Director	1,299
Non-Executive Independent Directors	Mr. Dushyant Mehta	Director	1,280
	Mr. Ullal Ravindra Bhat	Director	Nil
	Mr. Rakesh Pandey	Director	Nil
	Dr. Anita Bandyopadhyay	Director	Nil

* None of the Directors are related to any other except Mr. Anjan Chatterjee, Mrs. Suchhanda Chatterjee and Mr. Avik Chatterjee.

The Company has not issued any convertible instruments.

2.2 Meeting of the Board of Directors and Board Procedures:

The Board of Directors met four (4) times during the year under review on July 23, 2020, August 31, 2020, November 12, 2020 and February 11, 2021.

The Agenda for the Board Meetings together with the appropriate supporting documents and relevant information are circulated well in advance of the meetings to enable the Board to take informed decisions.

2.3 Attendance at Board Meetings and Last Annual General Meeting

The name and categories of Directors, DIN, attendance of each Director at the Board Meetings held during the financial year 2020-21 and the last Annual General Meeting (AGM) of the Company held on September 22, 2020 and the number of Companies and Committees where they are Directors/Members or Chairperson as on March 31, 2021 are given below:-

Attendance Particulars			No. of Directorship held in other Indian Public Limited companies*	Name of other Listed Companies and Category of Directorship	No. of Directorship(s) in other companies*	Membership(s) of Committees in other Companies ##	Chairperson of Committees of other companies##
Name of the Director	No. of Board Meetings Attended	AGM					
Mr. Anjan Chatterjee (DIN: 00200443)	3	Yes	1	-	9	-	-
Mrs. Suchhanda Chatterjee (DIN: 00226893)	2	Yes	-	-	9	-	-
Mr. Indranil Chatterjee (DIN: 00200577)	4	Yes	-	-	3	-	-

Attendance Particulars			No. of Directorship held in other Indian Public Limited companies*	Name of other Listed Companies and Category of Directorship	No. of Directorship(s) in other companies*	Membership(s) of Committees in other Companies ##	Chairperson of Committees of other companies##
Name of the Director	No. of Board Meetings Attended	AGM					
Mr. Avik Chatterjee (DIN: 06452245)	3	Yes	-	-	4	-	-
Mr. Dushyant Mehta (DIN: 00126977)	4	Yes	1	Repro India Limited – Non – Executive Independent Director	1	1	-
Mr. Ullal Ravindra Bhat (DIN: 00008425)	4	Yes	-	Repro India Limited – Non– Executive Independent Director	4	-	1
Mr. Rakesh Pandey (DIN: 00113227)	4	Yes	-	-	1	-	-
Dr. Anita Bandyopadhyay (DIN: 08672071)	4	Yes	-	-	-	-	-

* Excluding Foreign Companies.

Includes only Audit Committee and Stakeholders' Relationship Committee.

The number of Directorships, Committee Memberships/Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 (the "Act") and Listing Regulations.

2.4 Separate Meeting of Independent Directors

The separate Meeting of Independent Directors under the Act and Regulation 25(3) of the Listing Regulations was held on March 26, 2021. This meeting was conducted through VC without the presence of Non-Independent Directors and members of the management in compliance with Regulation 25 (3) of the Listing Regulations and Schedule IV of the Act to review (i) the performance of Non-Independent Directors and the Board of Directors as a whole; (ii) the performance of the Chairman of the Company by taking into consideration the views of Executive Directors and Non-Executive Directors. The Independent Directors also assessed the quality, quantity, and timeliness of flow of information between the Management and the Board of Directors and it's Committees which is necessary to effectively and reasonably perform their duties.

2.5 Evaluation of Board's Performance

Pursuant to the provisions of the Act and Regulations 17 and 25 of the Listing Regulations, the Board had carried out an evaluation of the Directors as well as the evaluation of the Board and its Committees. The exercise was carried out through structured evaluation process covering various aspects of the Board's functioning such as composition of the Board and its Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman, who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, etc.

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience, competency of Directors, diversity of the Board, meeting of the Board including regularity and frequency, logistics, agenda, discussion and dissent, recording of Minutes, dissemination of information, functions of the Board; including role and responsibilities, strategy and performance evaluation, governance and compliance, evaluation of risks, grievance redressal for investors, conflict of interest, stakeholder value and responsibility, corporate culture and values, review of Board evaluation, facilitation of independent directors; evaluation of management's performance and feedback, Independence of the management from the Board, access of the management to the Board and Board access to the management, secretarial support, fund availability, succession plan and professional development.

Whole-time Directors including Managing Director were evaluated on aspect such as professional qualification, experience, knowledge and competency, fulfilment of functions, ability to function as a team, Initiative, commitment, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of Conduct and Business Ethics of the Company, contribution to the growth of the Company, leadership Initiative like new ideas and planning towards the growth of the Company, team work attributes and supervising and training of staff members, Initiating steps for development of new brands for its products, compliance with policies, Reporting of frauds, violation etc. and disclosing disclosure of interest, safeguarding the interest of whistle blowers under vigil mechanism and Safeguarding of confidential information and Maintaining integrity.

Chairman of the Board was evaluated on key aspects of his effectiveness of leadership and ability to steer the meetings, co-ordination, commitment, Independent judgement, advise provided to the executive management, ability to keep shareholders' interest in mind and Impartiality.

Areas on which the Committees of the Board were evaluated included mandate and composition, effectiveness of the Committee, structure of the Committee and Meetings, Independence of the Committee from the Board and contribution to decisions of the Board.



Independent Directors were evaluated on various aspects, including inter alia qualifications, experience, knowledge and competency, fulfilment of functions, Initiative, commitment, Independence, Independent views and judgement, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of conduct of the Company as well as the Code for Independent Directors as applicable, understanding the environment in which the company operates and contribution to strategic decision, contribution for resolving the issues at the meeting and raising valid concerns at the Board, interpersonal relations with other directors and management, objective evaluation of Board's performance, rendering independent unbiased opinion, safeguarding of confidential information and Maintaining integrity.

The Nomination and Remuneration Committee (NRC) also reviewed the performance of the Board, its Committees and of the Directors. The Chairman of the NRC provided feedback to the Board as well as Directors on an individual basis, as appropriate.

The Performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Executive Directors was carried by the Independent Directors. The performance evaluation of the Chairman was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees.

2.6 Familiarisation Programme for Independent Directors

In accordance with the requirements of the Listing Regulations and Schedule IV of the Act, as amended, the Company has a programme (the "Programme") to familiarise the Independent Directors (the "Independent Directors") of the Company including in relation to the business model of the Company, nature of industry in which the Company operates and the roles, rights and responsibilities of the Independent Directors.

The Programme aims at enabling the Independent Directors to understand the business model of the Company and keep them updated on an ongoing basis about the significant changes which occur in the industry in which the Company operates.

The Company, through various presentations and/or discussions familiarises the Independent Directors on the overall economic trends, the performance of the food and beverage sector and analysis of the circumstances which have adversely impacted the Company's performance and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, comparison of the Company's performance with its peers in the Industry as available in public domain, marketing/ brand strategy, business risks and mitigation plan etc.

The summary of the presentations made to the Independent Directors during the Financial Year 2020-21 as part of the ongoing familiarization programme is available on the website of the Company under the web link: <https://speciality.co.in/details-familiarization-programme-imparted-independent-directors.html>.

2.7 Matrix setting out the core skills/ expertise/ competence of the Board of Directors

A chart/ matrix setting out the core skills/ expertise/ competencies identified by the Board of Directors in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board are given below:

Name the Director	Finance	Business and Expansion	Governance and Regulatory oversight	Sales & Marketing	Human Resources	Hospitality
Mr. Anjan Chatterjee	-	✓	✓	✓	-	✓
Mrs. Suchhanda Chatterjee	-	✓	✓	✓	-	✓
Mr. Indranil Chatterjee	✓	✓	✓	✓	-	✓
Mr. Avik Chatterjee	-	✓	✓	✓	-	✓
Mr. Dushyant Mehta	-	✓	✓	✓	-	-
Mr. Ullal Ravindra Bhat	✓	-	✓	✓	-	-
Mr. Rakesh Pandey	-	✓	✓	✓	✓	-
Dr. Anita Bandyopadhyay	-	-	✓	-	✓	-

2.8 Board Confirmation regarding Independence of the Independent Directors

All the Independent Directors of the Company have given their respective declaration/ disclosures under section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under Section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board based on the disclosures received from all the Independent Directors, the Independent Directors meet the criteria of 'Independence' specified in the Regulation 16(1) of the Listing Regulations and Section 149(6) of the Act and the Rules made thereunder and are independent of the Management as required under Regulation 25 of the Listing Regulations.

2.9 Resignation of Independent Director(s)

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

3. Audit Committee

3.1 Composition, Meeting and Attendance

The Audit Committee comprises of four Directors of whom three are Non-Executive Independent Directors. The Chairman of the Audit Committee is an Independent Director. Members have varied experience in the field of banking, finance, Investment and Capital Markets. Mr. Indranil Chatterjee, Deputy Managing Director and Mr. Rajesh Kumar Mohta, Executive Director – Finance and CFO are permanent invitees for the meetings. The statutory auditors are also invited to the meetings. The internal auditors are also invited to share internal audit findings with the Committee. The Company Secretary acts as the Secretary to the Audit Committee.

The Audit Committee met four times during the year under review on July 23, 2020, August 31, 2020, November 12, 2020 and February 11, 2021. The particulars of Members and their attendance at the Meetings are as under:

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Ullal Ravindra Bhat	Chairman	Non-Executive Independent Director	4	4
Mr. Anjan Chatterjee	Member	Chairman & Managing Director	4	3
Mr. Dushyant Mehta	Member	Non-Executive Independent Director	4	4
Mr. Rakesh Pandey	Member	Non-Executive Independent Director	4	4

3.2 Terms of reference

The terms of reference of the Audit Committee are wide enough to cover the matters specified under Regulation 18 read with Part C of Schedule II to Listing Regulations, as well as Section 177 of the Act which are as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, re-appointment and ratification of the auditors appointment, if required, the replacement of statutory auditors, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ix. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- x. Discussion with internal auditors of any significant findings and follow up there on;
- xi. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xiii. To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of non payment of declared dividends) and creditors;
- xiv. To review the functioning of the Whistle Blower mechanism;

- xv. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xvi. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- xvii. Approval or any subsequent modification of transactions of the company with related parties;
- xviii. Scrutiny of inter-corporate loans and investments;
- xix. Valuation of undertakings or assets of the Company wherever it is necessary; and
- xx. Evaluation of Internal Financial Controls and risk management systems.
- xxi. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

3.3 The additional terms of reference of the Audit Committee are as under:

- i. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
- ii. Framing, implementing, reviewing and monitoring the risk management plan for the Company; and
- iii. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Audit Committee.

3.4 Mandatory review of information

In accordance with Para B of Part C of Schedule II to the Listing Regulations, the audit committee shall mandatorily review the following information:-

- i. Management Discussion and analysis of financial conditions and results of operations;
- ii. Statement of significant related party transactions, submitted by the management;
- iii. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- iv. Internal audit reports relating to internal control weaknesses;
- v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- vi. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32 (1) of the listing regulations.
 - b. Annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulations 32 (7) of the Listing Regulations.

4. Nomination and Remuneration Committee

The Board at its meeting held on May 28, 2014, reconstituted the Board Governance and Remuneration Committee as the Nomination and Remuneration Committee ("NRC") for reviewing and recommending the remuneration payable to the Directors and senior executives of the Company and assisting the Board with respect to the process of appointment or re-election of Chairman of the Board of Directors and other executive and non-executive Directors.

4.1 Composition, Meetings and Attendance

NRC comprises of three Non-Executive Directors, all of whom are independent Directors. Mr. Rakesh Pandey is the Chairman of NRC. Mr. Ullal Ravindra Bhat and Mr. Dushyant Mehta are Members of the Committee. The Company Secretary acts as Secretary to the Committee. Two Meetings of NRC were held during the year under review on June 29, 2020 and February 11, 2021 which were attended by all the Members of the Committee.

During the year under review the Board at their Meeting held on February 11, 2021, approved re-constitution of Nomination and Remuneration Committee.

Mr. Dushyant Mehta stepped down as Chairman of the Committee and continued as Member of the Committee with effect from February 11, 2021. Mr. Rakesh Pandey, existing member of the Committee was re-designated as Chairman of the Committee with effect from February 11, 2021.

4.2 Terms of reference

The terms of reference of the Committee are in line with the requirements of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations which are as under:-

- i. To assist the Board of Directors with the process of appointment or re-election of Chairman of the Board of Directors and other non-executive and executive directors. In this regard, the NRC shall adhere to the following:
 - a. For the appointment/ re-election of the Chairman of the Board and with a view of reaching unequivocal consensus of the Members of the Board on the candidate, the Chairman of the NRC shall conduct a consultation with the Members of the Board and report the conclusion to the Board, after having discussed the same with the Members of the NRC;

- b. To submit to the Board the names of candidates for new Members of the Board and to make relevant proposals to the Board in the event of renewal, resignation or possible retirement of any existing Member of the Board. With regard to proposals for appointment of Members of the Board, the NRC shall discuss with the Board, the Board's equilibrium criteria and profile of the candidate.
- ii. To draft procedures and propose modifications thereof for the appointment of Members of the Board, Managing Director and Chief Executive Officer;
- iii. To assist the Board of Directors in formulating and implementing the remuneration policy of the Company vis-à-vis the Executive Directors of the Company;
- iv. To recommend to the Board of Directors, the terms of compensation of the Executive Directors;
- v. To recommend compensation to the Non-Executive Directors in accordance with the provisions of the Act;
- vi. To approve any changes in the system of remuneration of the Company's senior executives;
- vii. To prepare remuneration report to be included in the report on corporate governance forming part of the annual report of the Company;
- viii. To consider and administer the ESOP Scheme and to formulate the detailed terms and conditions of the ESOP scheme including the following matters:
 - a. The quantum of options to be granted under an employee stock option scheme per employee and in aggregate;
 - b. The conditions under which options vested in employees may lapse in case of termination of the employment for misconduct;
 - c. The exercise period within which the employee should exercise that option and that option would lapse on failure to exercise the option within the exercise period;
 - d. The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of the employee;
 - e. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - f. The procedure for making fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issue, bonus issues, merger, sale of division and others. In this regard the following shall be taken into consideration by the NRC:-
 - i) the number and the price of stock options shall be adjusted in a manner such that the total value of the stock options remains the same after the corporate action;
 - ii) for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered;
 - iii) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders
 - g. The grant, vest and exercise of option in case of employees who are on long leave; and
 - h. The procedure for cashless exercise of option.
- ix. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, to recommend to the Board their appointment and removal and shall carry out the performance evaluation of each of the directors of the Company including independent directors.
- x. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- xi. The NRC while formulating the above policy shall ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel, and senior management involves balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- xii. Formulation of criteria for evaluation of performance of independent directors and the board of directors.
- xiii. Devising a policy on diversity of board of directors.
- xiv. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- xv. recommend to the board, all remuneration, in whatever form, payable to senior management

4.3. Performance evaluation criteria for independent directors

Independent Directors are evaluated on parameters such as qualifications, experience, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, commitment, Independence, Independent views and judgement, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of conduct of the Company as well as the Code for Independent Directors as applicable, understanding the environment in which the company operates and contribution to strategic decision, Contribution for resolving the issues at the meeting and raising valid concerns at the Board, Interpersonal relations with other directors and management, Objective evaluation of Board's performance, rendering independent unbiased opinion, Safeguarding of confidential information and Maintaining integrity.

4.4 Remuneration Policy

The Company follows a policy on remuneration of Directors, Key Managerial Personnel and Senior Management Employees which is as under:

4.4.1 Remuneration of Executive Directors

NRC shall determine the remuneration payable to the Whole-time/Managing Director and recommend to the Board for its approval. The Board's approval shall be subject to the prior or post approval ratification of the Members of the Company and/or central government, if required, under applicable laws. The Remuneration packages for the Whole-time/Managing Director(s) shall be in accordance with the applicable percentages/slabs/conditions as set out in the Articles of Association of the Company, the Act and rules made thereunder, which may be in force from time to time. The Whole-time/Managing Director(s) remuneration shall comprise of salary, perquisites, incentive remuneration and other allowances like medical insurance apart from other retirement benefits like Gratuity, etc., as per the Rules of the Company. The Whole-time/Managing Director is entitled to commission on net profits calculated in accordance with the performance of the Company, subject to the approval of the Board. If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration to its Whole-time/ Managing Director(s) in accordance with the provisions of Schedule V of the Act.

4.4.2 Remuneration of Non-Executive Directors

Non-executive Directors may be paid remuneration in the form of sitting fees for attending the Board and Committee Meetings as fixed by the Board of Directors from time to time subject to the limits prescribed under the Act.

In addition to the above the Non-Executive Directors may also be paid commission on net profits not exceeding 1% of the net profits of the Company as decided by the Board and approved by the Members from time to time.

The Non-Executive Directors are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending and returning from General Meetings of the Company or Meetings of the Board of Directors or Committee of Directors.

Any increase in the maximum aggregate remuneration payable to the Non-Executive Directors and/or Whole-time/Managing Director(s) beyond the permissible limit under the Act shall be subject to the approval of the Members at the Annual General Meeting by special resolution and/or of the Central Government as may be applicable.

If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to any Non-Executive Director including Independent Director by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) to Section 197 of the Companies Act, 2013, except in accordance with the provisions of Schedule V of the Companies Act, 2013.

4.4.3 Remuneration to Key Managerial Personnel (KMP) and Senior Management Personnel (SMP)

NRC shall recommend to the Board, all remuneration, in whatever form, payable to KMP and SMP other than Whole-time/Managing Director(s), shall be decided by the Board. The remuneration shall consists of the following components:-

- i. Basic Salary
- ii. House Rent Allowance
- iii. Other Allowances
- iv. Retirement benefits- Contribution to PF, Gratuity, Ex-Gratia, etc. as per the Rules of the Company.
- v. Incentive Remuneration

4.4.4 Remuneration to Other Employees

The power to decide structure of remuneration for other employees has been delegated to HR department of the Company.

4.4.5 Stock Options

Subject to the provision of the Act, the Whole-time/Managing Director(s), KMPs; SMPs may be eligible for stock option or any other benefits as may be decided by NRC from time to time except for:

- i. An Employee who is a promoter or relative of the promoter(s);
- ii. Any Director holding more than 10% of Equity Shares of the Company either directly or indirectly; and
- iii. Independent Directors.

5 Remuneration of Directors

5.1 Pecuniary relationship or transactions of Non-Executive Directors

During the year under review, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors apart from payment of sitting fees.

5.2 Criteria and Remuneration paid to Non-Executive Directors of the Company

Non-Executive Directors may be paid remuneration by way of fee (sitting fee) for attending each meeting of the Board of Directors and its Committees thereof and reimbursement of expenses for participation in the meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time subject to the limits prescribed under the Companies Act. They are entitled to be paid all travelling and other expenses they incur for attending the Company's affairs, including attending and returning from General Meeting of the Company or the Meetings of the Board of Directors or Committee of Directors.

The Company pays its Non-Executive Directors sitting fees of ₹ 50,000/- for attending each meeting of the Board, ₹ 40,000/- for attending each meeting of the Audit Committee and ₹ 20,000/- for attending each meeting of other Committees of the Board.

The Company has not granted any stock option to any of its Non-Executive Directors.

Besides the sitting fees, all Non-Executive Directors may also be paid commission subject to the overall limit of 1% of the net profits of the Company in pursuance of the approval granted by the Members of the Company at the Annual General Meeting held on August 24, 2016.

The details of payment of sitting fees paid to the Non-Executive Independent Directors during the financial year 2020-21 were as under:

Sr. No.	Name of the Director	Sitting fees paid for the FY 2020-21 (₹)
1	Mr. Dushyant Mehta	4,40,000
2	Mr. Ullal Ravindra Bhat	4,20,000
3	Mr. Rakesh Pandey	4,00,000
4	Dr. Anita Bandyopadhyay	2,00,000
	Total	14,60,000

In view of no profits during the financial year 2019-20, no amount was available to be paid in accordance with the provisions of Section 197 and 198 of the Act, to consider the payment of commission to Non-Executive Directors during the financial year 2020-21.

5.3 Remuneration to Managing Director/Whole-time Directors of the Company

The Remuneration of Managing Director/Whole-time Directors are decided on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors and Members. The remuneration package of Managing Director/Whole-time Directors comprises of salaries, allowances, perquisites, incentive remuneration, commission and contribution to provident fund and other funds. The details of remuneration paid during the financial year 2020-21 are summarised below:-

Sr. No.	Name of the Director	Designation	Salary, Allowances and Perquisites* (₹)	Performance Linked Incentive (₹)	Commission (₹)	Company's contribution to Provident Fund (₹)
1	Mr. Anjan Chatterjee	Chairman & Managing Director	11,53,800	-	-	Nil
2	Mrs. Suchhanda Chatterjee	Whole-time Director (Director-Interior & Design)	3,93,747	-	-	Nil
3	Mr. Indranil Chatterjee	Deputy Managing Director	7,71,600	-	-	Nil
4	Mr. Avik Chatterjee	Whole-time Director (Executive Director – Innovation and New Formats)	4,50,003	-	-	Nil
	Total		27,69,150	-	-	-

*Voluntary reduction in remuneration by the Managing Director and Whole-time Directors

5.4 Stock option details

The Board granted 50,000 stock options during the financial year 2013-14 in favour of Mr. Indranil Chatterjee, Whole-time Director of the Company at an exercise price of ₹ 126.20 per share. The options granted to Mr. Indranil Chatterjee were vested over a period of 4 years and exercisable within 3 years from the date of vesting.

No option was granted during the financial year 2020-21. No vested options were exercised by Mr. Indranil Chatterjee due to which vested options lapsed on September 5, 2020. The options outstanding at the end of the year under review are nil. The ESOS scheme now stands closed.

5.5 Service contracts, notice period and severance fees

Service of Managing Director and Whole-time Directors of the Company may be terminated by either party giving the other party 180 days' notice or the Company paying 180 days' salary in lieu thereof. There is no separate provision for payment of severance fees.

6. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ("SRC") has been constituted for the redressal of the grievances of security holders of the Company.

6.1 Composition, Meetings and Attendance

One Meeting of SRC was held during the year under review on November 12, 2020, which was attended by Mr. Dushyant Mehta and Mr. Indranil Chatterjee.

Mr. Dushyant Mehta, Chairman of the Committee step down as Chairman and Member of the Committee with effect from February 11, 2021.

During the year under review the Board at their Meeting held on February 11, 2021, approved re-constitution of Stakeholders Relationship Committee.

Dr. Anita Bandyopadhyay was appointed as Member and Chairman of the Committee with effect from February 11, 2021.

As on March 31, 2021, the Committee comprises of three members namely, Dr. Anita Bandyopadhyay, Chairman, Mr. Anjan Chatterjee and Mr. Indranil Chatterjee, Members of the Committee. Mr. Avinash Kinhikar, Company Secretary & Legal Head of the Company acts as the Secretary to the Committee and is also the Compliance Officer of the Company.

6.2 Terms of reference

The terms of reference of the Stakeholders Relationship Committee include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

6.3 Status report on number of shareholders' complaints received, resolved and pending during the year ended March 31, 2021

The Company had appointed Link Intime India Private Limited as Registrars and Share Transfer Agents of the Company for carrying out all work relating to shares of the Company.

During the financial year under review no shareholder's complaint was received by the Company and no complaint was pending as at the close of the financial year.

7. Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility Committee ("CSR Committee") as required under Section 135 of the Act.

7.1 Composition, Meetings and Attendance

The CSR Committee comprises of three Members namely, Mr. Dushyant Mehta, Chairman, Mrs. Suchhanda Chatterjee and Mr. Ullal R. Bhat are Members of the Committee. The Company Secretary acts as the Secretary to the Committee.

One Meeting of CSR Committee was held during the year under review on November 12, 2020, which was attended by all the Members of the Committee.

7.2 Terms of reference

The terms of reference of the CSR Committee include the following:

- i. To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- ii. To recommend the amount of expenditure to be incurred on the activities in connection with corporate social responsibility to be undertaken by the Company in accordance with Section 135 of the Act; and
- iii. To monitor the Corporate Social Responsibility Policy of the Company from time to time.

8. General Body Meetings

Location, date, time of the Annual General Meeting (AGM) held and the special resolutions passed thereat for the last 3 years are as under:

Sr. No.	Financial Year	Annual General Meeting	Date	Time	Location	Particulars of Special Resolution
1	2019-20	21st AGM	September 22, 2020	11 a.m.	Through Video Conferencing / Other Audio-Visual Means (Deemed venue of the meeting: Uniworth House, 3A, Gurusaday Road, Kolkata 700 019	Resolution No. 4: Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company. Resolution No.5: Designating and Appointment of Mr. Indranil Chatterjee (DIN: 00200577) Whole-time Director, as Deputy Managing Director of the Company. Resolution No. 7: Appointment of Mr. Avik Chatterjee as a Whole-time Director of the Company.
2	2018-19	20th AGM	August 23, 2019	11 a.m.	Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017	Resolution No. 5: Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company. Resolution No. 6 : Ratification of remuneration paid to Mrs. Suchhanda Chatterjee pursuant to the Companies (Amendment) Act, 2017 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. Resolution No. 7 : Ratification of remuneration paid to Mr. Indranil Chatterjee pursuant to the Companies (Amendment) Act, 2017.
3	2017-18	19th AGM	August 27, 2018	11 a.m.	Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017	Not applicable.

All Special Resolutions in the previous three AGMs of the Company were passed with requisite majority. All Resolutions were approved through remote e-voting and e-voting at the venue of the AGM.

9. Postal Ballot

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

10. Means of Communication

10.1 Quarterly results

The financial results are normally published in the Business Standard (all editions) and Aaj Kaal (a regional newspaper published in the State of West Bengal) newspapers and also displayed on the website of the Company at www.speciality.co.in.

The Company, from time to time and as may be required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the on-line portal of the Stock Exchanges, press releases, Annual Report and uploading relevant information on its website.

10.2 Presentations made to institutional investors or to the analysts

The presentations made to the institutional investors or to the analysts were submitted to Stock Exchanges and uploaded on the website of the Company.

11. General Shareholder Information

11.1 Twenty Second Annual General Meeting

Day, Date & Time: Monday, September 20, 2021 at 3.00 p.m. (IST)

Venue: To be held through Video Conferencing or Other Audio Visual Means.

11.2 Tentative Financial Calendar for Financial year 2021-22

Financial reporting for the quarter ending June 30, 2021.	On or before 2 nd Week of August, 2021.
Financial reporting for the quarter/half year ending September 30, 2021.	On or before 2 nd week of November, 2021.
Financial reporting for the quarter ending December 31, 2021.	On or before 2 nd week of February, 2022.
Financial reporting for the year ending March 31, 2022.	On or before last week of May, 2022.



11.3 Book closure

Tuesday, September 14, 2021 to Monday, September 20, 2021 (Both days inclusive).

11.4 Listing Details

The Company's Equity Shares are listed on the Stock Exchanges mentioned below:

National Stock Exchange of India Limited ("NSE")	BSE Limited ("BSE")
"Exchange Plaza", Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051.	Phiroze Jeejhabhoy Towers, Dalal Street, Mumbai 400 001.

11.5 Stock Codes

Stock Exchange	Stock code
National Stock Exchange of India Limited	SPECIALITY
BSE Limited	534425

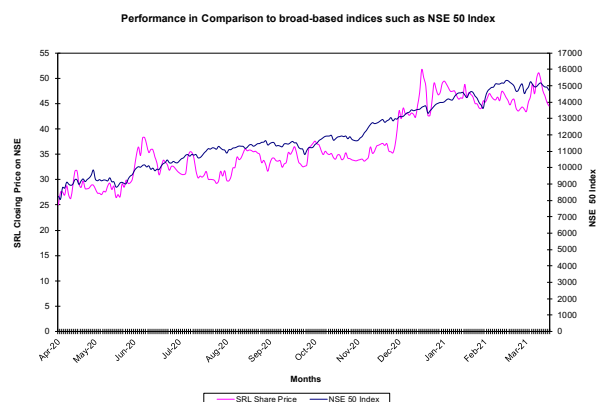
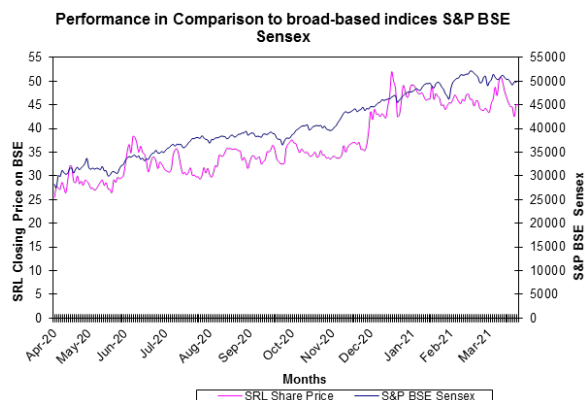
The Listing Fees have been paid to NSE and BSE for the financial year 2021-22.

11.6 Stock Market Data

The monthly high/low of the market price of the shares of the Company during the financial year 2021-22 is given below

Months	BSE Limited (BSE)				National Stock Exchange of India Limited (NSE)			
	High	Low	No. of Shares Traded	S&P BSE Sensex Closing	High	Low	No. of Shares traded	Nifty 50 Index Closing
April 2020	32.85	22.90	73,090	33,717.62	32.80	22.05	8,36,267	9,859.90
May 2020	32.60	26.45	76,596	32,424.10	30.75	26.05	8,16,668	9,580.30
June 2020	41.90	30.65	1,63,455	34,915.80	42.00	30.55	16,58,838	10,302.10
July 2020	37.95	28.00	2,81,253	37,606.89	37.75	28.60	17,59,617	11,073.45
August 2020	38.00	29.60	2,43,617	38,628.29	38.25	28.60	24,50,753	11,387.50
September 2020	39.50	31.55	2,74,088	38,067.93	39.75	31.40	31,84,362	11,247.55
October 2020	39.00	32.65	1,91,669	39,614.07	39.40	33.00	13,38,045	11,642.40
November 2020	41.20	33.00	2,14,467	44,149.72	41.50	33.30	20,98,986	12,968.95
December 2020	55.00	39.00	6,68,404	47,751.33	54.95	38.70	71,01,653	13,981.75
January 2021	50.50	41.65	2,07,622	46,285.77	50.55	40.05	19,10,365	13,634.60
February 2021	48.00	42.60	1,44,358	49,099.99	48.20	42.10	10,13,066	14,529.15
March 2021	52.65	37.90	2,81,106	49,509.15	52.80	35.45	28,75,851	14,690.70

11.7 Stock Performance in comparison to broad based indices S&P BSE Sensex



One-year performance

Closing Price	Company's share price on		Indices	
	BSE	NSE	S&P BSE Sensex	NIFTY 50
As at April 1, 2020	25.45	25.05	28,265.31	8,253.8
As at March 31, 2021	38.05	38.00	49,509.15	14,690.7
Growth	49.51%	51.70%	75.16%	77.99%

11.8 Registrar and Share Transfer Agents

Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083. Tel No. (91 22) 49186000/ 49186270
Fax No. (91 22) 49186060 E-mail: rnt.helpdesk@linkintime.co.in

11.9 Shares Transfer System (Physical Form)

The Board has delegated the authority for approving the transfer, transmission, etc. of the Company's Equity Shares to the Stakeholders Relationship Committee comprising of Dr. Anita Bandyopadhyay, Mr. Anjan Chatterjee and Mr. Indranil Chatterjee as its Members.

In terms of Regulation 40(1) of Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities.

In terms of Listing Regulations, no shares can be transferred unless they are held in dematerialised mode. Members holding shares in physical form are therefore requested to convert their holdings into dematerialized mode to avoid loss of shares and fraudulent transactions and avail better investor servicing. Accordingly, only valid transmission or transposition cases may be processed by the RTA of the Company, subject to compliance with the guidelines prescribed by SEBI. Shares in physical form for transposition/transmission should be lodged with the office of the Company's Registrar & Share Transfer Agent, Link In Time India Private Limited at the address given above or at the Corporate office of the Company. The transfers are processed if technically found to be in order and complete in all respects.

The Company obtains from the Practising Company Secretaries half yearly certificate/s of compliance with regard to the share transfer formalities as required under 40(9) of the Listing Regulations and the same has been filed with the Stock Exchanges for the applicable period.

11.10 Distribution of Shareholding as on March 31, 2021

No. of Equity Shares held	No. of Members	% of Members	No. of Shares held	Total % to the Paid up share capital
1-500	16,058	83.25	19,00,844	4.05
501-1000	1,423	7.38	11,73,158	2.50
1001-2000	805	4.17	12,39,123	2.64
2001-3000	331	1.72	8,46,478	1.80
3001-4000	157	0.81	5,65,939	1.21
4001-5000	126	0.65	5,93,956	1.26
5001-10000	206	1.07	15,42,166	3.28
10,001 and above	184	0.95	3,90,95,993	83.26
Total	19,290	100.00	4,69,57,657	100.00

11.11 Shareholding pattern as on March 31, 2021

Category	No. of Share held	Total % to the Paid up share capital
Promoters and their relatives	2,40,40,057	51.20
Other Bodies Corporate	33,10,673	7.05
Alternate Investment Funds	5,63,250	1.20
Non Resident Indians	3,34,027	0.71
Public and Others	1,87,09,650	39.84
Total	4,69,57,657	100.00

11.12 Top ten shareholders as on March 31, 2021

Name of the Shareholder	No. of Share held	% of Shareholding
Anjan Chatterjee	1,20,70,000	25.71
Suchhanda Chatterjee	1,19,70,000	25.49
Deepak Bhagnani	27,81,334	5.92
Deepak Bhagnani and Son HUF	13,53,689	2.88
Tasha Investment Advisors LLP	11,59,476	2.47
Chander Bhatia	7,89,353	1.68
Bharat Bhagnani	7,35,802	1.57
Tasha Enterprises LLP	6,40,675	1.36
Trustline Deep Alpha AIF	5,63,250	1.20
Dheeraj Kumar Lohia	3,50,619	0.75
Total	3,24,14,198	69.03



11.13 Reconciliation of Share Capital Audit

Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital was carried out on a quarterly basis in accordance with the Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. M/s. GMJ & Associates, Company Secretaries have been appointed by the Company to conduct such audit. The Reconciliation of Share Capital Audit Reports of M/s. GMJ & Associates which have been submitted to the Stock Exchanges within the stipulated period, inter-alia confirms that the equity shares of the Company held in dematerialised form and in physical form tally with the issued and paid-up equity share capital of the Company.

11.14 Dematerialisation of Shares Liquidity

4,69,57,606 Equity Shares representing 99.99% of the paid-up Equity Share Capital has been held in dematerialized form as on March 31, 2021. The Company's equity shares are regularly traded on NSE and BSE, in dematerialised form.

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE247M01014.

11.15 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity

No GDRS/ADRS/Warrants or any convertible instruments have been issued by the Company which were pending for conversion as on March 31, 2021.

11.16 Commodity Price risk or foreign exchange risk and hedging activities

The disclosure of the Commodity Price risk, foreign exchange risk and Company's hedging activities wherever required is given in the Note No. 32.3.3 to the Financial Statements of the Company.

11.17 Dealing with securities which have remained unclaimed and disclosure with respect to unclaimed suspense account

In terms of Regulation 39(4) read with schedule VI of the Listing Regulations, the Company has delegated procedural requirements to Link Intime India Private Limited, the Share Transfer Agent (STA) of the Company. The STA has confirmed that they do not have any shares of the Company lying with them unclaimed and they were not required to follow the procedure for dealing with unclaimed shares, which required disclosure the status of unclaimed suspense account in this annual report.

11.18 Unpaid and Unclaimed Dividends

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amount lying with the Company as on March 31, 2021 on the Company's website www.speciality.co.in and on the website of the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including the statutory modification(s) or re-enactment(s) thereof, for the time being in force ("IEPF Rules, 2016"), the Company is required to transfer not only all unclaimed / unpaid dividend but also the equity shares in respect of which dividends are not claimed for the continuous period of seven years from the date they first became due for payment, by any shareholder, to the Depository Account of the IEPF.

Given below are the last dates by which the Members can claim the unpaid / unclaimed dividend before transfer to the IEPF by the Company.

Financial Year	Date of Declaration of Dividend	Last date to claim unclaimed dividend *
2013-14	15-09-2014	14-10-2021
2014-15	26-08-2015	24-09-2022

*Indicative dates, actual dates may vary.

The Company had sent notices to all such members to claim the unclaimed amount(s) on or before October 14, 2021.

Notice to claim the unclaimed amount(s) was sent through registered post AD on May 25, 2021 and published a newspaper advertisement on July 6, 2021.

Notice to claim the unclaimed amount(s) was also sent through e-mail on the addresses which were registered with the Company/ Depository Participants for communication purposes.

Pursuant to the provisions of Section 124 of the Companies Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the Company had, accordingly, transferred ₹ 61,000/- being the unpaid and unclaimed dividend amounts pertaining to Dividend of Financial Year 2012-13, during the year 2020, to the IEPF. The Company had transferred 1,634 Equity Shares of ₹ 10/- each of the Company on which the dividend remained unpaid or unclaimed for seven consecutive years, during the year 2020, to the IEPF Account, after following the prescribed procedure.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in along with requisite fees as decided by the IEPF Authority from time to time.

Following are the details of unpaid dividend which will be due for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Last date to claim unclaimed dividend
2013-14	15-09-2014	14-10-2021

While the Company has already written to the shareholders informing them about the due date of transfer to IEPF, attention of the shareholders is again drawn to this matter through the Annual Report.

12. Locations of Restaurants and Confectionaries as on March 31, 2021:

Location of Company Owned Company Operated restaurants (COCO Model):

Sr. No.	Name of the Restaurant	Address of the Restaurant
1	Mainland China	3A, Gurusaday Road, Uniworth House, Kolkata-700019.
2	Mainland China	South City Mall, Shop No.313, 3rd Floor, 375, Prince Anwar Shah Road, Kolkata-700068.
3	Mainland China	Silver Arcade, 3rd Floor, 5, J.B.S. Haldane Avenue, T1-T2 (EM Bypass), Kolkata-700105
4	Oh! Calcutta	10/3, Elgin Road, 4th Floor, Forum Mall, Kolkata - 700020.
5	Oh! Calcutta	Silver Arcade, 3rd Floor, 5, J.B.S. Haldane Avenue, T-1, T-2 (EM Bypass), Kolkata -700105.
6	Flame & Grill	Shop No 310, South City Mall, 375, Prince Anwar Shah Road, Kolkata - 700068.
7	Flame & Grill	Mani Square, 4th Floor, Shop Nos. 403/404, 164/1 Manicktala Main Road, (EM Bypass), Kolkata-700054.
8	Jungle Safari	Mani Square, 4th Floor, Shop No. 407, 164/1, Manicktala Main Road, (EM Bypass), Kolkata -700054.
9	Haka	E-205, Block-E, City Centre, DC Block, Sector-1, Salt Lake, Kolkata - 700064.
10	Haka	Mani Square, 4th Floor, Shop Nos. 403/404, 164/1 Manicktala Main Road, (EM Bypass), Kolkata-700054
11	Hoppipola	Mani Square, 4th Floor, Shop Nos. 403/404, 164/1, Manicktala Main Road, (EM Bypass), Kolkata - 700054
12	Hoppipola	Acropolis Mall, 4th Floor, Premises No. 1858/1, Rajdanga Main Road, Kolkata 700107
13	Hoppipola	Infinity Benchmark, 1st Floor, Sector V, Salt Lake, Kolkata 700091.
14	Kix	E-205, Block-E, City Centre, DC Block, Sector-1, Salt Lake, Kolkata - 700064.
15	Café Mezzuna	Forum Mall, 4th Floor, Shop Nos. 401-402, 10/3, Elgin Road, Kolkata, 700020
16	Café Mezzuna	South City Mall, 2nd Floor, 375, Prince Anwar Shah Road, Kolkata 700068
17	Asia Kitchen by Mainland China	Acropolis Mall, Unit No. R 002, 4th Floor, 1858/1, Rajdanga Main Road, Kolkata 700107
18	Calcutta Canteen	4th Floor, South City Mall, 375 Prince Anwar Shah Road, Kolkata 700068
19	Haka – Asia Bowl	4th Floor, South City Mall, 375 Prince Anwar Shah Road, Kolkata 700068
20	Kaazi	4th Floor, South City Mall, 375 Prince Anwar Shah Road, Kolkata 700068
21	Riyasat	R-301, Third Floor, South City Mall, 375 Prince Anwar Shah Road, Kolkata 700068
22	BARishh	R-402, Fourth Floor, South City Mall, 375 Prince Anwar Shah Road, Kolkata 700068
23	Haka Xpress	1/504, Ground Floor, Gariahat Road (South), Jodhpur Park, Kolkata 700068
24	Haka	Unit No. 1A, First Floor, Riddhi Siddhi Pearl, Municipal Premises No. 5, Bose Para Byelane, Kolkata 700068.
25	Haka	Shop No. 402, 4th Floor, Lake Mall, 104, Rashbehari Avenue, Kolkata 700029
26	Mainland China	Shalimar Morya Park, Ground Floor, Off New Link Road, Andheri (W), Mumbai- 400053.
27	Oh! Calcutta	Shalimar Morya Park, Ground Floor, Off New Link Road, Andheri (W), Mumbai- 400053.
28	Mainland China	City Park, 1st Floor, Central Avenue, Hiranandani Business Park, Next to D'Mart, Hiranandani, Powai, Mumbai-400076.
29	Mainland China	Unit No.TF-308, Infiniti Mall II, Link Road, Malad West, Mumbai-400064.
30	Mainland China	Viviana Mall, F-38, 1st Floor, Subhash Nagar, Next to Jupiter Hospital, Thane West-400606.
31	Mainland China	Plot Nos. 17/18, Restaurant-1, 1st Floor, Platinum Techno Park, Sector 30 A, Vashi, Navi Mumbai-400703
32	Mainland China	R City Mall, 3rd Floor, L.B.S Marg, Ghatkopar (West), Mumbai - 400086.
33	Oh! Calcutta	Plot Nos. 17/18, Restaurant-1, 1st Floor, Platinum Techno Park, Sector 30 A, Vashi, Navi Mumbai-400703
34	Oh! Calcutta	Hotel Rosewood, 99/C Tulsiwadi Lane, Opp. Mahindra Heights, Tardeo, Mumbai - 400034.
35	Hoppipola	Shop Nos. 135-138 A, Galleria Shopping Center, Hiranandani Gardens, Powai, Mumbai 400059
36	Hoppipola	Third Floor, Infinity Mall – II, Link Road, Malad West, Mumbai 400064
37	Sigree	Plot Nos. 17/18, Restaurant-1, 1st Floor, Platinum Techno Park, Sector 30 A, Vashi, Navi Mumbai-400703



Sr. No.	Name of the Restaurant	Address of the Restaurant
38	Sigree Global Grill	Ventura Shopping, 1st Floor Central Avenue Road, Hiranandani Business Park, Hiranandani Gardens, Powai, Mumbai-400076.
39	Sigree Global Grill	Palm Spring, Unit No.812, 8th Floor, Next to D'Mart Store, Link Road, Kanchpada, Malad (W), Mumbai-400064.
40	Asia Kitchen by Mainland China	Unit No. T-16, 3rd Floor, Palladium Mall, Phoenix Mills Compound, 462, Senapati Bapat Marg, Lower Parel, Mumbai-400013.
41	Asia Kitchen by Mainland China	Unit No. R-04, Third Floor, Oberoi Mall, International Business Park, Oberoi Garden City, Off. Western Express Highway, Goregaon (East), Mumbai-400063.
42	Asia Kitchen & Bar	Sakinaka Junction, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai - 400072.
43	Zoodles	Unit No. FC-18, 3rd Floor, Oberoi Mall, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai 400063
44	Episode One	Unit No. 3, First Floor, "Delphi" Building, Hiranandani Business Park, Powai, Mumbai – 400076.
45	Asia Kitchen by Mainland China	City Point, Ground Floor, Dhole Patil Road, Pune-411001.
46	Mainland China	Plot No.403, Unit No.7, Ground Floor, ICC Tech Park, Pyramid Mall, Village Bhamburda (Shivaji Nagar), Senapati Bapat Road, Pune-411016.
47	Mainland China	EB-SF-15, 2nd Floor, East Block, Amanora Town Center, Hadapsar, Pune-411028.
48	Gong – Modern Asian	Unit Nos. 22 and 23, Ground floor, Balewadi High Street, Balewadi, Pune 411045
49	Oh! Calcutta	Plot No. 4, Local Shopping Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048
50	Mainland China	14, Church Street, Bengaluru-560001.
51	Oh! Calcutta	14, Church Street, Bengaluru-560001
52	Mainland China	19, 5th Block, 5th Main Road, 40th cross, Jayanagar, Bengaluru-560041
53	Mainland China	Orion Mall, Brigade Gateway, 26/1, 80 Feet Road, 9A, Rajaji Nagar Extension, Malleswaram West, Bengaluru-560055.
54	Mainland China	28/2, 1st Floor, Siddapura, Whitefield Main Road, Bengaluru-560066.
55	Mainland China	5AC-430, 5th A Cross, Service Road, HRBR Layout, Kammanahalli, Bengaluru-560043
56	Hoppipola	3rd Floor, 14, Church Street, Bengaluru - 560001
57	Mainland China	Phoenix Market City, 1st Floor, Velachery Road, Chennai – 600042.
58	Mainland China	Plot Nos. 1 & 2, Survey No. 64 (P), Rohini Layout, Opp. Silparamam, Hi Tech City, Madhapur, Hyderabad-500081
59	Oh! Calcutta	Plot Nos. 1 & 2, Survey No. 64 (P), Rohini Layout, Opp. Silparamam, Hi Tech City, Madhapur, Hyderabad-500081

Location of Cloud Kitchens (Cloud Kitchen Model):

Sr. No.	Cloud Kitchen	Address of the Cloud Kitchen
1	Cloud Kitchen	Gala No. 7 & 8, Ground Floor, 41, National House, Saki Vihar Road, Chandivali Junction, Mumbai – 400072.
2	Cloud Kitchen	3rd Floor, Rohan Plaza, 05 th Road, Khar West, Mumbai 400 052.
3	Cloud Kitchen	Counter Nos. 12 and 13 at KORMANGALA outlet of Kitchens@ bearing address 1st, 2nd Floor, No. New 114, at Industrial Layout, Koramangala, Bangalore, Ward No. 67, Bangalore- 560095'
4	Cloud Kitchen	Shop No. 2 & 3, Ground Floor, Salt Lake City, Sector-1, Kolkata 700064.

Location of Franchise Owned Company Operated Restaurants (FOCO Model):

Sr. No.	Name of the Restaurant	Address of the Restaurant
1	Mainland China	3rd Level, Centre Square Mall, Near Genda Circle, Sarabhai Road, Vadodara- 390007.
2	Mainland China	A1/ (a), IRC Village, Nayapalli, Bhubaneshwar-751015.
3	Mainland China	S.C.O. 40, Sector-26, Madhya Marg, Chandigarh-160019.
4	Mainland China	Gulmohar Mahal, 4th Floor, Satellite Road, Ahmedabad-380015
5	Mainland China	Srinivas Towers, NBR 5 Centhop Road, Chennai-600018.
6	Mainland China	New No. 96. Old No. 15, S Block, 5th Avenue, (Opposite T.N.E.B. Office), Anna Nagar, Chennai-600040.

Sr. No.	Name of the Restaurant	Address of the Restaurant
7	Sigree	Plot No. 4737, New Door Nos.17, 19, 21, Old Door No. AA24, AA Block, 3rd Street, Annanagar East, Chennai – 600040.
8	Hoppipola	Nucleus Mall, 4th Floor, Circular Road, Opposite East Jail Road, Near CJM Bunglow, Lalpur, Ranchi 834001.
9	Machaan	Nucleus Mall, 4th Floor, Circular Road, Opposite East Jail Road, Near CJM Bunglow, Lalpur, Ranchi 834001.
10	Sigree	Nucleus Mall, 4th Floor, Circular Road, Opposite East Jail Road, Near CJM Bunglow, Lalpur, Ranchi 834001.
11	Mainland China Asia Kitchen	Third Floor, Ambience Mall, Near Toll Plaza, Gurgaon, Haryana – 122002
12	Asia Kitchen by Mainland China	Ground level, Burjuman Centre, Opp. Carrefour, Bur Dubai
13	Sigree	Unit No. SU/205, 2nd Floor, Esplanade1, Rasulgarh, Bhubaneswar, Odisha 751007
14	Hoppipola	P.O. Box, 1494, Plot No. 70, Haile Selassie Road, Dar-Es-Salaam, Tanzania
15	Hoppipola	Plot No. 18, Yerawada, Kalyani Nagar, Pune
16	Mainland China	Gala No. 2, Nice Sankul, Padmashree Babubhai Rathi Chowk, Trimbak Road, Nice, Satpur, Nashik 422007.

Confectionaries (Company Owned and Company Operated):

Sr. No.	Name of the Confectionary	Address of the Confectionary
1	Sweet Bengal	Shop No. 9, Saooli Bldg, Apt, Opp. Andheri Sports Complex, J. P. Road, Andheri (W), Mumbai-400058.
2	Sweet Bengal	Shop No. 8, Kenwood Bldg, Ambedkar Road, Bandra (W), Mumbai-400050.
3	Sweet Bengal	Shop No. 8, Fairlawn Co-Op Hsg. Society Ltd, Near Bahri Petrol Pump, Sion-Trombay Road, Chembur, Mumbai-400071.
4	Sweet Bengal	Shop No.72-A, Maker Arcade Premises Co. Op. Society, Cuffee Parade, Mumbai-400005.
5	Sweet Bengal	29, Om Geeta Niwas, Shivaji Park, Mahim, Mumbai-400016.
6	Sweet Bengal	Shop No.4, Shivgauri Apts, Ahimsha Marg, Off. Link Road, Malad (W), Mumbai-400064.
7	Sweet Bengal	Shop No. 10, Matru Ashish, Nepean Sea Road, Mumbai-400036.
8	Sweet Bengal	Shop No.126, Galleria Shopping Complex, Hiranandani Gardens, Powai, Mumbai-400076.
9	Sweet Bengal	2, Shaswat, M.G. Road, Opp: Jain Mandir, Vile Parle (E), Mumbai-400057.
10	Sweet Bengal	L-12, Gokuldharm Shopping Center, Gokuldharm, Goregaon (East), Mumbai-400 063.
11	Sweet Bengal	Shop No. 29, E.M.P. 51, Evershine Halley Co-operative Housing Society, Thakur Village, Kandivali East, Mumbai - 400 101.
12	Sweet Bengal	Queens Gate, Shop No.6, Ghodbunder Road, Hiranandani Estate, Thane- 400607.
13	Sweet Bengal	Shop no-18, Trimbak Tower, Plot no-86, Sector-15, CBD Belapur, Palm - Beach Road, Navi Mumbai - 400614.
14	Sweet Bengal	Viviana Mall, Voltas Compound, Pokhran Road No. 2, Subhash Nagar, Thane (West) - 400 610
15	Sweet Bengal	Unit No.K-02, Third Floor, International Business Park, Oberoi Mall, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400063
16	Sweet Bengal	Shop No. 54, situated on Plot No.73 at Ground Floor of The Welfare Chamber Co-Op Housing Society Ltd., Sector 17, Vashi, Navi Mumbai – 400703.
17	Sweet Bengal	Plot No. 68, Chapel Road, Opp. Mount Carmel's Church, Bandra West, Mumbai 400 050
18	Sweet Bengal	Padma Nagar, Link Road Shimpoli Village , CTS no-389/9, Borivali West, Mumbai – 400 092
19	Sweet Bengal	Plot Nos. 17/18, Platinum Techno Park, Sector 30 A, Vashi, Navi Mumbai-400703.
20	Sweet Bengal	Shop No. 1, Ambika Cp-Op Hsg. Soct. Ltd., Mahakali Caves Road, Next to Suzuki Service, Andheri East, Mumbai 400 093.
21	Sweet Bengal	The Crown, Shop No.3, Plot No.15/16, Sector 15, Kharghar Navi Mumbai - 410210
22	Sweet Bengal	Shop No.9, Ram Niwas, Maheshwari Udyan, Matunga East, Mumbai 400019
23	Sweet Bengal	1/504, Gariahat Road (South), Jodhpur Park, Kolkata
24	Sweet Bengal	Shop No. 2, Swiss Palace, Room No. 1, Shastri Nagar, Near Lokhandwala Circle, Andheri West, Mumbai 400058
25	Sweet Bengal	Shop No. 6 , Runwal Heights, Opp Nirmal Lifestyle, LBS Rd, near Sonapur Signal, Mulund West, Mumbai, Maharashtra 400080
26	Sweet Bengal	Shop No. 4, Sukh Arpan Co-op Hsg. Soc. Ltd., Near Jangid Circle, Mira Bhayander, Mira Road (E), Thane 401107



Sr. No.	Name of the Confectionary	Address of the Confectionary
27	Sweet Bengal	Shop No. 2, Ground Floor, Smt. Gladys Alvares Road, Pokhran Road No. 2, Vasant Vihar Main Junction, Thane West 400606.
28	Sweet Bengal	Ground Floor, Southern Court and situated at 110 Southern Avenue (now known as Dr. Meghnad Saha Sarani) Kolkata 700029
29	Sweet Bengal	Unit No. G2A and Unit No. 1A, Riddhi Siddhi Pearl, Bose Para Bye Lane, Kolkata 700008
30	Sweet Bengal	3/24/1, R.K. Chatterjee Road, Kolkata 700042
31	Sweet Bengal	Ground Floor, Shop No. 5 at Premises No. 119, Block-B, Lake Town, Kolkata 700089
32	Sweet Bengal	Misti Hub at Gate No. 3 in Eco-park, New Town, Kolkata.
33	Sweet Bengal	243/3, N.S.C. Bose Road, Ground Floor, Kolkata 700047.
34	Sweet Bengal	8A, Lake Road, Sarat Bose Road, P.O., Kolkata 700029
35	Sweet Bengal & Dariole	Shop No. 2 & 3, Ground Floor, Salt Lake City, Sector-1, Kolkata 700064.
36	Dariole	Ground Floor, Unit No. "C", 42A, Shakespeare Sarani, Kolkata 700 017.
37	Dariole	Ground Floor (Western Side), 48, Southern Avenue, Kolkata – 700029
38	Dariole	80, Chowringhee Road, Kolkata 700020.

The Company has a Sweet Bengal factory at 108, Bazarward, Khetani Mill Compound, Maganlal Nathu Road, Kurla West Mumbai.

13. Address for correspondence

Shareholder correspondence should be addressed to the Company's Registrars, Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083 or contact on Tel. No. (91 22) 49186000/ 49186270, Fax No. (91 22) 4918 6060. Email: rnt.helpdesk@linkintime.co.in

Shareholders may also write to or contact the Company Secretary and Legal Head at the Corporate Office of the Company at the following address for any assistance.

Mr. Avinash Kinhikar

Company Secretary & Legal Head

Speciality Restaurants Limited

Morya Landmark I, 4th Floor, B 25,

Veera Industrial Estate, Off New Link Road,

Andheri (West), Mumbai 400 053.

Tel. No. (91 22) 6268 6700

E-Mail: investor@speciality.co.in or avinash@speciality.co.in

14. List of Credit Ratings obtained by the Company

CRISIL rating on the Long term bank loan facilities of ₹ 10 Crore of the Company is "CRISIL BBB+/Negative" (outlook revised from 'stable' and rating reaffirmed) and for Short-term facility is "CRISIL A2" (reaffirmed) during year under review.

At the request of the Company, CRISIL Limited has withdrawn ₹ 50 Crore from the total bank loan facilities limit of ₹ 60 Crore as there is no short to mid term plan to avail the loan facilities by the Company.

The rated fund based facility has not been availed and there is no amount outstanding in the books of accounts of the Company.

15. Other Disclosures

15.1 Disclosure on materially significant Related Party Transactions

There were no materially significant transactions during the year ended March 31, 2021 with related parties, vis., Promoters, Directors or the Key Managerial Personnel or their relatives or Joint Venture company that had potential conflicts with the interests of the Company at large.

The Audit Committee had granted its approval for all transactions with related parties which were in the ordinary course of business and on an arm's length basis. The Audit Committee also granted omnibus approval for certain repetitive transactions with the related parties. The same were reviewed on a quarterly basis by the Audit Committee. Transactions with the related parties as per the requirements of Indian Accounting Standard (Ind AS) 24 are disclosed in Note No. 34 to the Financial Statements.

15.2 Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

15.3 Vigil Mechanism/Whistle Blower Policy

In terms of the provisions of Section 177 (9) of the Act read with Regulation 22 of the Listing Regulations, the Company has established a vigil mechanism policy for its Directors and Employees to report genuine concerns. The Policy has been disclosed on the website of the company at www.speciality.co.in. During the year under review no employee was denied access to the Audit Committee.

15.4 Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with the mandatory requirements of corporate governance report specified under Regulation 34(3) read with Para C of Schedule V to the Listing Regulations as disclosed above.

In addition, the Company has also adopted the following non-mandatory/discretionary requirement as per Regulation 27 read with Part E of Schedule II to the Listing Regulations to the extent mentioned below:-

i. The Board

The Company has not maintained a Separate Chairman's office as Chairman of the Board is also the Managing Director of the Company.

ii. Shareholder Rights

The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading 'Means of Communication' and also uploaded on the website of the Company www.speciality.co.in alongwith the investor presentations. Since the financial results are published in the newspapers having wide circulation, only the annual accounts are sent to each Member.

iii. Modified opinion(s) in audit report

The Auditors have not issued any modified opinion in audit report on the financial statements of the Company for the financial year ended March 31, 2021.

iv. Reporting of Internal Auditor

The Internal Auditor of the Company reports directly to the Audit Committee.

15.5 Subsidiary Company

During the year ended March 31, 2021, the Company did not have any material listed/unlisted Subsidiary Company as defined in Regulation 16 of the Listing Regulations. The Company's policy for determining material subsidiaries is placed on the Company's website at the following weblink [http://www.speciality.co.in/pdf/policies/ POLICY_FOR_DETERMINING_MATERIAL_SUBSIDIARIES.Pdf](http://www.speciality.co.in/pdf/policies/POLICY_FOR_DETERMINING_MATERIAL_SUBSIDIARIES.Pdf)

15.6 Policy on dealing with related party transactions

The Policy for dealing with related party transactions has been displayed on the website of the Company viz., www.speciality.co.in under the following web link:- http://www.speciality.co.in/pdf/policies/POLICY_ON_MATERIALITY_OF_RELATED_PARTY_TRANSACTIONS_AND_ALSO_ON_DEALING_WITH_RELATED_PARTY_TRANSACTIONS.pdf

15.7 Commodity price risks and hedging activities

The disclosure under Clause 9(n) of Part C of Schedule V in terms of the format prescribed vide SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018 /0000000141 dated November 15, 2018, is not applicable.

15.8 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations:

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review as specified under Regulation 32 (7A) of the Listing Regulations.

15.9 Details of utilization of funds out of the proceeds from the Public Issue

The Initial Public Offer (IPO) proceeds raised as per the Prospectus dated May 22, 2012 have been fully utilized during the financial year 2019-20 for the purposes as stated in the Prospectus issued for the IPO.

15.10 Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors

A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority is annexed at the end of this Report.

15.11 Disclosure in relation to recommendation made by any Committee which was not accepted by the Board

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.



15.12 Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries

Total fees paid by the Company and its Subsidiaries on a consolidated basis excluding GST thereon, to the Statutory Auditors viz. M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) and all entities in the network firm/network entity of which the Statutory Auditors is a part, are as follows:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Audit Fees	19.00
2	Limited Review	6.00
3	Other Services	1.80
	Total	26.80

15.13 Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2020-21

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and no complaint was received by the Internal Complaints Committee during the year under review and pending as at March 31, 2021.

15.14 The Company has also complied with the requirements of Corporate Governance Report of Paras (2) to (10) mentioned in Part 'C' of Schedule V of the Listing Regulations, disclosed the extent to which the discretionary requirements as specified in Part E of Schedule II of the Listing Regulations and disclosed necessary information as specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of the Listing Regulations in the respective places in this Report.

16. Code of Conduct

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board Members and all the employees in the Management cadre of the Company as required under Regulation 17 (5) of the Listing Regulations. All the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct of the Company as on March 31, 2021.

The Board of Directors has also laid down a separate Code for Independent Directors as per the requirements of Schedule IV of the Act. All the Independent Directors have affirmed compliance to the above Code for Independent Directors as on March 31, 2021. The Code of Conduct for Business and the Ethics and the Code for Independent Directors has been disclosed on the Company's website at www.speciality.co.in. A declaration to this effect signed by the Chairman & Managing Director is attached and forms part of the Annual Report of the Company.

17. Code for Prevention of Insider Trading

In compliance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company had formulated and adopted the (i) "Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and (ii) "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (SRL Code).

The Code has been placed on the Company's website at www.speciality.co.in. The Company Secretary is responsible for implementation of the Code.

Declaration as required under Regulation 34(3) read with Part D of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct / Business Ethics Policy and Code for Independent Directors, as applicable for Board Members / Senior Management Personnel as adopted by the Company for the Financial Year ended March 31, 2021.

Place: Mumbai

Date: August 14, 2021

Anjan Chatterjee
Chairman and Managing Director
(DIN: 00200443)

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR/EXECUTIVE DIRECTOR – FINANCE & CFO

(Issued in accordance with the provisions of Regulation 17(8) read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Speciality Restaurants Limited

- (A) We have reviewed the financial statements and the cash flow statement of Speciality Restaurants Limited for the year ended March 31, 2021 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2021 which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- (1) Significant changes, if any, in internal control over financial reporting during the year ended March 31, 2021.
 - (2) Significant changes, if any, in accounting policies made during the year ended March 31, 2021 and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,

Anjan Chatterjee
Chairman & Managing Director
(DIN: 00200443)

Rajesh Kumar Mohta
Executive Director – Finance & CFO

Place: Mumbai
Date: June 23, 2021

CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 TO THE MEMBERS OF SPECIALITY RESTAURANTS LIMITED

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Speciality Restaurants Limited (the "Company") for the financial year ended on 31st March, 2021 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") pursuant to the Listing Agreement of the Company with the Stock Exchanges and we have examined the relevant records of the Company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the "ICSI").

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable. The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GMJ & ASSOCIATES
Company Secretaries

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN: F002405C000504929

PLACE: MUMBAI
DATE: 23rd JUNE, 2021



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
 The Members,
Speciality Restaurants Limited
 Uniworth House,
 3A, Gurusaday Road,
 Kolkata – 700 019.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Speciality Restaurants Limited** having CIN: L55101WB1999PLC090672 and having registered office at Uniworth House, 3A, Gurusaday Road, Kolkata – 700 019 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Ullal Ravindra Bhat	00008425	28/04/2017
2.	Mr. Rakesh Kumar Pandey	00113227	29/11/2017
3.	Mr. Dushyant Rajnikant Mehta	00126977	18/08/2009
4.	Mr. Anjan Snehmoy Chatterjee	00200443	01/12/1999
5.	Mr. Indranil Ananda Chatterjee	00200577	18/08/2005
6.	Mrs. Suchhanda Anjan Chatterjee	00226893	01/12/1999
7.	Mr. Avik Anjan Chatterjee	06452245	03/02/2020
8.	Dr. Anita Bandyopadhyay	08672071	03/02/2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **GMJ & ASSOCIATES**
Company Secretaries

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN: F002405C000504918

PLACE: MUMBAI
DATE: 23rd JUNE, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of Speciality Restaurants Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the standalone Ind AS financial statements of **Speciality Restaurants Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, including the statement of other comprehensive income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss including other comprehensive income, its cash flows and the changes in equity and for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of matter

We draw attention to Note 37 to the standalone Ind AS financial statements, which describes the possible effect of uncertainties relating to COVID-19 pandemic on the Company's financial performance and impact on the carrying value of its assets as at March 31, 2021 as assessed by the Management.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition - Refer Note 19 to the standalone Ind AS financial statements	
<p>The Company recognizes revenue when the control of goods being sold is transferred to the customer. The Company's revenue relates to restaurant and confectionary sales and services to customers. Due to high level of transaction across various units, situated across India, there exists a risk of misstatement of the timing and amount of revenue recognized to achieve specific performance targets or expectations. The Company also has franchisee arrangements and revenue share arrangements for royalty/ fee based on sales. The Company and its external stakeholders focus on revenue as a key performance indicator, which could lead to recognition of revenue without meeting the revenue recognition criterion. In view of the above we have identified revenue recognition as a key audit matter.</p>	<p>We have carried out following audit procedure:</p> <ul style="list-style-type: none">Assessed the appropriateness of the accounting policy for revenue recognition as per the relevant accounting standards.Evaluated the design and implementation of key internal financial controls and their operating effectiveness with respect to revenue recognition transactions selected on a sample basis.Performed substantive testing of sales by selecting samples of sales made at certain restaurants using statistical sampling and tested the underlying documentation including kitchen order tickets.Reviewed the reconciliation of revenue recorded for the year with collections through cash, credit card and aggregators, as applicable to confirm that revenue recorded is supported by collections.Perused selected samples of key contracts with aggregators and franchisees to understand the terms and conditions particularly relating to revenue share, royalty & fee payments.Evaluated whether the disclosures included in the notes to the standalone Ind AS financial statements are in conformity with the applicable standard.



Key audit matters	How our audit addressed the key audit matter
Going Concern (Refer Note 37 to Standalone Ind AS Financial Statements)	
<p>The Company operates restaurants mainly in metro cities of India and all restaurants of the Company were non-operational during the COVID-19 Lockdown Phase-I. The Company has assessed the potential impact of COVID-19 on the carrying value of assets, business plan, renegotiation of lease arrangements and future cash flow projections and evaluated various scenario for assessment of Going Concern.</p> <p>This has been considered as key audit matter as there are uncertainties which have been analyzed by the Company, however since the situations are continuously evolving, the impact assessed may be different from the estimates.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none"> • Obtained an understanding of controls instituted by the Management to assess going concern assumptions and tested the effectiveness of the Management controls. • Testing of Management’s assumptions on the appropriateness of the going concern assumption and reasonableness of the assumptions used, focusing in particular, the business plans, projections, liquidity Management, recoverability and impairment of assets of the Company. • Analyzed Management’s report to gain an understanding of the inputs and processes supporting the cash flow projections prepared for the purpose of going concern assessment. • Assessed the appropriateness of the related disclosures in the notes to standalone Ind AS financial statements.
Impairment of assets (Exceptional Item) (Refer Note 38 to Standalone Ind AS Financial Statements)	
<p>Due to COVID -19, the Company has decided to shut down certain restaurants, terminated lease arrangements and evaluated change of business plans.</p> <p>The assessment of the recoverable amount requires significant judgment, in particular, relating to estimated cash flow projections and discount rates. Due to the level of judgments involved, impact of COVID-19 on Hospitality Industry and significance to the Company’s financial position, this is considered to be a key audit matter.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none"> • Analyzed the impact of COVID-19 lockdown on the operations of the Company. • Assessed the internal controls designed for identification of impairment indicators. • Reviewed the procedure for identification and testing impairment assessment. • Evaluated the appropriateness of the Company’s judgment regarding identification of assets considered for impairment. • Obtained understanding of the key assumptions considered for assessment of future cash flows and the discounting factor considered. • Assessed the disclosures made in the standalone Ind AS financial statements.
Ind AS 116 Leases (Refer Note 4b and Note 29 to Standalone Ind AS Financial Statements)	
<p>Ind AS 116 has had a significant impact on the reported assets, liabilities and the income statement of the Company. Impact of the Ind AS 116 transition is reliant upon a number of key estimates, determining the appropriate discount rates and determination of Short-Term Leases or Leases with variable terms, which are not considered.</p> <p>There is a risk that the lease data which is used in the calculation of Ind AS 116 transition calculation is incomplete or inaccurate.</p> <p>The Company has terminated certain Lease arrangement either on completion of lease terms, or unviability of the restaurant due to COVID-19 or otherwise. Reversal of ROU and Lease liability for such leases should be accurate and in compliance with relevant accounting standard.</p> <p>In view of the above, this is considered as a key audit matter.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none"> • Assessed the design and implementation of the key controls relating to the determination of the Ind AS 116 transition impact disclosure. • We read a sample of contracts to assess whether leases have been appropriately identified agreed the inputs used in the quantification to the lease agreements the discount rate applied and performed computation checks. • Assessed the accuracy of the lease data by testing the lease data captured by Management for a sample of leases through the inspection of lease documentations. • Tested the completeness of the lease data by reconciling the Company’s existing lease commitments to the lease data used in the Ind AS 116. • Verification of the data for recognition of lease liability, right of use assets, depreciation and interest. • Evaluated whether the disclosures included in the notes to the Standalone Ind AS financial statements are in conformity with the applicable standard.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s Annual report, but does not include the standalone Ind AS financial statements and our auditor’s report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of Management for the standalone Ind AS Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity and dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer Note 26 to the standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Singhi & Co.

Chartered Accountants

Firm Registration Number: 302049E

Milind Agal

Partner

Membership No: 123314

UDIN: 21123314AAAAAG1006

Place: Mumbai

Date: 23rd June, 2021



Annexure – A to the Independent Auditor’s Report

(Referred to in paragraph 1 with the heading ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We report that:

- i. In respect of its property, plant and equipment:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - b) As explained to us, the property, plant and equipment have been physically verified by Management at reasonable interval under a phase programme of verification and no material discrepancies have been noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of Company and nature of its assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the registered sale deed in case of free hold land, we report that, title deeds comprising all the immovable properties of land which are freehold, are held in the name of the Company as at the balance sheet date. In respect of leasehold land, building being constructed thereon and disclosed as right of use assets are in name of the Company.
- ii. As explained to us, the physical verification of inventories has been conducted by the Management at reasonable intervals during the year. The discrepancies noticed on physical verification of inventories as compared to books records were not material and have been properly dealt in the books of accounts.
- iii. According to the information and explanations given to us, the Company had granted loans in the previous years to a Company covered in the register maintained under section 189 of the Act.
 - At the time of the grant of the loan, the terms and conditions of such loans were, in our opinion, prima facie, not prejudicial to the Company’s interest.
 - Repayment of interest has not been regular. Principal of ₹ 76.73 Million and interest of ₹ 7.34 Million is outstanding for more than 90 days. On account of continuing losses incurred by the borrowing company the entire amount of the loan and interest had been provided as doubtful and charged to the Statement of Profit and Loss.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185 and 186 of the Act, in respect of grant of loans and investments made. The Company has not provided any guarantee and securities.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of provisions of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) rules 2014 (as amended).
- vi. Having regards to the nature of the Company’s business/ activities, we are of the opinion that maintenance of cost accounting records has not been prescribed.
- vii. According to the information and explanations given to us and the records of the Company examined by us:
 - a) The Company has been generally regular in depositing amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Investor Education and Protection Fund, Income tax, Custom Duty, cess, and other statutory dues, as applicable, except for some delay in case of payment of Tax Deducted at Source and Goods & Service Tax.
 - b) No undisputed amount payable in respect of Provident Fund, Investor Education and Protection Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess, Goods & Service Tax and other material statutory dues is outstanding as at March 31, 2021, for a period of more than six months from the date they became payable except as mentioned below.

Name of the Statute	Period to which the amount relates	Amount unpaid (Rs In Millions)
Goods and Service Tax Act, 2017	2017-18	2.74
Goods and Service Tax Act, 2017	2018-19	3.21
Goods and Service Tax Act, 2017	2019-20	0.79

- c) There are no dues of Income tax, sales tax, Wealth tax, Service tax, Customs duty, Excise duty and Cess, Goods & Service Tax which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount in dispute (Rs In Millions)
Income Tax Act, 1961	Income Tax	2011-12	Commissioner of Income Tax	0.92
Bombay Sales Tax Act, 1959	Sales Tax	1999-00	Sales Tax Appellate Tribunal	0.11
Telangana Value Added Tax Act, 2005	Value Added Tax	2016-18	Additional Commissioner of Sales Tax	0.81
Central Sales Tax Act, 1956	Sales Tax	2008-10	Deputy Commissioner of Sales Tax (Appeal)	6.98



Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount in dispute (Rs In Millions)
Central Sales Tax Act, 1956	Sales Tax	2011-13	Appellate Tribunal	15.46
Central Sales Tax Act 1956	Sales Tax	2013-16	Joint Commissioner of Sales Tax (Appeal)	26.85
Maharashtra Value Added Tax 2002	Value Added Tax	2008-10	Deputy Commissioner of Sales Tax (Appeal)	1.16
Maharashtra Value Added Tax 2002	Value Added Tax	2011-13	Appellate Tribunal	12.44
Maharashtra Value Added Tax 2002	Value Added Tax	2013-16	Joint Commissioner of Sales Tax (Appeal)	36.19
Andhra Pradesh VAT Act 2005	Value Added Tax	2012-16	Appellate Deputy Commissioner	1.89
Finance Act, 1994	Service Tax	2012-18	Commissioner Service Tax	195.62

- viii Based on our examination of the records of the Company, the Company has not taken any loans or borrowings from financial institutions and government. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- ix. In our opinion and according to the information and explanations given to us, no money has been raised by way of debt instruments. The Company has not raised moneys by way of initial public offer or further public offer or term loans.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For Singhi & Co.

Chartered Accountants

Firm Registration Number: 302049E

Milind Agal

Partner

Membership No: 123314

UDIN: 21123314AAAAAG1006

Place: Mumbai

Date: 23rd June, 2021

Annexure - B to the Independent Auditor's Report

(Referred to in paragraph 2(A)(f) with the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. We have audited the internal financial controls over financial reporting of Speciality Restaurants Limited ('the Company') as at March 31, 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone Ind AS financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone Ind AS financial statements included obtaining an understanding of internal financial controls with respect to standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with respect to standalone Ind AS financial statements

Meaning of Internal Financial Controls Over Financial Reporting with reference to Standalone Ind AS Financial Statements

6. A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with respect to standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations' of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to Standalone Ind AS Financial Statements

7. Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with respect to standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control with reference to standalone Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singh & Co.

Chartered Accountants

Firm Registration Number: 302049E

Milind Agal

Partner

Membership No: 123314

UDIN: 21123314AAAAAG1006

Place: Mumbai

Date: 23rd June, 2021



Standalone Balance Sheet as at 31 March, 2021

₹ In Millions

Particulars	Notes	As at 31 March, 2021	As at 31 March, 2020
ASSETS			
Non-current assets			
a. Property, plant and equipment	4a	535.74	545.64
b. Right of use asset	4b	962.24	998.20
c. Capital work-in-progress		290.30	331.23
d. Intangible assets	4a	14.29	16.61
e. Financial assets			
i. Investments			
(a) Investment in equity instruments	5	102.36	102.36
(b) Other investments	6	0.20	0.20
ii. Loans	7	230.16	204.68
iii. Other financial assets	8	-	-
f. Other non-current assets	9	190.67	264.80
Total non-current assets		2,325.96	2,463.72
Current assets			
a. Inventories	10	58.09	73.76
b. Financial assets			
i. Other investments	6	645.44	614.28
ii. Trade receivables	11	31.67	23.10
iii. Cash and cash equivalents	12	71.12	14.44
iv. Bank balances other than (iii) above	12	0.85	0.82
v. Loans	7	95.71	204.16
vi. Other financial assets	8	7.89	22.77
c. Other current assets	9	88.98	79.02
Total current assets		999.75	1,032.35
Total Assets		3,325.71	3,496.07
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	13	469.58	469.58
b. Other equity	14	900.35	1,191.17
Total equity		1,369.93	1,660.75
Liabilities			
Non-current liabilities			
a. Financial Liabilities			
i. Other financial liabilities	16	1,222.14	1,109.93
b. Provisions	17	61.00	48.90
Total non-current liabilities		1,283.14	1,158.83
Current liabilities			
a. Financial Liabilities			
i. Trade payables	15		
- total outstanding dues of micro enterprises and small enterprises		0.21	0.21
- total outstanding dues of creditors other than micro enterprises and small enterprises		325.31	339.77
ii. Other financial liabilities	16	302.83	282.64
b. Other current liabilities	18	44.29	53.87
Total current liabilities		672.64	676.49
Total liabilities		1,955.78	1,835.32
Total Equity and Liabilities		3,325.71	3,496.07
Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached.

For Singh & Co

Chartered Accountants
FRN: 302049E

Milind Agal

Partner
M No. 123314

Place: Mumbai
Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director
DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance
& Chief Financial Officer

Avinash Kinshikar

Company Secretary & Legal Head

Place: Mumbai
Date: 23 June, 2021

Ullal Ravindra Bhat

Director
DIN : 00008425

Dushyant Mehta

Director
DIN : 00126977



Standalone Statement of Profit and Loss for the year ended 31 March, 2021

₹ In Millions

	Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
I	Revenue from operations	19	1,501.36	3,577.84
II	Other income	20	166.61	101.31
III	Total Income (I + II)		1,667.97	3,679.15
IV	Expenses			
	Cost of food and beverages consumed	21	452.01	1,134.84
	Employee benefits expense	22	338.29	820.22
	Finance costs	23 & 29	165.02	211.47
	Depreciation and amortisation expense	24 & 29	322.38	574.85
	Other expenses	25	725.62	1054.59
	Total Expenses		2,003.32	3,795.97
V	Loss before exceptional item and tax (III - IV)		(335.35)	(116.82)
VI	Exceptional (gain)/loss (Refer note 38)		(43.64)	273.78
VII	Loss before tax (V - VI)		(291.71)	(390.60)
VIII	Tax expense	35		
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Short/(excess) provision for tax relating to prior years		1.70	(9.00)
			1.70	(9.00)
IX	Loss for the year (VII - VIII)		(293.41)	(381.60)
	Other comprehensive income (OCI) (Net of tax)			
	Items that will not be reclassified to profit or loss			
	- Remeasurements of the defined benefit plan		2.59	(6.94)
X	Total other comprehensive (loss)/income		2.59	(6.94)
XI	Total comprehensive loss for the period (IX + X)		(290.82)	(388.53)
	Earnings per equity share	28		
	(1) Basic (in ₹)		(6.25)	(8.13)
	(2) Diluted (in ₹)		(6.25)	(8.13)
	Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements				

In terms of our report attached.

For Singhi & Co

Chartered Accountants
FRN: 302049E

Milind Agal

Partner
M No. 123314

Place: Mumbai
Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director
DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance
& Chief Financial Officer

Avinash Kinhikar

Company Secretary & Legal Head

Place: Mumbai
Date: 23 June, 2021

Ullal Ravindra Bhat

Director
DIN : 00008425

Dushyant Mehta

Director
DIN : 00126977



Standalone Statement of Changes in Equity for the year ended 31 March, 2021

A. EQUITY SHARE CAPITAL

₹ In Millions

Particulars	Notes	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
As at March 31, 2020	13	469.58	-	469.58
As at March 31, 2021		469.58	-	469.58

B. OTHER EQUITY

₹ In Millions

Particulars	Notes	Capital Reserve	Securities Premium Account	Retained Earnings	Share Options Outstanding Account	Total
As at March 31, 2019	14	1.67	1,626.50	112.06	10.91	1,751.14
Loss for the year		-	-	(381.60)	-	(381.60)
Movement on account of ESOP's - reversal on account of options forfeited during the period		-	-	-	(1.50)	(1.50)
Other comprehensive loss arising from remeasurement of defined benefit obligation		-	-	(6.94)	-	(6.94)
On account of Ind AS 116 transition		-	-	(169.93)	-	(169.93)
Total comprehensive loss for the year		-	-	(558.47)	(1.50)	(559.97)
As at March 31, 2020		1.67	1,626.50	(446.41)	9.41	1,191.17
Loss for the year		-	-	(293.41)	-	(293.41)
Transferred to retained earning due to ESOP lapsed		-	-	9.41	(9.41)	-
Other comprehensive loss arising from remeasurement of defined benefit obligation		-	-	2.59	-	2.59
Total comprehensive loss for the year		-	-	(281.41)	(9.41)	(290.82)
As at March 31, 2021		1.67	1,626.50	(727.82)	-	900.35
Significant accounting policies	2					
The accompanying notes are an integral part of the financial statements						

In terms of our report attached.

For Singhi & Co

Chartered Accountants

FRN: 302049E

Milind Agal

Partner

M No. 123314

Place: Mumbai

Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director

DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance

& Chief Financial Officer

Avinash Kinhikar

Company Secretary & Legal Head

Place: Mumbai

Date: 23 June, 2021

Ullal Ravindra Bhat

Director

DIN : 00008425

Dushyant Mehta

Director

DIN : 00126977

Standalone Statement of Cash Flows for the year ended 31 March, 2021

₹ In Millions

Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Cash flow from Operating Activities			
Loss before tax		(291.71)	(390.60)
Adjustments for:			
Depreciation, amortisation and impairment - property plant and equipment		130.39	190.61
Depreciation right of use asset		191.99	529.45
Exceptional item		(43.64)	273.78
Loss/(Gain) on sale of Property, plant and equipment (net)		7.44	(0.22)
Gain On Disposal Of Right Of Use Asset		(80.27)	(151.39)
Profit on sale of investments (net)		(5.69)	(59.91)
Gain on fair value of investments (net)		(25.99)	17.81
Finance costs		165.02	211.47
Interest income from banks/others		(0.40)	(7.22)
Interest on income tax refund		(1.60)	(1.48)
Unwinding effect of security deposits		(23.32)	(36.45)
Sundry balances written off		10.35	17.48
Sundry balances written back		(14.54)	(16.81)
Provision for doubtful debts and advances		16.63	1.89
Payable on account of gratuity (net)		14.70	8.69
Operating Profit before working capital changes		49.36	587.10
Adjustments for (increase)/decrease in operating assets:			
Inventories		15.67	(6.94)
Trade receivables		(25.27)	28.93
Other current financial assets		14.88	14.41
Other non-current financial assets		24.03	(155.60)
Current loans		108.45	(169.45)
Non-current loans		(25.47)	113.32
Other current assets		(16.41)	35.96
Other non-current assets		(3.07)	(1.22)
Adjustments for increase/(decrease) in operating liabilities:			
Trade payables		0.08	(72.00)
Other current liabilities		(9.58)	(0.71)
Other non-current financial liabilities		2.63	(4.72)
Other current financial liabilities		9.57	59.13
Non - current provision		-	6.94
Cash generated from operations		144.87	435.15
Net income tax (paid)/refund		54.12	(8.33)
A. Net cash generated from operating activities	(A)	198.99	426.82
B. Cash flow from Investing Activities			
Capital expenditure on property, plant and equipment		(39.44)	(194.95)
Proceeds from sale of property, plant and equipment		5.45	2.77
Investment in subsidiary company		-	(62.78)
Proceeds/ (Investment) in corporate bond		50.14	(0.71)
Investment in mutual funds		(196.20)	(625.40)
Proceeds from sale of current investments		146.58	735.47
Interest received		0.40	7.22
Bank deposits placed		(0.03)	(0.02)
B. Net cash used in Investing Activities	(B)	(33.10)	(138.40)

Standalone Statement of Cash Flows for the year ended 31 March, 2021

₹ In Millions

Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
C. Cash flow from Financing Activities			
Repayment of long-term borrowings		-	-
Payment of Lease liability		(109.21)	(357.48)
C. Net cash used in Financing Activities	(C)	(109.21)	(357.48)
Net increase in cash and cash equivalents	(A+B+C) = (D)	56.68	(69.06)
Cash and cash equivalents at the beginning of the year	(E)	14.44	83.50
Cash and cash equivalents at the end of the year	(D) +(E)	71.12	14.44

1. Reconciliation of liabilities arising out from financing activities

₹ In Millions

Particulars	As at April 1, 2020	Cash Flows	Non-cash changes	As at March 31, 2021
Borrowings			Fair value changes	
	-	-	-	-
	As at April 1, 2019	Cash Flows	Non-cash changes	As at March 31, 2020
			Fair value changes	
	-	-	-	-

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

For Singhi & Co

Chartered Accountants
FRN: 302049E

Milind Agal

Partner
M No. 123314

Place: Mumbai

Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director
DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance
& Chief Financial Officer

Avinash Kinhikar

Company Secretary & Legal Head

Place: Mumbai

Date: 23 June, 2021

Ullal Ravindra Bhat

Director
DIN : 00008425

Dushyant Mehta

Director
DIN : 00126977



NOTES TO THE FINANCIAL STATEMENTS

1 COMPANY BACKGROUND

Speciality Restaurants Limited (“The Company”) is a Public Limited Company incorporated in India. The Company was incorporated on 1 December, 1999. The Company is primarily engaged in the business of operating restaurant outlets / sweet shops.

2 SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation

(i) Compliance with Ind AS

The financial statements have been prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act. The Accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period and defined benefit plan assets measured at fair value, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given at the date of the transaction, in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current based on the Company’s normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

b) Property, plant and equipment

All items of Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The carrying values of Property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The cost of an item of Property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, cost of replacing part of the Property, plant and equipment.

Freehold land has an unlimited useful life and therefore it is not depreciated.

Leasehold land is amortised over the duration of the lease.

Leasehold improvements are depreciated over the lower of the lease period and the management’s estimate of the useful life of the Asset. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided as per Written Down Value (WDV) Method for all classes of assets except leasehold improvements wherein Straight Line Method (SLM) has been followed. The estimated useful life which is in line with Schedule II to the Act is set out herein below.

Asset	Useful life
Computers	3 - 6 years
Plant and Equipment	5 - 15 years
Vehicles	8 - 10 years

The Company has assessed the estimated useful life of furniture and fixtures as 10 years based on past experience and technical evaluation.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

c) Intangible assets

Intangible assets are stated at their cost of acquisition, less accumulated amortization and impairment losses. An intangible asset is recognised, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The amortizable amount of intangible assets is allocated over the best estimate of its useful life on a straight-line basis.

The Company capitalizes software costs where it is reasonably estimated that the software has an enduring useful life. Software is amortised over the management's estimate of its useful life of five years.

Patents and Trademarks are amortised uniformly over a period of five years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of Profit or Loss when the asset is derecognised.

d) Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost.

e) Impairment of assets:

An asset is considered as impaired in accordance with Ind AS 36 on Impairment of Assets when at the balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in Statement of Profit & Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

f) Revenue Recognition:

Revenue is recognised when the Company transfers control of the promised services to the customer. The Company measures revenue, for the consideration to which the Company is expected to be entitled in exchange for transferring promised services.

Revenue from restaurant and sweet shop sales (food and beverages) is recognised at the time of underlying sale to the customer. Sales are net of discounts and indirect taxes. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Royalty and management fee charged to franchisees for use of the trademarks is calculated as a percentage of monthly sales of the restaurant and accrued for in line with franchisee sales.

g) Other income:

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income is accounted for when the right to receive it is established.

h) Inventories:

Inventories are measured at the lower of cost and net realizable value.

Cost of inventory is determined by the first-in-first-out (FIFO) method. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

i) Employee Benefits:

Compensation to employees for services rendered is measured and accounted for in accordance with Ind AS 19 on Employee Benefits.

Defined Contribution Plans:

Employee Benefits such as salaries, allowances, non-monetary benefits and employee benefits under defined contribution plans such as provident and other funds, which fall due for payment within a period of twelve months after rendering service, are charged as expense to Statement of Profit & Loss in the period in which the service is rendered.

Defined Benefit Plans:

Employee Benefits under defined benefit plans such as gratuity which fall due for payment after completion of employment are measured by the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each balance sheet date. The Company's obligation recognised in the balance sheet represents the present value of obligations as reduced by the fair value of plan assets.

Actuarial Gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest) are recognised immediately in other comprehensive income. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to Statement of Profit or Loss. Past service cost is recognised in Statement of Profit or Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item 'Employee benefits expense'.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans.

j) Foreign currency transactions:

The functional currency of the Company is the Indian Rupee. The treatment of foreign currency transactions are as under:

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or using rates that closely approximate the rate at the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the Balance Sheet date are translated at the rates prevailing on the reporting date.

Non monetary items measured at historical cost/fair value, are translated using the exchange rate prevailing on the date of transaction/fair value measurement respectively.

Treatment of exchange differences

Exchange differences arising on transactions / translation of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

k) Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in Statement of Profit or Loss in the period in which they are incurred.

l) Taxation:

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit or Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or subsequently enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that the assets can be realized in future; however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and Deferred Tax for the year

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

m) Earnings Per Share:

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Ind AS 33 on Earnings per Share. Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

n) Leases:

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee:

Right-of-Use (ROU) assets are recognised at inception of a contract or arrangement for significant lease components at cost less lease incentives, if any. ROU assets are subsequently measured at cost less accumulated depreciation and impairment losses, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct cost incurred and lease payments made at or before the lease commencement date. ROU assets are generally depreciated over the shorter of the lease term and estimated useful lives of the underlying assets on a straight line basis. The Company applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Lease term is determined based on consideration of facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Lease payments associated with short-term leases and low value leases are recognised as expense in the periods in which they are incurred. The Company recognises lease liabilities measured at the present value of lease payments to be made on the date of recognition of the lease. Such lease liabilities do not include variable lease payments (that do not depend on an index or a rate), which are recognised as expense in the periods in which they are incurred. Interest on lease liability is recognised using the effective interest method. Lease liabilities are subsequently increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is also remeasured upon modification of lease arrangement or upon change in the assessment of the lease term. The effect of such remeasurement is adjusted to the value of the ROU assets.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment or investment property and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease.

o) Cash Flow Statement:

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents the cash flows from operating, investing and financing activities of the Company.

Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and unencumbered bank balances.

p) Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

In the normal course of business, contingent liabilities may arise from litigations and other claims against the company. There are certain obligations which management have concluded based on all available facts and circumstances that are not probable of payment and such obligations are treated as contingent liabilities and disclosed in the notes (unless the probability of payment is remote) but are not provided for in the financial statements.

A contingent asset is neither recognised nor disclosed in the financial statements.

q) Employee share based payments:

Equity settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of Equity settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Equity settled employee benefits reserve.

r) Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit or Loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets:

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated at fair value through profit or loss on initial recognition):

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Interest income is recognised in Statement of Profit or Loss and is included in the "Other income" line item.

Financial assets at FVTPL:

Financial assets that do not meet the amortised cost criteria or Fair value through other comprehensive income (FVTOCI) criteria are measured at FVTPL. In addition, financial assets that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in Statement of Profit or Loss. The net gain or loss recognized in Statement of Profit or Loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investment in Joint venture and subsidiaries:

Investment in joint venture and subsidiaries is carried at cost in the financial statements.

Impairment of financial assets:

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Financial liabilities and equity instruments

Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial instruments:

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid/payable is recognised in the Statement of Profit and Loss.

3 Significant accounting judgments, estimates and assumptions

In application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.1.1 Useful lives of property, plant and equipment:

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During financial years ended 31 March 2021 and 2020, there were no changes in useful lives of property plant and equipment and intangible assets.

3.1.2 Impairment of property, plant and equipment:

The Company at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a restaurant (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in the Statement of Profit and Loss.

3.1.3 Impairment of trade receivables:

The Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

3.1.4 Defined benefit plans:

The cost and present obligation of Defined Benefit Gratuity Plan are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are made at each reporting date.

3.1.5 Fair Value measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatility, etc. Changes in assumptions/judgements about these factors could affect the reported fair value of financial instruments.

3.1.6 Deferred tax asset:

The Company reviews the carrying value of deferred tax asset (DTA) at the end of each reporting period. The Company has not recognised deferred tax assets arising from the carry forward of unused tax losses and tax credits since the Company does not have sufficient taxable temporary differences as well as convincing other evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the Company.

3.1.7 Contingencies:

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. There are certain obligations which management have concluded based on all available facts and circumstances that are not probable of payment and such obligations are treated as contingent liabilities and disclosed in the notes (unless the probability of payment is remote) but are not provided for in the financial statements.

Property, plant and equipment (PPE) and Intangible assets

Particulars	As at 31 March, 2021	As at 31 March, 2020
Carrying amounts of:		
Freehold Land	26.65	26.65
Leasehold Land (Refer note 2 below)	-	-
Leasehold Improvements	210.23	170.38
Plant and Equipment	145.36	172.02
Furniture and Fixtures	139.88	160.77
Computers	3.56	5.12
Vehicles (owned)	10.06	10.70
Total property, plant and equipment (PPE)	535.74	545.64
Software	3.00	3.39
Trademark	11.29	13.22
Total intangible assets	14.29	16.61

Particulars	Freehold Land	Leasehold land (Refer note 2 below)	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Computers	Vehicles (owned)	Total Property, Plant and Equipment (PPE)	Software	Trademark	Total Intangible Assets
Cost or Deemed Cost											
Balance at 31 March, 2019	26.65	67.60	747.63	380.58	328.35	15.95	22.19	1,588.95	12.76	30.30	43.06
Additions	-	-	120.16	58.22	80.41	3.72	7.53	270.04	0.53	4.38	4.91
Reclassification on account of adoption of Ind AS 116	-	(67.60)	-	-	-	-	-	(67.60)	-	-	-
Disposals	-	-	(1.61)	(3.55)	(1.05)	(0.01)	(0.82)	(7.04)	-	-	-
Balance at 31 March, 2020	26.65	-	866.18	435.25	407.71	19.66	28.90	1,784.35	13.29	34.68	47.97
Additions	-	-	47.46	12.29	20.51	0.45	2.70	83.41	1.07	2.44	3.51
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	(25.26)	(13.85)	(0.33)	(1.58)	(41.02)	-	-	-
Balance at 31 March, 2021	26.65	-	913.64	422.28	414.37	19.78	30.02	1,826.74	14.36	37.12	51.48
Accumulated depreciation / amortisation and impairment											
Balance at 31 March, 2019	-	(1.36)	(398.53)	(192.28)	(171.81)	(10.78)	(12.84)	(787.60)	(8.12)	(16.24)	(24.36)
Eliminated on disposal of assets	-	-	1.29	1.92	0.68	-	0.59	4.48	-	-	-
Reclassification on account of adoption of Ind AS 116	-	1.36	-	-	-	-	-	1.36	-	-	-
Depreciation expenses (Refer note 1 below)	-	-	(298.56)	(72.87)	(75.81)	(3.76)	(5.95)	(456.95)	(1.78)	(5.22)	(7.00)
Balance at 31 March, 2020	-	-	(695.80)	(263.23)	(246.94)	(14.54)	(18.20)	(1,238.71)	(9.90)	(21.46)	(31.36)
Eliminated on disposal of assets	-	-	-	16.74	10.18	0.26	1.32	28.50	-	-	-
Reversal of impairment charged	-	-	43.77	-	-	-	-	43.77	-	-	-
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	-	-	-	-
Depreciation expenses (Refer note 1 below)	-	-	(51.38)	(30.43)	(37.73)	(1.94)	(3.08)	(124.56)	(1.46)	(4.37)	(5.83)
Balance at 31 March, 2021	-	-	(703.41)	(276.92)	(274.49)	(16.22)	(19.96)	(1,291.00)	(11.36)	(25.83)	(37.19)
Carrying amount											
Balance at 31 March, 2020	26.65	-	170.38	172.02	160.77	5.12	10.70	545.64	3.39	13.22	16.61
Balance at 31 March, 2021	26.65	-	210.23	145.36	139.88	3.56	10.06	535.74	3.00	11.29	14.29

Notes:

1. Depreciation for the year includes impairment charge aggregating ₹ Nil (Previous Year - ₹ 254.45 Million).
2. Land represents the amount where the entity is a lessee under finance lease.

Particulars	Land (refer note 4a)	Building	Total
Cost:			
Initial recognition	-	1,222.81	1,222.81
Reclassification on account of adoption of Ind AS 116	67.60	-	67.60
Additions	-	908.65	908.65
Disposals/Transfers	-	(804.23)	(804.23)
As at 31st March 2020	67.60	1,327.23	1,394.83
Reclassification on account of adoption of Ind AS 116	-	-	-
Additions	-	254.01	254.01
Disposals/Transfers	-	(161.23)	(161.23)
As at 31st March 2021	67.60	1,420.01	1,487.61
Accumulated Amortisation:			
As at 1st April 2019			
Reclassification on account of adoption of Ind AS 116	1.36	-	1.36
Additions	0.44	529.45	529.89
Disposals/Transfers	-	(134.62)	(134.62)
As at 31st March 2020	1.80	394.83	396.63
Reclassification on account of adoption of Ind AS 116	0.44	-	0.44
Additions	-	191.99	191.99
Disposals/Transfers	-	(63.69)	(63.69)
As at 31st March 2021	2.24	523.13	525.37
Net Book Value			
As at 31st March 2020	65.80	932.40	998.20
As at 31st March 2021	65.36	896.88	962.24

Notes:

1. Depreciation for the year includes impairment charge aggregating ₹ Nil (Previous Year - ₹ 164.54 Million).

Note 5 Investments

₹ In Millions

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Qty.	Amount	Qty.	Amount
Non-Current				
Unquoted investment carried at cost				
a) Investment in Equity instruments				
- Investment in joint venture (Mainland China & Indigrill Restaurant LLC) of QAR 1,000 each	490	8.88	490	8.88
Less: Impaired		(8.88)		(8.88)
- Investment in wholly owned subsidiary (Speciality Hospitality UK Limited) of GBP 1 each	10,33,500	95.05	10,33,500	95.05
- Investment in wholly owned subsidiary (Speciality Hospitality US, Inc) of GBP 1 each	1,00,000	7.31	1,00,000	7.31
Total Investments Carrying Value		102.36		102.36
Aggregate Carrying Value of unquoted investment at cost		102.36		102.36
Aggregate amount of impairment in value of investment in joint venture		8.88		8.88

Note 6 Other investments

₹ In Millions

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Units	Amount	Units	Amount
Non-Current				
Unquoted				
a) Investment in Government or Trust Securities (at cost) (NSC- Held in the name of a Director of the Company (nominee) and deposited with the Government Authorities)	-	0.20	-	0.20
Total non-current investments	-	0.20	-	0.20
Aggregate Carrying Value of unquoted investments at cost		0.20		0.20
Current				
Unquoted Investments				
a) Investment in Mutual Funds (at FVTPL)				
- Sbi Magnum Ultra Sdf - Direct Plan - Growth	14,771	69.70	14,771	66.17
- SBI Saving Fund-Regular Plan -Growth	16,17,893	52.70	16,17,893	50.15
- SBI Liquid Fund Regular - Growth	-	-	3,278	10.14
- SBI Liquid Fund Direct Growth	-	-	1,320	4.10
- SBI Overnight Fund- Direct Plan - Growth	-	-	510	1.66
- SBI Saving Fund-Direct Plan -Growth	1,51,57,647	518.33	1,22,69,724	397.13
- HDFC Ultra Short Term Fund - Regular Growth	3,97,600	4.71	31,04,345	34.79
b) Investment in PFCL corporate bonds (at FVTPL)	-	-	50	50.14
Total current investments		645.44		614.28
Aggregate Carrying Value of unquoted investments (at FVTPL)		645.44		614.28

Note 7 Loans

₹ In Millions

Particulars	As at	As at
	31 March, 2021	31 March, 2020
Non-Current (unsecured)		
a) Loans to related party		
Credit impaired	76.72	76.72
Less: Allowance for doubtful loans	(76.72)	(76.72)
	-	-
b) Loans to employees	22.08	14.39
c) Security and other deposits	208.08	190.29
Credit impaired	-	-
Less: Allowance for doubtful receivables	-	-
	208.08	190.29
Total	230.16	204.68
Current (unsecured, considered good)		
a) Loans to employees	-	6.35
b) Security and other deposits		
Considered good	95.71	197.81
Credit impaired	2.00	2.00
Less: Allowance for doubtful receivables	(2.00)	(2.00)
	95.71	197.81
Total	95.71	204.16

Note 8 Other financial assets (unsecured)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Others		
Reimbursement of expenses		
Considered good		
Credit impaired	22.92	48.85
Less: Allowance for doubtful receivables	(22.92)	(48.85)
	-	-
Total	-	-
Current		
a) Other recoverables		
Considered good	1.73	9.25
b) Reimbursement of expenses		
Considered good	6.16	13.52
Total	7.89	22.77

Note 9 Other assets (unsecured, considered good unless otherwise stated)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Capital advances	23.43	41.80
b) Advances to suppliers and others		
Credit impaired	5.57	3.57
Less: Allowance for doubtful receivables	(3.57)	(3.57)
	2.00	-
c) Others		
Prepaid expenses and others	5.70	5.47
Credit impaired	9.69	13.10
Less: Allowance for doubtful receivables	(9.69)	(13.10)
	5.70	5.47
d) Advances to related party		
Credit impaired	7.34	7.34
Less: Allowance for doubtful receivables	(7.34)	(7.34)
	-	-
e) Deferred rent	76.96	81.57
f) Balances with government authorities	65.21	64.37
g) Advance income tax (net of provision - ₹ 270.53 million) (As at 31 March, 2020 - ₹ 270.53 million)	17.37	71.59
Total	190.67	264.80
Current		
a) Advances to suppliers and others	47.98	29.08
b) Others		
Prepaid expenses and others		
Considered good	9.27	22.88
c) Deferred Rent	27.02	23.13
d) Balances with government authorities	4.71	3.93
Total	88.98	79.02

Note 10 Inventories

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Inventories (lower of cost and net realisable value)		
- Food and beverage items	53.90	69.59
- Others	3.03	3.05
- Stock in transit	1.16	1.12
Total	58.09	73.76

The mode of valuation of inventories has been stated in note 2(h)

Note 11 Trade Receivables

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
(Unsecured)		
a) Trade receivables		
Considered good	31.67	23.10
Credit impaired	24.15	57.64
	55.82	80.74
Less: Allowance for doubtful debts	(24.15)	(57.64)
Total	31.67	23.10

Note 12 Cash and Cash Equivalents and other bank balances

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Balances with Banks		
i) In current accounts	34.14	6.87
ii) In fixed deposits accounts	34.11	5.04
b) Cash on hand	2.87	2.53
Cash and cash equivalents	71.12	14.44
Bank balances other than above		
a) In earmarked accounts		
i) Unpaid dividend accounts	0.13	0.13
b) Fixed deposits under lien	0.72	0.69
Total	0.85	0.82

Note 13 Share capital

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Authorised Share Capital		
13.1 Equity share capital		
5,10,00,000 (Previous year - 5,10,00,000) fully paid equity shares of ₹ 10 each	510.00	510.00
Preference share capital		
70,00,000 (Previous year - 70,00,000) fully paid compulsorily convertible preference shares of ₹ 10 each	70.00	70.00
13.2 Issued, subscribed capital and fully paid up:		
4,69,57,657 (Previous year - 4,69,57,657) fully paid equity shares of ₹ 10 each	469.58	469.58
Total	469.58	469.58

13.3 Reconciliation of the number of equity shares outstanding as at the beginning and at the end of the year

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of shares outstanding as at the beginning and at the end of the year	4,69,57,657	4,69,57,657

13.4 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

13.5 Shares reserved for issue under options (Refer note 31)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of shares outstanding as at the end of the year	-	92,350

13.6 Details of shares held by each shareholder holding more than 5% shares in the company are set out below

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Fully paid equity shares				
Anjan Chatterjee	1,20,70,000	25.70%	1,20,70,000	25.70%
Suchhanda Chatterjee	1,19,70,000	25.49%	1,19,70,000	25.49%
Deepak Bhagnani	27,81,334	5.92%	27,81,334	5.92%

Note 14 Other equity

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Capital Reserve	1.67	1.67
b) Securities premium reserve	1,626.50	1,626.50
c) Share options outstanding account	-	9.41
d) Retained earnings	(727.82)	(446.41)
Total	900.35	1,191.17

14.1 Capital Reserve

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	1.67	1.67
Movement during the year	-	-
Balance at end of the year	1.67	1.67

This reserve represents money received against share warrants forfeited, option not exercised by warrant holders.

14.2 Securities premium reserve

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	1,626.50	1,626.50
Movement during the year	-	-
Balance at end of the year	1,626.50	1,626.50

Securities premium reserve is used to record the premium received on issue of shares. The securities premium can be utilised only in accordance with the provisions of the Companies Act, 2013.

14.3 ESOP outstanding account

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	9.41	10.91
(Income)/expenses recognised in respect of equity-settled shared based payments	-	(1.50)
Transferred to retained earning due to ESOP lapsed	(9.41)	-
Balance at end of the year	-	9.41

The above reserve relates to share options granted by the Company to certain employees under its employee share option plan. Further information about share based payments to employees is set out in note 31.

14.4 Retained earnings

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	(446.41)	112.06
Loss as per Statement of profit and loss	(293.41)	(381.60)
On account of INDAS 116 transition	-	(169.93)
Other comprehensive income for the year	2.59	(6.94)
Transferred to retained earning due to ESOP lapsed	9.41	-
Balance at end of the year	(727.82)	(446.41)

Note 15 Trade payables

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Trade payables	325.52	339.98
Total	325.52	339.98

15.1 Total outstanding dues of micro enterprises and small enterprises

Disclosures relating to amounts payable as at the year-end together with interest paid/payable to Micro and Small Enterprise have been made in the accounts, as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Company determined on the basis of intimation received from suppliers regarding their status and the required disclosures are given below.

₹ In Millions

	Particulars	As at 31 March, 2021	As at 31 March, 2020
(i)	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.21	0.21
(ii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
		0.21	0.21

Note:

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Note 16 Other financial liabilities

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Lease Liability	1,201.12	1,091.55
b) Security deposit received	21.02	18.38
Total	1,222.14	1,109.93
Current		
a) Unpaid dividends	0.07	0.13
b) Other payables		
- Deferred income on security deposit received	3.94	5.57
- Payables for purchase of property, plant and equipment	25.47	36.79
- Salary payable	64.75	53.56
- Lease Liability	208.60	186.59
Total	302.83	282.64

Note 17 Long Term Provision

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Payable on account of gratuity (net) (Refer note 30)	61.00	48.90
Total	61.00	48.90

Note 18 Other current liabilities

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Advances received from customers	15.08	16.23
b) Others		
- Statutory remittances	29.21	37.04
- Book overdraft	-	0.60
Total	44.29	53.87

Note 19 Revenue from operations

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Sale of services		
a) Income from sale of food and beverages	1,479.03	3,523.57
b) Royalty and management fees from franchisees	12.78	40.80
c) Others	9.55	13.47
Total	1,501.36	3,577.84

Note 20 Other Income

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Interest Income		
- Bank deposits (at amortised cost)	0.40	0.84
- Interest on income tax	1.60	1.48
- Security deposits measured at amortised cost	25.50	38.36
- Others	0.90	4.90
	28.40	45.58

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
b) Other gains and losses		
- Gain on sale of property, plant and equipment (net)	-	0.22
- Gain on lease modification / termination	80.27	6.18
- Gain on sale of current investments (net)	5.69	59.91
- Gain/ (loss) arising on remeasurement of financial assets designated as at FVTPL (net)	25.99	(17.81)
	111.95	48.50
c) Miscellaneous income		
- Miscellaneous income	26.26	7.23
	26.26	7.23
Total	166.61	101.31

Note 21 Cost of food and beverages consumed

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Food & Beverages		
Opening stock	70.70	61.61
Add: Purchases	436.37	1,143.93
	507.07	1,205.54
Less: Closing stock	(55.06)	(70.70)
Total	452.01	1,134.84

Note 22 Employee benefits expense

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Salaries and wages	259.92	702.34
b) Contribution to provident and other funds (Refer note 30)	32.47	61.79
c) (Income)/expenses recognised in respect of equity-settled shared based payments (Refer note 31)	-	(1.50)
d) Staff welfare expenses	45.90	57.59
Total	338.29	820.22

Note 23 Finance costs

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Interest costs		
a) Interest on measuring security deposit at amortised cost	1.54	2.05
b) Interest on lease liability	163.48	209.42
Total	165.02	211.47

Note 24 Depreciation and amortisation expense

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Depreciation of property, plant and equipment (Refer note 4a)	124.56	202.50
b) Amortisation of intangible assets (Refer note 4a)	5.83	7.00
c) Depreciation - right of use asset (Refer note 4b)	191.99	365.35
Total	322.38	574.85

Note 25 Other expenses

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Rent (Refer note 29)	198.07	120.61
b) Power and fuel	88.55	203.76
c) Rates, taxes and licence Fee	47.21	167.88
d) Operating supplies	48.77	94.36
e) Insurance	5.36	4.72
f) Advertising and marketing expenses (net of recoveries)	22.35	54.57
g) Payment to Auditors (Refer note 25.1 below)	3.13	3.32
h) Repairs and maintenance - Machinery	19.52	37.82
i) Repairs and maintenance - Building	87.46	124.22
j) Repairs and maintenance - Others	7.71	21.39
k) Impairment losses on financial assets and reversal of impairment on financial assets	16.63	1.89
l) Commission and delivery expense	85.94	57.59
m) Legal & professional fees	20.12	27.01
n) Travelling & Conveyance	12.65	20.30
o) Loss on sale of Property, Plant & Equipment	7.44	-
p) Miscellaneous expenses	54.71	115.15
Total	725.62	1054.59

25.1 Payments to auditors

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
- As auditor - statutory audit	2.60	2.89
- For tax audit	0.35	0.35
- For other services	0.08	0.08
- For reimbursement of expenses	0.10	-
Total	3.13	3.32

Note 26 Contingent liabilities (to the extent not provided for)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Disputed claims against the Company not confirmed as debts		
a. Legal cases against the Company	166.16	166.16
b. Sales tax demands	122.69	122.69
c. Income tax demands	0.92	0.92
d. Service tax demands	201.53	201.53
Total	491.30	491.30

Note 27 Commitments

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	82.58	136.16
b) Investment in Speciality Hospitality US INC (Subsidiary)	29.77	30.53
Total	112.35	166.69

Note 28 Earnings per share (EPS)

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Net Profit after Tax for Equity Shareholders for Basic EPS & Diluted EPS	(293.41)	(381.60)
Weighted Average Number of Equity Shares for Basic Earnings per share	4,69,57,657	4,69,57,657
Add: Effect of ESOP's	-	-
Weighted Average Number of Equity Shares for Diluted Earnings per share	4,69,57,657	4,69,57,657
Basic Earnings Per Share (in ₹)	(6.25)	(8.13)
Diluted Earnings Per Share (in ₹)	(6.25)	(8.13)
Nominal value per share (in ₹)	10	10

Note 29 Leases**Company as Lessee**

The Company has entered into certain arrangements in the form of leases for its retail business. As per terms, the Company's obligation could be fixed or purely variable or variable with minimum guarantee payment for use of property.

During the year the Company has paid fixed lease rent of ₹ 105.92 Millions which has been considered in the calculation of lease liabilities and right of use assets as per Ind AS 116. In addition to fixed rent the Company has paid variable lease rentals (primarily w.r.t properties), rentals relating to lease of low value assets & certain services which are short term in nature amounting to ₹ 198.07 Millions (including ₹ 26.35 Millions of rent on unwinding of deposits) which has not been considered in calculation right of use asset and lease liabilities under Ind AS 116.

Impact on Profit and Loss Statement : In the Statement of Profit & Loss, the nature of expense for operating leases has changed from lease rent in the previous year to depreciation cost for the ROU assets and finance cost for interest accrued on lease liabilities. The net effect of Ind AS 116 on the standalone profit before tax for year is an adverse impact rent of of ₹ 249.55 Millions .

Impact on the Cash flow statement: Instead of fixed operating lease expenses, ₹ 109.21 Millions payment of lease liability has been shown as financing activity. Consequently, cash flow from operating activities and financing activities have shown significant impacted by this revised approach required by the Standard.

Impact on Financial ratios: Interest on lease liabilities is included in finance cost and lease liabilities is included in borrowings. Consequently, financial ratios like debt equity ratio, interest coverage ratio, debt services coverage ratio etc. have been significantly impacted following the adoption of Ind AS 116.

Note on Adoption of Ind AS 116 Leases

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 1,222.81 Million and a lease liability of ₹ 1,482.19 million. The cumulative effect of applying the standard, amounting to ₹ 169.93 Million (net of ₹ 89.42 Millions towards rent equalisation reserve) was debited to retained earnings.

The following is the summary of practical expedients elected on initial application :

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 33 of the Standalone financial statements forming part of the 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11%.



Note 30 Employee benefit plans

30.1 Defined contribution plans:

The Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. The only obligation of the Company with respect to the retirement benefit plan is to make the specified contribution. The total expense recognised in the Statement of Profit and Loss represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

The Company has recognised the following amounts as expense in the Statement of Profit and Loss:

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Contribution to provident fund	12.76	34.93
Contribution to employees' state insurance corporation	4.94	14.78
Contribution to labour welfare fund	0.07	0.15
Total	17.77	49.86

30.2 Defined benefit plans:

The gratuity scheme is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

30.3 The plan exposes the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk:	The return on investments will impact the position of the defined benefit plan liability. If the return falls, net benefit obligation will increase the value of the liability.
Interest rate risk:	The defined benefit obligation calculated uses a discount rate based on government bonds. All other aspects remaining same, if bond yields fall, the defined benefit obligation will increase the value of the liability.
Salary Inflation risk:	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary in higher proportion of the plan participants will increase the plan's liability.

30.4 The disclosure as required under Ind AS 19 as per actuarial valuation regarding Employee Retirement Benefits Plan for Gratuity is as follows:

(a) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Valuation as at	
	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Discount rate(s)	6.30%	6.40%
Expected rate(s) of salary increase	4.50%	4.50%

Discount Rate:

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary Escalation Rate

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(b) Amounts recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Current service cost	13.13	10.74
Past service cost	-	-
Interest on net defined benefit liability / (asset)	1.57	1.19
Components of defined benefit costs recognised in Statement of Profit or Loss	14.70	11.93
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest expense)	1.42	1.97
Actuarial gain arising from changes in demographic assumptions	-	-
Actuarial losses/(gains) arising from changes in financial assumptions	0.58	4.09
Actuarial losses/(gains) arising from experience adjustments	(4.59)	0.89
Components of defined benefit costs recognised in other comprehensive income	(2.59)	6.95
Total	12.11	18.88

The current service cost / past service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the Statement of Profit and Loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(c) The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Present value of funded defined benefit obligation	71.64	68.93
Fair value of plan assets	21.09	20.03
Net liability arising from defined benefit obligation	50.55	48.90

(d) Movements in the present value of the defined benefit obligation are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Opening defined benefit obligation	68.93	59.74
Current service cost	13.13	10.74
Past service cost	-	-
Interest cost	4.04	3.91
Remeasurement due to:-		
Actuarial gain arising from changes in demographic assumptions	-	-
Actuarial losses/(gains) arising from changes in financial assumptions	0.58	4.08
Actuarial losses/(gains) arising from experience adjustments	(4.59)	0.89
Benefits paid	(10.45)	(10.43)
Closing defined benefit obligation	71.64	68.93

(e) Movements in the fair value of the plan assets are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Opening fair value of plan assets	20.03	26.48
Interest income	2.48	2.72
Remeasurement due to:-		
Return on plan assets (excluding amounts included in net interest expense)	(1.42)	(1.97)
Contributions from the employer	10.45	3.23
Benefits paid	(10.45)	(10.43)
Closing fair value of plan assets	21.09	20.03



(f) Breakup of Plan Assets

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Insurer Managed Funds (unquoted)	100%	100%

The Company expects to make a contribution of ₹ 50.55 Million (as at 31 March, 2020: ₹ 48.90 Million) to the defined benefit plans during the next financial year.

(g) Sensitivity Analysis**Method used for sensitivity analysis:**

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are the discount rate and the future salary escalation rate. The following table summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Discount Rate

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Discount Rate		
Impact of increase in 50 bps on defined benefit obligation	(4.02)	(4.03)
Impact of decrease in 50 bps on defined benefit obligation	4.35	4.35

Salary escalation rate

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Salary escalation rate		
Impact of increase in 50 bps on defined benefit obligation	4.40	4.41
Impact of decrease in 50 bps on defined benefit obligation	(4.11)	(4.12)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior periods in preparing the sensitivity analysis.

Note 31 Employee Stock Option Scheme (ESOS)

31.1 During the FY 2013-14, the Board Governance & Remuneration committee in its meeting held on 6 September, 2013 granted 577,200 stock options under the Speciality Restaurants Limited - Employee Stock Option Scheme 2012 (ESOP 2012 Scheme) to a few eligible employees of the Company. The options allotted under the ESOP 2012 scheme are convertible into equal number of equity shares of the face value of ₹ 10 each.

Each Option entitles the holder thereof to apply for and be allotted one equity share of the Company of ₹ 10 each upon payment of the exercise price during the exercise period. The option would vest in 4 annual instalments after one year of the grant. The exercise period commences from the date of vesting of the options and expires at the end of six years from the date of grant and would not exceed 3 years from the date of vesting in respect of Options granted under the ESOP 2012 Scheme.

The vesting period for conversion of Options is as follows:

On completion of 12 months from the date of grant of option	25% vests
On completion of 24 months from the date of grant of option	25% vests
On completion of 36 months from the date of grant of option	25% vests
On completion of 48 months from the date of grant of option	25% vests

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the awards during the year ended 31 March, 2021 and 31 March, 2020. As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
Options granted under ESOS 2012				
Options outstanding at the beginning of the year	92,350	126.20	1,88,400	126.20
Options granted during the year	-	-	-	-
Options forfeited during the year	-	126.20	3,700	126.20
Options exercised during the year	-	-	-	-
Options expired during the year	92,350	126.20	92,350	126.20
Options outstanding at the end of the year	-	126.20	92,350	126.20
Options exercisable at the end of the year	-		92,350	
Exercise price of outstanding options as per ESOS scheme (₹)	126.20		126.20	
Remaining contractual life of outstanding options (years)	-		0.44 years	

31.2 Fair value of share options granted in the year

There are no new grants during the financial year 2020-21

Note 32 Financial Instruments

32.1 Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders. The Company does not have any borrowing outstanding as at the year end. The Company is not subject to any externally imposed capital requirements.

32.2 Categories of financial instruments

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Financial assets		
Measured at amortised cost		
(a) Cash and cash equivalents	71.12	14.44
(b) Bank balance other than covered in (a) above	0.85	0.82
(c) Trade Receivables	31.67	23.11
(d) Loans	325.87	408.84
(e) Other financial assets	7.89	22.77
(f) Other investment	0.20	0.20
Measured at FVTPL		
(a) Investment in mutual funds	645.44	564.15
(b) Investment in corporate bonds	-	50.14
Financial liabilities		
Measured at amortised cost		
(a) Trade Payables	325.52	339.98
(b) Other financial liabilities	1,524.97	1,392.57

32.3 Financial risk management objectives

The Company's principal financial liabilities, comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include trade and other receivables and cash and short-term deposits that are derived directly from its operations. Current investments are optimal deployment of excess funds.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency risk). The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the company's operational and financial performance.

32.3.1 Credit risk

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The credit risk for the Company primarily arises from credit exposures to trade receivables (mainly franchisees), deposits with landlords for restaurant properties taken on lease and other receivables.

Trade and other receivables: The Company's business is predominantly through cash and credit card collections. The credit risk on credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Company has adopted a policy of dealing with only credit worthy counterparties in case of franchisees and the credit risk exposure for them is managed by the Company by credit worthiness checks. The Company also carries credit risk on lease deposits with landlords for restaurant properties taken on leases, for which agreements are signed and property possessions timely taken for restaurant operations. The risk relating to refunds after vacating or restaurant shut down is minimal since the possession of the premises is retained till the refund is collected or there are liabilities outstanding against which the asset can be adjusted.

32.3.2 Liquidity risk management

The Company's principal sources of liquidity are cash and cash equivalents, cash flow generated from operations and by churning of current investments. The Company does not have any borrowing outstanding as at the year end. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Liquidity risk tables

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Company can be required to pay.

₹ In Millions

Particulars	Less than 1 year	1 - 3 years	3 - 5 years	5 years and above	Total
31 March, 2021					
Trade Payables	325.52	-	-	-	325.52
Unpaid dividends	0.07	-	-	-	0.07
Payables for purchase of property, plant and equipment	25.47	-	-	-	25.47
Lease liability	208.60	744.58	302.86	153.68	1,409.72
Security deposit received	3.10	21.25	-	-	24.35
Total	562.75	765.83	302.86	153.68	1785.13
31 March, 2020					
Trade Payables	339.98	-	-	-	339.98
Unpaid dividends	0.13	-	-	-	0.13
Payables for purchase of property, plant and equipment	36.79	-	-	-	36.79
Lease liability	186.59	373.15	317.53	400.87	1,278.14
Security deposit received	-	3.10	21.25	-	24.35
Total	563.49	376.25	338.78	400.87	1,679.39

32.3.3 Market Risk

The Company is exposed to market risks associated with foreign currency rates and commodity prices.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies. Consequently, exposures to exchange rate fluctuations arise. The exchange gains or losses are recognised in Statement of Profit or Loss on the date of settlement and restatement at quarterly intervals.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	₹ In Millions	In foreign currency	₹ In Millions	In foreign currency
Amounts receivable in foreign currency on account of the following:				
Royalty and Management fees receivable	1.72	USD 23,381	8.83	USD 120,088
Reimbursement of Expenses	0.03	USD 445	2.09	USD 33,938
Reimbursement of Expenses	3.87	GBP 38,357	1.19	GBP 12,804
Total	5.62		12.11	
Amounts payable in foreign currency on account of the following:				
Professional fees	0.62	USD 8,418	1.64	USD 21,767
Professional fees	-		0.34	GBP 3,705
Professional fees	-		0.11	EURO 1,266
Total	0.62		2.09	

The Company's exchange risk arises from its foreign currency revenues and expenses.

As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Company's revenues measured in Indian Rupees will decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue and expenses from foreign currencies, the Company is not significantly exposed to foreign currency risk.

Commodity Price Risk:

The Company purchases certain products, including meat, cheese, vegetables and other commodities which are subject to price volatility that is caused by weather, market conditions and other factors that are not considered predictable or within the Company's control. The Company's supplies and raw materials are available from several sources, and not dependent upon any single source for these items. If any existing suppliers fail or are unable to deliver in quantities required by the Company, the Company believes that there are sufficient other quality suppliers in the marketplace such that the Company sources of supply can be replaced as necessary.

Foreign Currency Sensitivity:

The following tables demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	5% Increase	5% Decrease	5% Increase	5% Decrease
Receivable USD	0.09	(0.09)	0.58	(0.58)
Receivable GBP	0.19	(0.19)	0.06	(0.06)
Payable USD	(0.03)	0.03	(0.08)	0.08
Payable GBP	-	-	(0.01)	0.01
Payable EURO	-	-	(0.01)	0.01

32.4 Fair value measurements

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

32.4.1 Fair value of the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Company's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Sr. No.	Financial assets	Fair value as at		Fair value hierarchy
		31 March, 2021	31 March, 2020	
1	Investments in Mutual funds	645.44	564.14	Level 1
2	Investment in Corporate bond	-	50.14	Level 1

32.4.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The directors are of the belief that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Note 33 Segment information

The principal business of the Company is operating food outlets/ sweet shops. All other activities of the Company revolve around its principal business. The Chairman & Managing Director (CMD) of the Company, has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, directors have concluded that there is only one operating reportable segment as defined by Ind AS 108 - Operating Segments. The Company predominantly operates in one geography i.e. India.

Note 34 Related Party Disclosures

List of Related parties and their relationships

Sr.No	Category of related parties	Names
1	Promoters	Mr. Anjan Chatterjee Mrs. Suchhanda Chatterjee
2	Key management personnel	Executive Directors Mr. Anjan Chatterjee Mrs. Suchhanda Chatterjee Mr. Indroneil Chatterjee Mr. Avik Chatterjee Non Executive Directors Mr. Rakesh Pandey Mr. Ullal Ravindra Bhat Mr. Dushyant Mehta Dr. Anita Bandyopadhyay
3	Relative of Promoters	Mrs. Harshita Deshpande (Daughter of Mr. Anjan Chatterjee)
4	Enterprises over which directors or relatives of directors exercise control / significant influence	Situations Advertising & Marketing Services Private Limited Shruthi Hotels Enterprises Private Limited Prosperous Promoters Private Limited Havik Export (P)Limited Supriya Taxtrade Private Limited Span Promotions Private Limited Mainland Restaurants Private Limited Anjan Chatterjee - HUF Indroneil Chatterjee - HUF
5	Jointly Venture Company	Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC)
6	Wholly owned subsidiary	Speciality Hospitality UK Limited (incorporated on August 22, 2017) Speciality Hospitality Us Inc (incorporated on September 19, 2019)
7	Step Down Wholly owned subsidiary	Caterland Hospitality Ltd. Foodland Ventures LLP

₹ In Millions

Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Wholly owned subsidiary	Joint Venture Company	Total
Transactions during the period ended 31 March 2021						
Remuneration (Refer note 2 below)						
Mr. Anjan Chatterjee	1.13	-	-	-	-	1.13
	(5.75)	-	-	-	-	(5.75)
Mrs. Suchhanda Chatterjee	0.39	-	-	-	-	0.39
	(2.01)	-	-	-	-	(2.01)
Mr. Indroneil Chatterjee	0.75	-	-	-	-	0.75
	(2.13)	-	-	-	-	(2.13)
Mr. Avik Chatterjee	0.45	-	-	-	-	0.45
	(1.23)	-	-	-	-	(1.23)
Total	2.72	-	-	-	-	2.72
	(11.12)	-	-	-	-	(11.12)

Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Wholly owned subsidiary	Joint Venture Company	Total
Sitting Fees paid to Non Executive Directors						
Mr. Rakesh Pandey	0.40	-	-	-	-	0.40
	(0.62)	-	-	-	-	(0.62)
Mr. Ullal Ravindra Bhat	0.42	-	-	-	-	0.42
	(0.64)	-	-	-	-	(0.64)
Mr. Dushyant Mehta	0.44	-	-	-	-	0.44
	(0.62)	-	-	-	-	(0.62)
Mrs. Anita Bandyopadhyay	0.20	-	-	-	-	0.20
	-	-	-	-	-	-
Total	1.46	-	-	-	-	1.46
	(1.88)	-	-	-	-	(1.88)
Rent and other expenses paid						
Situations Advertising & Marketing Services Private Limited						
- Rent	-	-	23.78	-	-	23.78
	-	-	(35.48)	-	-	(35.48)
- Retainership Fees	-	-	1.06	-	-	1.06
	-	-	(1.42)	-	-	(1.42)
- Advertisement Expenses	-	-	0.38	-	-	0.38
	-	-	(3.89)	-	-	(3.89)
- Reimbursement of Expenses	-	-	9.03	-	-	9.03
	-	-	(11.13)	-	-	(11.13)
Prosperous Promoters Private Limited	-	-	2.45	-	-	2.45
	-	-	-	-	-	-
Others	1.62	-	2.73	-	-	4.35
	(3.09)	-	(5.58)	-	-	(8.67)
Expenses incurred on behalf of Step Down Subsidiary Caterland Hospitality Ltd	-	-	-	1.01	-	1.01
	-	-	-	(2.73)	-	(2.73)
Foodland Ventures LLC	-	-	-	0.02	-	0.02
	-	-	-	-	-	-
Total	1.62	-	39.43	1.03	-	42.08
	(3.09)	-	(57.50)	(2.73)	-	(63.32)
Balances as at 31 March 2021						
Other payables						
Situations Advertising & Marketing Services Private Limited						
	-	-	20.53	-	-	20.53
	-	-	(8.68)	-	-	(8.68)
Prosperous Promoters Private Limited	-	-	3.44	-	-	3.44
	-	-	(1.55)	-	-	(1.55)
Others	3.20	0.08	4.41	-	-	7.69
	(1.85)	(0.07)	(2.55)	-	-	(4.47)
Total	3.20	0.08	28.38	-	-	31.66
	(1.85)	(0.07)	(12.78)	-	-	(14.70)

Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Wholly owned subsidiary	Joint Venture Company	Total
Security deposits						
Situations Advertising & Marketing Services Private Limited	-	-	51.62	-	-	51.62
	-	-	(51.62)	-	-	(51.62)
Prosperous Promoters Private Limited	-	-	28.11	-	-	28.11
	-	-	(28.11)	-	-	(28.11)
Others	3.00	-	9.10	-	-	12.10
	(3.00)	-	(9.10)	-	-	(12.10)
Total	3.00	-	88.83	-	-	91.83
	(3.00)	-	(88.83)	-	-	(91.83)
Franchisee Income Receivable (Refer note 3 below)						
Mainland China & Indigrill Restaurant LLC	-	-	-	-	3.30	3.30
	-	-	-	-	(3.30)	(3.30)
Total	-	-	-	-	3.30	3.30
	-	-	-	-	(3.30)	(3.30)
Advance to Joint Venture Company (Refer note 3 below)						
Mainland China & Indigrill Restaurant LLC	-	-	-	-	12.50	12.50
	-	-	-	-	(12.50)	(12.50)
Total	-	-	-	-	12.50	12.50
	-	-	-	-	(12.50)	(12.50)
Loan given to Joint Venture Company (Refer note 3 below)						
Mainland China & Indigrill Restaurant LLC	-	-	-	-	76.72	76.72
	-	-	-	-	(76.72)	(76.72)
Total	-	-	-	-	76.72	76.72
	-	-	-	-	(76.72)	(76.72)
Investment in Joint Venture Company (Refer note 3 below)						
Mainland China & Indigrill Restaurant LLC	-	-	-	-	8.88	8.88
	-	-	-	-	(8.88)	(8.88)
Total	-	-	-	-	8.88	8.88
	-	-	-	-	(8.88)	(8.88)
Investment in Wholly Owned Subsidiary Company						
Speciality Hospitality UK Limited	-	-	-	95.05	-	95.05
	-	-	-	(95.05)	-	(95.05)
Speciality Hospitality Us Inc	-	-	-	7.31	-	7.31
	-	-	-	(7.31)	-	(7.31)
Total	-	-	-	102.36	-	102.36
	-	-	-	(102.36)	-	(102.36)
Receivable for expenses incurred on behalf of Joint Venture of wholly owned subsidiaries						
Caterland Hospitality Ltd	-	-	-	3.87	-	3.87
	-	-	-	(2.55)	-	(2.55)
Total	-	-	-	3.87	-	3.87
	-	-	-	(2.55)	-	(2.55)

Notes

- Figures in paranthesis relate to the corresponding previous year figures in relation to the Statement of Profit and Loss and the figures as at 31 March, 2020 in relation to the Balance Sheet
- Post retirement benefits is determined by the Company as a whole for all employees put together and hence disclosures of post employment benefits of Key management personnel is not separately available.
- These balances had been fully provided for in preceeding previous years

Note 35

(a) Income tax expense recognised in the Statement of profit & loss

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Current Tax:		
In respect of current year	-	-
In respect of prior years	1.70	(9.00)
Deferred tax	-	-
Total	1.70	(9.00)

Unused tax losses

₹ In Millions

Particulars	As at March 31, 2021	As at March 31, 2020
Unused tax losses on which no deferred tax assets have been recognised are attributable to the following:		
Unabsorbed depreciation	217.56	141.64
Long term capital loss	147.32	71.39
Total	364.88	213.03

(b) Deferred tax

(i) Deferred tax asset has not been recognised in relation to accumulated losses and depreciation on consideration of prudence.

(ii) Deferred tax assets/(liabilities) in relation to:

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Property, plant and equipment & Intangible assets	222.00	245.39
Provision for doubtful debts/advances	36.85	52.66
Right of use asset	(242.20)	(232.17)
Lease Liability	354.83	321.71
Defined benefit obligation	15.35	14.25
Deferred tax assets/(liabilities) (net)	386.83	401.84
Deferred tax assets/(liabilities) recognised	-	-

Note:

Deferred tax asset has been recognised in relation to accumulated losses and depreciation on consideration of prudence. Deferred tax assets have been restricted to deferred tax liabilities. Accordingly no deferred tax assets/(liabilities) have been recognised.

Note 36 Details of Investees - Subsidiaries & Joint Ventures

The Company's interests, as a venturer, in the joint venture company are as follows:

Name of Investee	Principal activities	Place of incorporation and principal place of business	Proportion of ownership interest / voting rights held by the company	
			31 March 2021	31 March 2020
a) Particulars of Subsidiaries				
Speciality Hospitality UK Limited	Restaurant business	UK	100%	100%
Speciality Hospitality US Inc	Restaurant business	USA	100%	100%
b) Interest in Joint Venture				
Caterland Hospitality Limited (Through wholly owned subsidiary)	Restaurant business	UK	51%	51%
Foodland Ventures LLC (Through wholly owned subsidiary)	Restaurant business	USA	50.5%	50.5%
Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC)	Restaurant business	Doha, Qatar	49%	49%

Note 37

The operations recommenced as permitted by local regulations and as on date most of our restaurants and confectionery stores are operational. Selectively at the local level, various restrictions continue to apply and consequently impact operating performance. Nevertheless, the trajectory of revenues have continued to improve month on month post reopening.

The Company has considered the possible effects that may result from the COVID-19 pandemic on the carrying value of assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of the pandemic, the Company has used external and internal information to assess the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions and based on the current estimates, the Group Company that the carrying value of the assets as at 31st March, 2021 is fully recoverable.

The consequential impact may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes based on future economic conditions as a result of the COVID-19 pandemic.

Consequent to Covid-19 pandemic, the Company has been in discussion with most of the Landlords for its restaurant and confectionery properties for waiver/discounts on rent and common area maintenance expenses during the lockdown period and also for the period thereafter. The Company has received various concession/rebates from the Landlords with few of them still under discussion, the Company following a prudent accounting practice has/will recognize these concessions/rebates in accordance with the applicable accounting standard.

Note 38 Exceptional Item

During the year ended 31st March, 2021 some units which were terminated as on 31st March, 2020 recommenced operations post re-negotiation of rentals with the property owners, hence the impairment gain has been shown as exceptional item. In the previous year ended 31st March, 2020 the Company had decided to close certain restaurants due to financial unviability because of Covid -19 pandemic. Due to this the Company had carried out Impairment Testing as per Ind AS 36 of the assets as at 31st March, 2020 and had recognized impairment loss under the head Exceptional item. Right of Use Asset and Lease Liability recognized as per Ind AS 116 had been reversed for units closed and the balance is recognized as an Exceptional gain. Relevant details are as under:

₹ In Millions

Particulars	31 March, 2021	31 March, 2020
i) Impairment of Property, Plant and Equipment	43.64	(254.45)
ii) Impairment of Rights of Use Asset	-	(164.54)
iii) Gain on lease modification / termination	-	145.21
Total	43.64	(273.78)

Note 39

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note 40

Previous period / year figures have been regrouped, wherever necessary.

Note 41 Approval of financial statements

The financial statements were approved for issue by the board of directors on 23 June, 2021.

**CONSOLIDATED
FINANCIAL STATEMENTS
2020-21**

INDEPENDENT AUDITOR'S REPORT

To the Members of Speciality Restaurants Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the consolidated Ind AS financial statements of **Speciality Restaurants Limited** (hereinafter referred to as "the Holding Company"), and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") including the Group's share of losses in its associates and joint venture which comprise the Consolidated Balance sheet as at March 31 2021, the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of separate financial information of the joint venture and subsidiary companies certified by the Management, referred to in Other Matters section below, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, their consolidated losses including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of matter

We draw attention to Note 37 to the consolidated Ind AS financial statements, which describes the possible effect of uncertainties relating to COVID-19 pandemic on the Group's financial performance and impact on the carrying value of its assets as at March 31, 2021 as assessed by the Management.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
➤ Revenue recognition - Refer Note 19 of the Consolidated Ind AS financial statements	
<p>The Group recognizes revenue when the control of goods being sold is transferred to the customer. The Group's revenue relates to restaurant and confectionary sales and services to customers.</p> <p>Due to high level of transaction across various units, situated across India, there exists a risk of misstatement of the timing and amount of revenue recognized to achieve specific performance targets or expectations.</p> <p>The Group also has franchisee arrangements and revenue share arrangements for royalty/ fee based on sales.</p> <p>The Group and its external stakeholders focus on revenue as a key performance indicator, which could lead to recognition of revenue without meeting the revenue recognition criterion.</p> <p>In view of the above we have identified revenue recognition as a key audit matter.</p>	<p>We have carried out following audit procedure:</p> <ul style="list-style-type: none">Assessed the appropriateness of the accounting policy for revenue recognition as per the relevant accounting standards.Evaluated the design and implementation of key internal financial controls and their operating effectiveness with respect to revenue recognition transactions selected on a sample basis.Performed substantive testing of sales by selecting samples of sales made at certain restaurants using statistical sampling and tested the underlying documentation including kitchen order tickets.Reviewed the reconciliation of revenue recorded for the year with collections through cash, credit card and aggregators, as applicable to confirm that revenue recorded is supported by collections.Perused selected samples of key contracts with aggregators and franchisees to understand the terms and conditions particularly relating to revenue share, royalty & fee payments.Evaluated whether the disclosures included in the notes to the consolidated Ind AS financial statements are in conformity with the applicable standard.
Going Concern (Refer Note 37 of Consolidated Ind AS Financial Statements)	
<p>The Group operates restaurants mainly in metro cities of India and all restaurants of the Group were non-operational during the COVID-19 Lockdown Phase-I.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none">Obtained an understanding of controls instituted by the Management to assess going concern assumptions and tested the effectiveness of the Management controls.

<p>The Group has assessed the potential impact of COVID-19 on the carrying value of assets, business plan, renegotiation of lease arrangements and future cash flow projections and evaluated various scenario for assessment of Going Concern.</p> <p>This has been considered as Key Audit Matter as there are uncertainties which have been analyzed by the Group, however since the situations are continuously evolving, the impact assessed may be different from the estimates.</p>	<ul style="list-style-type: none"> • Testing of Management’s assumptions on the appropriateness of the going concern assumption and reasonableness of the assumptions used, focusing in particular, the business plans, projections, liquidity Management, recoverability and impairment of assets of the Group. • Analyzed Management’s report to gain an understanding of the inputs and processes supporting the cash flow projections prepared for the purpose of going concern assessment. • Assessed the appropriateness of the related disclosures in the notes to consolidated Ind AS financial statements.
Impairment of assets (Exceptional Item) (Refer Note 38 of Consolidated Ind AS Financial Statements)	
<p>Due to COVID -19, the Group has decided to shut down certain restaurants, terminated lease arrangements and evaluated change of business plans.</p> <p>The assessment of the recoverable amount requires significant judgment, in particular, relating to estimated cash flow projections and discount rates. Due to the level of judgments involved, impact of COVID-19 on Hospitality Industry and significance to the Group’s financial position, this is considered to be a key audit matter.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none"> • Analyzed the impact of COVID-19 lockdown on the operations of the Group. • Assessed the internal controls designed for identification of impairment indicators. • Reviewed the procedure for identification and testing impairment assessment. • Evaluated the appropriateness of the Group’s judgment regarding identification of assets considered for impairment. • Obtained understanding of the key assumptions considered for assessment of future cash flows and the discounting factor considered. • Assessed the disclosures made in the consolidated Ind AS financial statements.
Ind AS 116 Leases (Refer Note 4b and Note 29 of Consolidated Ind AS Financial Statements)	
<p>Ind AS 116 has had a significant impact on the reported assets, liabilities and the income statement of the Group. Impact of the Ind AS 116 transition is reliant upon a number of key estimates, determining the appropriate discount rates and determination of Short-Term Leases or Leases with variable terms, which are not considered. There is a risk that the lease data which is used in the calculation of Ind AS 116 transition calculation is incomplete or inaccurate.</p> <p>The Group has terminated certain Lease arrangement either on completion of lease terms, or unviability of the restaurant due to COVID-19 or otherwise. Reversal of ROU and Lease liability for such leases should be accurate and in compliance with relevant accounting standard.</p> <p>In view of the above, this is considered as a key audit matter.</p>	<p>We have carried out following audit procedure</p> <ul style="list-style-type: none"> • Assessed the design and implementation of the key controls relating to the determination of the Ind AS 116 transition impact disclosure. • We read a sample of contracts to assess whether leases have been appropriately identified agreed the inputs used in the quantification to the lease agreements the discount rate applied and performed computation checks. • Assessed the accuracy of the lease data by testing the lease data captured by Management for a sample of leases through the inspection of lease documentations. • Tested the completeness of the lease data by reconciling the Group’s existing lease commitments to the lease data used in the Ind AS 116. • Verification of the data for recognition of lease liability, right of use assets, depreciation and interest. • Evaluated whether the disclosures included in the notes to the consolidated Ind AS financial statements are in conformity with the applicable standard.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Holding Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information compare with the financial information of the joint venture company and subsidiary companies certified by the Management, to the extent it relates to these entities and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company’s Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group and its joint venture companies in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of Companies included in the Group and its joint venture companies are responsible for maintenance of

adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of consolidated Ind AS financial statements by the Management and Directors of Holding Company, as aforesaid .

In preparing the consolidated Ind AS financial statements, the respective Management and Board of Directors of the Companies included in group and of its joint venture Companies are responsible for assessing the ability of the Group and its joint venture Companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate, cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture Companies are also responsible for overseeing the Group's financial reporting process of the group and of its joint venture Companies.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls systems with reference to the consolidated Ind AS financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or its joint venture Companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or its joint venture Companies to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group and its joint venture Companies to express an opinion on the Consolidated Ind AS financial Statements. We are responsible for the direction, supervision and performance of the audit of the consolidated Ind AS financial statements of the Holding Company included in the Consolidated Ind AS financial Statements of which we are the independent auditors. The financial information of other entities, included in the Consolidated Financial Results have not been audited and these unaudited financial statements have been approved and furnished by the Management. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated Ind AS financial statements.

We communicate with those charged with governance of Holding Company and regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The accompanying consolidated Ind AS financial statements include unaudited financial statements and other unaudited financial information in respect of two subsidiary companies that are located outside India whose financial statements reflect total assets of ₹ 99.5 millions as at March 31, 2021, total revenues of Nil, total comprehensive profit (Comprising of profit and other comprehensive income) of ₹ 1.3 million and net cash outflow of Rs 1.0 million for the year ended March 31, 2021 as considered in consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of net loss of ₹1.4 million for the year ended March 31, 2021, as considered in the consolidated Ind AS financial statements, in respect of 3 joint venture companies. These unaudited financial statements and other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of other auditor on separate financial statements and other financial information of the subsidiaries and joint venture companies, as noted in "Other Matters" paragraph, we report to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts maintained for the purpose of preparation of the consolidated Ind AS financial statements;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors of Holding Company as on March 31, 2021 and taken on record by the Board of Directors of Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding Company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the Holding Company;
 - (g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company, incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated Ind AS financial statements disclosed the impact of pending litigations on its financial position in its consolidated Ind AS financial statements – Refer Note 26 to the consolidated Ind AS financial statements;
 - ii. The Group and its joint venture companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no delay in transfer of amount required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2021.

For Singhi & Co.
Chartered Accountants
Firm Registration Number: 302049E

Milind Agal
Partner
Membership No:123314
UDIN: 21123314AAAAAH4448

Place: Mumbai
Date: 23rd June, 2021



Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1(A)(f) with the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated Ind AS financial statements of the Speciality Restaurants Limited ('the Holding Company') as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Speciality Restaurants Limited ("the Holding Company"), a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the internal financial controls of the Holding Company with reference to consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with respect to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with respect to consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system of the Holding Company with reference to consolidated Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to Consolidated Ind AS Financial Statements

6. A Company's internal financial control with reference to these consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these Consolidated Ind AS Financial Statements

7. Because of the inherent limitations of internal financial controls over financial reporting with reference to consolidated Ind AS financial statements, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and such internal financial controls were operating effectively as at March 31, 2021, based on the internal control with reference to consolidated Ind AS financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co.
Chartered Accountants
Firm Registration Number: 302049E

Milind Agal
Partner

Place: Mumbai
Date: 23rd June, 2021

Membership No:123314
UDIN: 21123314AAAAAH4448



Consolidated Balance Sheet as at 31 March, 2021

₹ In Millions

Particulars	Notes	As at 31 March, 2021	As at 31 March, 2020
ASSETS			
Non-current assets			
a. Property, plant and equipment	4a	535.74	545.64
b. Right of use asset	4b	962.24	998.20
c. Capital work-in-progress		290.48	331.23
d. Intangible assets	4a	14.29	16.61
e. Financial assets			
i. Investments			
(a) Investment in equity instruments	5	89.24	75.85
(b) Other investments	6	0.20	0.20
ii. Loans	7	230.16	204.68
iii. Other financial assets	8	-	-
f. Other non-current assets	9	190.67	264.80
Total non-current assets		2,313.02	2,437.21
Current assets			
a. Inventories	10	58.09	73.76
b. Financial assets			
i. Other investments	6	645.44	614.28
ii. Trade receivables	11	31.67	23.10
iii. Cash and cash equivalents	12	72.36	16.69
iv. Bank balances other than (iii) above	12	0.85	0.82
v. Loans	7	95.71	204.16
vi. Other financial assets	8	17.46	39.44
c. Other current assets	9	90.39	79.19
Total current assets		1,011.97	1,051.45
Total Assets		3,324.99	3,488.66
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	13	469.58	469.58
b. Other equity	14	883.71	1,168.54
Total equity		1,353.29	1,638.11
Liabilities			
Non-current liabilities			
a. Financial Liabilities			
i. Other financial liabilities	16	1,222.14	1,109.93
b. Provisions	17	61.00	48.90
Total non-current liabilities		1,283.14	1,158.82
Current liabilities			
a. Financial Liabilities			
i. Trade payables	15		
- total outstanding dues of micro enterprises and small enterprises		0.21	0.21
- total outstanding dues of creditors other than micro enterprises and small enterprises		329.56	339.53
ii. Other financial liabilities	16	302.83	282.64
b. Other current liabilities	18	55.96	69.34
Total current liabilities		688.56	691.72
Total liabilities		1,971.70	1,850.54
Total Equity and Liabilities		3,324.99	3,488.66
Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached.

For Singh & Co

Chartered Accountants
FRN: 302049E

Milind Agal

Partner
M No. 123314

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director
DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance
& Chief Financial Officer

Avinash Kinthekar

Company Secretary & Legal Head

Ullal Ravindra Bhat

Director
DIN : 00008425

Dushyant Mehta

Director
DIN : 00126977

Place: Mumbai
Date: 23 June, 2021

Place: Mumbai
Date: 23 June, 2021



Consolidated Statement of Profit and Loss for the year ended 31 March, 2021

₹ In Millions

	Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
I	Revenue from operations	19	1,501.36	3,577.84
II	Other income	20	167.97	104.42
III	Total Income (I + II)		1,669.33	3,682.26
IV	Expenses			
	Cost of food and beverages consumed	21	452.01	1,134.84
	Employee benefits expense	22	338.29	820.22
	Finance costs	23 & 29	165.02	211.47
	Depreciation and amortisation expense	24 & 29	322.38	574.85
	Other expenses	25	725.62	1,054.83
	Total Expenses		2,003.32	3,796.21
V	Loss before exceptional item and tax (III - IV)		(333.99)	(113.95)
VI	Exceptional (gain)/loss (Refer note 38)		(43.64)	273.78
VII	Loss before share of Joint Venture Company and tax (V - VI)		(290.35)	(387.73)
VIII	Share in Loss of Associate		1.39	1.26
IX	Loss before tax (VII - VIII)		(291.74)	(388.99)
X	Tax expense	35		
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Short/(excess) provision for tax relating to prior years		1.70	(9.00)
			1.70	(9.00)
XI	Loss for the year (IX - X)		(293.44)	(379.99)
	Other comprehensive income (OCI) (Net of tax)			
	Items that will not be reclassified to profit or loss			
	- Remeasurements of the defined benefit plan		2.59	(6.94)
	Items that may be reclassified to profit or loss			
	- Exchange Difference arising on translating the foreign operations		6.02	2.76
XII	Total other comprehensive (loss)/income		8.61	(4.18)
XIII	Total comprehensive loss for the period (XI + XII)		(284.83)	(384.17)
	Earnings per equity share	28		
	(1) Basic (in ₹)		(6.25)	(8.09)
	(2) Diluted (in ₹)		(6.25)	(8.09)
	Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements				

In terms of our report attached.

For Singhi & Co

Chartered Accountants

FRN: 302049E

Milind Agal

Partner

M No. 123314

Place: Mumbai

Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director

DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance

& Chief Financial Officer

Avinash Kinshikar

Company Secretary & Legal Head

Place: Mumbai

Date: 23 June, 2021

Ullal Ravindra Bhat

Director

DIN : 00008425

Dushyant Mehta

Director

DIN : 00126977

Consolidated Statement of Changes in Equity for the year ended 31 March, 2021

A. EQUITY SHARE CAPITAL

₹ In Millions

Particulars	Notes	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
As at March 31, 2020	13	469.58	-	469.58
As at March 31, 2021		469.58	-	469.58

B. OTHER EQUITY

₹ In Millions

Particulars	Notes	Capital Reserve	Securities Premium Account	Retained Earnings	Share Options Outstanding Account	Foreign Currency Translation Reserve	Total
As at March 31, 2019	14	1.67	1,626.50	85.94	10.91	(0.88)	1,724.14
Loss for the year		-	-	(379.99)	-	-	(379.99)
Movement on account of ESOP's - reversal on account of options forfeited during the period		-	-	-	(1.50)	-	(1.50)
Other comprehensive loss arising from remeasurement of defined benefit obligation		-	-	(6.94)	-	-	(6.94)
Other comprehensive loss arising from exchange difference arising on translating the foreign operations		-	-	-	-	2.76	2.76
On account of Ind AS 116 transition		-	-	(169.93)	-	-	(169.93)
Total comprehensive loss for the year		-	-	(556.86)	(1.50)	2.76	(555.60)
As at March 31, 2020		1.67	1,626.50	(470.92)	9.41	1.88	1,168.54
Loss for the year		-	-	(293.44)	-	-	(293.44)
Transferred to retained earning due to ESOP lapsed		-	-	9.41	(9.41)	-	-
Other comprehensive loss arising from remeasurement of defined benefit obligation		-	-	2.59	-	-	2.59
Other comprehensive loss arising from exchange difference arising on translating the foreign operations		-	-	-	-	6.02	6.02
Total comprehensive loss for the year		-	-	(290.85)	-	6.02	(284.83)
As at March 31, 2021		1.67	1,626.50	(752.36)	-	7.90	883.71
Significant accounting policies	2						
The accompanying notes are an integral part of the financial statements							

In terms of our report attached.

For Singhi & Co

Chartered Accountants

FRN: 302049E

Milind Agal

Partner

M No. 123314

Place: Mumbai

Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director

DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance

& Chief Financial Officer

Avinash Kinhikar

Company Secretary & Legal Head

Place: Mumbai

Date: 23 June, 2021

Ullal Ravindra Bhat

Director

DIN : 00008425

Dushyant Mehta

Director

DIN : 00126977



Consolidated Statement of Cash Flows for the year ended 31 March, 2021

₹ In Millions

Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Cash flow from Operating Activities			
Loss before tax		(291.74)	(388.99)
Adjustments for:			
Depreciation, amortisation and impairment - property, plant and equipment		130.39	190.61
Depreciation and impairment - right of use asset		191.99	529.45
Exceptional item		(43.64)	273.78
Loss/(Gain) on sale of Property, plant and equipment (net)		7.44	(0.22)
Gain on disposal of right of use asset		(80.27)	(151.39)
Profit on sale of investments (net)		(5.69)	(59.91)
(Gain)/loss on fair value of investments (net)		(25.99)	17.81
Finance costs		165.02	211.47
Interest income from banks/others		(0.41)	(7.22)
Interest on income tax refund		(1.60)	(1.48)
Unwinding effect of security deposits		1.27	(36.45)
Sundry balances written off		10.35	17.48
Sundry balances written back		(14.54)	(16.81)
Effect of exchange rates on translation		6.02	-
Share in loss of associate		1.39	1.26
Provision for doubtful debts and advances		16.63	1.89
Payable on account of gratuity (net)		14.70	8.69
Operating Profit before working capital changes		81.32	589.97
Adjustments for (increase)/decrease in operating assets:			
Inventories		15.67	(6.94)
Trade receivables		(25.25)	28.93
Other current financial assets		21.97	(2.26)
Other non-current financial assets		(0.56)	(155.60)
Current loans		108.45	(169.45)
Non-current loans		(25.47)	113.32
Other current assets		(17.65)	35.79
Other non-current assets		(3.07)	(1.22)
Adjustments for increase/(decrease) in operating liabilities:			
Trade payables		4.58	(76.56)
Other current liabilities		(13.38)	3.09
Other non-current financial liabilities		2.63	(4.72)
Other current financial liabilities		9.57	245.73
Non - Current Provision		-	6.94
Cash generated from operations		158.81	607.02
Net income tax (paid)/refund		54.12	(8.33)
A. Net cash generated from Operating Activities (A)		212.93	598.69

Consolidated Statement of Cash Flows for the year ended 31 March, 2021

₹ In Millions

Particulars	Notes	For the year ended 31 March, 2021	For the year ended 31 March, 2020
B. Cash flow from Investing Activities			
Capital expenditure on property, plant and equipment		(39.62)	(191.25)
Proceeds from sale of property, plant and equipment		5.45	2.77
Investment in subsidiary company		(14.78)	(75.85)
Proceeds/ (Investment) in corporate bond		50.14	(0.71)
Investment in mutual funds		(196.20)	(625.40)
Proceeds from sale of current investments		146.58	735.47
Interest received		0.41	7.22
Bank deposits placed		(0.03)	(0.02)
B. Net cash used in Investing Activities (B)		(48.05)	(147.77)
C. Cash flow from Financing Activities			
Payment of Lease liability		(109.21)	(544.08)
C. Net cash used in Financing Activities (C)		(109.21)	(544.08)
Net increase in cash and cash equivalents (A+B+C) = (D)		55.67	(93.16)
Cash and cash equivalents at the beginning of the year (E)		16.69	109.85
Cash and cash equivalents at the end of the year (D) +(E)		72.36	16.69

1. Reconciliation of liabilities arising out from financing activities

₹ In Millions

Particulars	As at April 1, 2020	Cash Flows	Non-cash changes	As at March 31, 2021
Borrowings			Fair value changes	
	-	-	-	-
	As at April 1, 2019	Cash Flows	Non-cash changes	As at March 31, 2020
			Fair value changes	
	-	-	-	-

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

For Singhi & Co

Chartered Accountants
FRN: 302049E

Milind Agal

Partner
M No. 123314

Place: Mumbai

Date: 23 June, 2021

For and on behalf of the Board of Directors

Anjan Chatterjee

Chairman and Managing Director
DIN : 00200443

Rajesh Kumar Mohta

Executive Director - Finance
& Chief Financial Officer

Avinash Kinhikar

Company Secretary & Legal Head

Place: Mumbai

Date: 23 June, 2021

Ullal Ravindra Bhat

Director
DIN : 00008425

Dushyant Mehta

Director
DIN : 00126977



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 COMPANY BACKGROUND

Speciality Restaurants Limited ("The Company") is a Public Limited Company incorporated in India. The Company and its subsidiary (hereinafter referred to as "the Group") and its joint venture company is primarily engaged in the business of operating restaurant outlets / sweet shops.

2 SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation

(i) Compliance with Ind AS

The consolidated financial statements have been prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

The Accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period and defined benefit plan assets measured at fair value, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given at the date of the transaction, in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current based on the Company's normal operating cycle for each of its businesses, as per the criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

b) Consolidation of financial statements

The consolidated financial statements incorporate the financial statements of the Company and the entity controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expense of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

The financial statements of the Group and the joint venture Company used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2021. When necessary, adjustments are made to the financial statements of the subsidiary and the joint venture company to bring their accounting policies into line with the Group's accounting policies. The financial statements of the Group Companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation.

Investment in joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investment in a joint venture is accounted for by the Equity Method. On initial recognition the investment is recorded at cost, and the carrying amount is increased or decreased to recognize the Group's share of profit or loss and other comprehensive income of the joint venture after the date of acquisition. Distributions received from the joint venture reduce the carrying amount of the investment. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in that joint venture), the Group discontinues recognising its share of further losses. Additional losses are however recognised to the extent that the Group has incurred legal or constructive obligations on behalf of that joint venture. The carrying amount of the investment is tested for impairment at each reporting date.

Following entities have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of incorporation	% of Holding power either directly or indirectly	
			As at 31 March 2021	As at 31 March 2020
Speciality Hospitality UK Limited	Subsidiary	United Kingdom	100%	100%
Speciality Hospitality US, INC.	Subsidiary	United States of America	100%	100%
Mainland China & Indigrill Restaurant LLC	Joint venture	Qatar	49%	49%
Caterland Hospitality Ltd	Joint Venture of wholly owned subsidiaries	United Kingdom	51%	51%
Foodland Ventures LLC	Joint Venture of wholly owned subsidiaries	United States of America	50.5%	50.5%

c) Property, plant and equipment

All items of Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The carrying values of Property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The cost of an item of Property, plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The cost includes the purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, cost of replacing part of the Property, plant and equipment.

Freehold land has an unlimited useful life and therefore it is not depreciated.

Leasehold land is amortised over the duration of the lease.

Leasehold improvements are depreciated over the lower of the lease period and the group's estimate of the useful life of the Asset. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided as per Written Down Value (WDV) Method for all classes of assets except leasehold improvements wherein Straight Line Method (SLM) has been followed. The estimated useful life which is in line with Schedule II to the Act is set out herein below.

Asset	Useful life
Computers	3 - 6 years
Plant and Equipment	5 - 15 years
Vehicles	8 - 10 years

The Group has assessed the estimated useful life of furniture and fixtures as 10 years based on past experience and technical evaluation.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

d) Intangible assets

Intangible assets are stated at their cost of acquisition, less accumulated amortization and impairment losses. An intangible asset is recognised, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The amortizable amount of intangible assets is allocated over the best estimate of its useful life on a straight-line basis.

The Group capitalizes software costs where it is reasonably estimated that the software has an enduring useful life. Software is amortised over the management's estimate of its useful life of five years.

Patents and Trademarks are amortised uniformly over a period of five years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in Statement of Profit or Loss when the asset is derecognised.

e) Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost.

f) Impairment of assets:

An asset is considered as impaired in accordance with Ind AS 36 on Impairment of Assets when at the balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in Statement of Profit & Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

g) Revenue Recognition:

Revenue is recognised when the Group transfers control of the promised services to the customer. The Group measures revenue, for the consideration to which the Group is expected to be entitled in exchange for transferring promised services.

Revenue from restaurant and sweet shop sales (food and beverages) is recognized at the time of underlying sale to the customer. Sales are net of discounts and indirect taxes. Customer purchases of gift cards are recognized as sales upon redemption of gift card or upon expiry.

Royalty and management fee charged to franchisees for use of the trademarks is calculated as a percentage of monthly sales of the restaurant and accrued for in line with franchisee sales.

h) Other income:

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income is accounted for when the right to receive it is established.

i) Inventories:

Inventories are measured at the lower of cost and net realizable value.

Cost of inventories is determined by the first-in-first-out (FIFO) method. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

j) Employee Benefits:

Compensation to employees for services rendered is measured and accounted for in accordance with Ind AS 19 on Employee Benefits.

Defined Contribution Plans:

Employee Benefits such as salaries, allowances, non-monetary benefits and employee benefits under defined contribution plans such as provident and other funds, which fall due for payment within a period of twelve months after rendering service, are charged as expense to Statement of Profit & loss in the period in which the service is rendered.

Defined Benefit Plans:

Employee Benefits under defined benefit plans such as gratuity which fall due for payment after completion of employment are measured by the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each balance sheet date. The Group's obligation recognised in the balance sheet represents the present value of obligations as reduced by the fair value of plan assets.

Actuarial Gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest) are recognised immediately in other comprehensive income. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Group presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item 'Employee benefits expense'.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans.

k) Foreign currency transactions:

The functional currency of the Company is the Indian Rupee. The treatment of foreign currency transactions are as under:

Initial recognition

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or using rates that closely approximate the rate at the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Group, outstanding at the Balance Sheet date are translated at the rates prevailing on the reporting date.

Non monetary items measured at historical cost/fair value, are translated using the exchange rate prevailing on the date of transaction/fair value measurement respectively.

Treatment of exchange differences

Exchange differences arising on transactions / translation of foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Statement of Profit and Loss.

l) Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in Statement of Profit or Loss in the period in which they are incurred.

m) Taxation:

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit or Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using applicable tax rates that have been enacted or subsequently enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that the assets can be realized in future; however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and Deferred Tax for the year

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

n) Earnings Per Share:

The Group reports basic and diluted Earnings per Share (EPS) in accordance with Ind AS 33 on Earnings per Share. Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of

equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

o) Leases:

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as Lessee:

Right-of-Use (ROU) assets are recognised at inception of a contract or arrangement for significant lease components at cost less lease incentives, if any. ROU assets are subsequently measured at cost less accumulated depreciation and impairment losses, if any. The cost of ROU assets includes the amount of lease liabilities recognised, initial direct cost incurred and lease payments made at or before the lease commencement date. ROU assets are generally depreciated over the shorter of the lease term and estimated useful lives of the underlying assets on a straight line basis. The Group applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Lease term is determined based on consideration of facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Lease payments associated with short-term leases and low value leases are recognised as expense in the periods in which they are incurred. The Group recognises lease liabilities measured at the present value of lease payments to be made on the date of recognition of the lease. Such lease liabilities do not include variable lease payments (that do not depend on an index or a rate), which are recognised as expense in the periods in which they are incurred. Interest on lease liability is recognised using the effective interest method. Lease liabilities are subsequently increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is also remeasured upon modification of lease arrangement or upon change in the assessment of the lease term. The effect of such remeasurement is adjusted to the value of the ROU assets.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is capitalised within property, plant and equipment or investment property and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease.

p) Cash Flow Statement:

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents the cash flows from operating, investing and financing activities of the Group.

Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and unencumbered bank balances.

q) Provisions and contingencies:

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

In the normal course of business, contingent liabilities may arise from litigations and other claims against the group. There are certain obligations which management have concluded based on all available facts and circumstances that are not probable of payment and such obligations are treated as contingent liabilities and disclosed in the notes (unless the probability of payment is remote) but are not provided for in the financial statements.

A contingent asset is neither recognised nor disclosed in the financial statements.

r) Employee share based payments:

Equity settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of Equity settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Equity settled employee benefits reserve.

s) Financial instruments:

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit or Loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets:

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated at fair value through profit or loss on initial recognition):

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Interest income is recognised in Statement of Profit or Loss and is included in the "Other income" line item.

Financial assets at FVTPL:

Financial assets that do not meet the amortised cost criteria or Fair value through other comprehensive income (FVTOCI) criteria are measured at FVTPL. In addition, financial assets that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in Statement of Profit or Loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investment in Joint venture and subsidiaries:

Investment in joint venture and subsidiaries is carried at cost in the financial statements.

Impairment of financial assets:

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Financial liabilities and equity instruments

Classification as debt or equity:

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial instruments:

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid/payable is recognised in the Statement of Profit and Loss.

3 Significant accounting judgments, estimates and assumptions:

In application of the Group's accounting policies, which are described in note 2, the directors of the Group are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.1.1 Useful lives of property, plant and equipment:

The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During financial years ended 31 March 2021 and 2020, there were no changes in useful lives of property plant and equipment and intangible assets.

3.1.2 Impairment of property, plant and equipment:

The Group at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a restaurant (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in the Statement of Profit and Loss.

3.1.3 Impairment of trade receivables:

The Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

3.1.4 Defined benefit plans:

The cost and present obligation of Defined Benefit Gratuity Plan are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are made at each reporting date.

3.1.5 Fair Value measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgment's include considerations of various inputs including liquidity risk, credit risk, volatility, etc. Changes in assumptions/judgments about these factors could affect the reported fair value of financial instruments.

3.1.6 Deferred tax asset

The Group reviews the carrying value of deferred tax asset (DTA) at the end of each reporting period. The Group has not recognised deferred tax assets arising from the carry forward of unused tax losses and tax credits since the Group does not have sufficient taxable temporary differences as well as convincing other evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the Group.

3.1.7 Contingencies

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group. There are certain obligations which management have concluded based on all available facts and circumstances that are not probable of payment and such obligations are treated as contingent liabilities and disclosed in the notes (unless the probability of payment is remote) but are not provided for in the financial statements.



Note 4a

Property, plant and equipment (PPE) and Intangible assets

Particulars	₹ In Millions	
	As at 31 March, 2021	As at 31 March, 2020
Carrying amounts of:		
Freehold Land	26.65	26.65
Leasehold Land (Refer note 2 below)	-	-
Leasehold Improvements	210.23	170.38
Plant and Equipment	145.36	172.02
Furniture and Fixtures	139.88	160.77
Computers	3.56	5.12
Vehicles (owned)	10.06	10.70
Vehicles (taken under finance lease)	-	-
Total property, plant and equipment (PPE)	535.74	545.64
Software	3.00	3.39
Trademark	11.29	13.22
Total intangible assets	14.29	16.61

₹ In Millions

Particulars	Freehold Land	Leasehold land (Refer note 2 below)	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Computers	Vehicles (owned)	Total Property, Plant and Equipment (PPE)	Software	Trademark	Total Intangible Assets
Cost or Deemed Cost											
Balance at 31 March, 2019	26.65	67.60	747.63	380.58	328.35	15.95	22.19	1,588.95	12.76	30.30	43.06
Additions	-	(67.60)	120.16	58.22	80.41	3.72	7.53	270.04	0.53	4.38	4.91
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	(67.60)	-	-	-
Disposals	-	-	(1.61)	(3.55)	(1.05)	(0.01)	(0.82)	(7.04)	-	-	-
Balance at 31 March, 2020	26.65	-	866.18	435.25	407.71	19.66	28.90	1,784.35	13.29	34.68	47.97
Additions	-	-	47.46	12.29	20.51	0.45	2.70	83.41	1.07	2.44	3.51
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	(25.26)	(13.85)	(0.33)	(1.58)	(41.02)	-	-	-
Balance at 31 March, 2021	26.65	-	913.64	422.28	414.37	19.78	30.02	1,826.74	14.36	37.12	51.48
Accumulated depreciation / amortisation and impairment											
Balance at 31 March, 2019	-	(1.36)	(398.53)	(192.28)	(171.81)	(10.78)	(12.84)	(787.60)	(8.12)	(16.24)	(24.36)
Eliminated on disposal of assets	-	1.36	1.29	1.92	0.68	-	0.59	4.48	-	-	-
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	1.36	-	-	-
Depreciation expenses (Refer note 1 below)	-	-	(298.56)	(72.87)	(75.81)	(3.76)	(5.95)	(456.95)	(1.78)	(5.22)	(7.00)
Balance at 31 March, 2020	-	-	(695.80)	(263.23)	(246.94)	(14.54)	(18.20)	(1,238.71)	(9.90)	(21.46)	(31.36)
Eliminated on disposal of assets	-	-	-	16.74	10.18	0.26	1.32	28.50	-	-	-
Reversal of impairment charged	-	-	43.77	-	-	-	-	43.77	-	-	-
Reclassification on account of adoption of Ind AS 116	-	-	-	-	-	-	-	-	-	-	-
Depreciation expenses (Refer note 1 below)	-	-	(51.38)	(30.43)	(37.73)	(1.94)	(3.08)	(124.56)	(1.46)	(4.37)	(5.83)
Balance at 31 March, 2021	-	-	(703.41)	(276.92)	(274.49)	(16.22)	(19.96)	(1,291.00)	(11.36)	(25.83)	(37.19)
Carrying amount											
Balance at 31 March, 2020	26.65	-	170.38	172.02	160.77	5.12	10.70	545.64	3.39	13.22	16.61
Balance at 31 March, 2021	26.65	-	210.23	145.36	139.88	3.56	10.06	535.74	3.00	11.29	14.29

- Notes:**
1. Depreciation for the year includes impairment charge aggregating ₹ Nil (Previous Year - ₹ 254.45 Million).
 2. Land represents the amount where the entity is a lessee under finance lease.

Note 4b Right of use asset (Refer note 29)

₹ In Millions

Particulars	Land (refer note 4a)	Building	Total
Cost:			
Initial recognition	-	1,222.81	1,222.81
Reclassification on account of adoption of Ind AS 116	67.60	-	67.60
Additions	-	908.65	908.65
Disposals/Transfers	-	(804.23)	(804.23)
As at 31st March 2020	67.60	1,327.23	1,394.83
Reclassification on account of adoption of Ind AS 116	-	-	-
Additions	-	254.01	254.01
Disposals/Transfers	-	(161.23)	(161.23)
As at 31st March 2021	67.60	1,420.01	1,487.61
Accumulated Amortisation:			
As at 1st April 2019			
Reclassification on account of adoption of Ind AS 116	1.36	-	1.36
Additions	0.44	529.45	529.89
Disposals/Transfers	-	(134.62)	(134.62)
As at 31st March 2020	1.80	394.83	396.63
Reclassification on account of adoption of Ind AS 116	0.44	-	0.44
Additions	-	191.99	191.99
Disposals/Transfers	-	(63.69)	(63.69)
As at 31st March 2021	2.24	523.13	525.37
Net Book Value			
As at 31st March 2020	65.80	932.40	998.20
As at 31st March 2021	65.36	896.88	962.24

Notes:

- Depreciation for the year includes impairment charge aggregating ₹ Nil (Previous Year - ₹ 164.54 Million).

Note 5 Investments

₹ In Millions

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Qty.	Amount	Qty.	Amount
Non-Current				
Unquoted investment carried at cost				
a) Investment in Equity instruments				
- Investment in joint venture (Mainland China & Indigrill Restaurant LLC) of QAR 1,000 each	490	8.88	490	8.88
Less: Impaired		(8.88)		(8.88)
- Investment in joint venture (M/s. Caterland Hospitality Ltd) of GBP 1 each	7,65,000	82.80	7,65,000	70.20
- Investment in joint venture (Foodland Ventures LLC) of USD 1 each	75,000	6.44	75,000	5.65
Total Investments Carrying Value		89.24		75.85
Aggregate Carrying Value of unquoted investment at cost		89.24		75.85
Aggregate amount of impairment in value of investment in joint venture		8.88		8.88



Note 6 Other investments

₹ In Millions

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Units	Amount	Units	Amount
Non-Current				
Unquoted				
a) Investment in Government or Trust Securities (at cost) (NSC- Held in the name of a Director of the Company (nominee) and deposited with the Government Authorities)	-	0.20	-	0.20
Total non-current investments	-	0.20	-	0.20
Aggregate Carrying Value of unquoted investments at cost		0.20		0.20
Current				
Unquoted Investments				
a) Investment in Mutual Funds (at FVTPL)				
- Sbi Magnum Ultra Sdf - Direct Plan - Growth	14,771	69.70	14,771	66.17
- SBI Saving Fund-Regular Plan -Growth	16,17,893	52.70	16,17,893	50.15
- SBI Liquid Fund Regular - Growth	-	-	3,278	10.14
- SBI Liquid Fund Direct Growth	-	-	1,320	4.10
- SBI Overnight Fund- Direct Plan - Growth	-	-	510	1.66
- SBI Saving Fund-Direct Plan -Growth	1,51,57,647	518.33	1,22,69,724	397.13
- HDFC Ultra Short Term Fund - Regular Growth	3,97,600	4.71	31,04,345	34.79
b) Investment in PFCL corporate bonds (at FVTPL)	-	-	50	50.14
Total current investments		645.44		614.28
Aggregate Carrying Value of unquoted investments (at FVTPL)		645.44		614.28

Note 7 Loans

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current (unsecured)		
a) Loans to related party		
Credit impaired	76.72	76.72
Less: Allowance for doubtful loans	(76.72)	(76.72)
	-	-
b) Loans to employees	22.08	14.39
c) Security Deposit	208.08	190.29
Credit impaired	-	-
Less: Allowance for doubtful receivables	-	-
	208.08	190.29
Total	230.16	204.68
Current (unsecured, considered good)		
a) Loans to employees	-	6.35
b) Security and other deposits		
Considered good	95.71	197.81
Credit impaired	2.00	2.00
Less: Allowance for doubtful receivables	(2.00)	(2.00)
	95.71	197.81
Total	95.71	204.16



Note 8 Other financial assets (unsecured)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Others		
- Reimbursement of expenses		
Considered good		
Credit impaired	22.92	48.85
Less: Allowance for doubtful receivables	(22.92)	(48.85)
	-	-
Total	-	-
Current		
a) Other recoverables		
Considered good	1.73	9.25
b) Reimbursement of expenses		
Considered good	15.73	30.19
Total	17.46	39.44

Note 9 Other assets (unsecured, considered good unless otherwise stated)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Capital Advances	23.43	41.80
b) Advances to suppliers and others		
Credit impaired	5.57	3.57
Less: Allowance for doubtful receivables	(3.57)	(3.57)
	2.00	-
c) Others		
- Prepaid expenses and others	5.70	5.47
Credit impaired	9.69	13.10
Less: Allowance for doubtful receivables	(9.69)	(13.10)
	5.70	5.47
d) Advances to related party		
Credit impaired	7.34	7.34
Less: Allowance for doubtful receivables	(7.34)	(7.34)
	-	-
e) Deferred rent	76.96	81.57
f) Balances with government authorities paid under protest	65.21	64.37
g) Advance income tax (net of provision - ₹ 270.53 million) (As at 31 March, 2020 - ₹ 270.53 million)	17.37	71.59
Total	190.67	264.80
Current		
a) Advances to suppliers and others	47.98	29.07
b) Others		
- Prepaid expenses and others		
Considered good	9.27	23.06
c) Deferred Rent	27.02	23.13
d) Balances with government authorities	6.12	3.93
Total	90.39	79.19

Note 10 Inventories

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Inventories (lower of cost and net realisable value)		
- Food and beverage items	53.90	69.59
- Others	3.03	3.05
- Stock in transit	1.16	1.12
Total	58.09	73.76

The mode of valuation of inventories has been stated in note 2(i)

Note 11 Trade Receivables

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
(Unsecured)		
a) Trade receivables		
Considered good	31.67	23.10
Credit impaired	24.15	57.64
	55.82	80.74
Less: Allowance for doubtful debts	(24.15)	(57.64)
Total	31.67	23.10

Note 12 Cash and Cash Equivalents and other bank balances

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Balances with Banks		
i) In current accounts	35.38	9.12
ii) In fixed deposits accounts	34.11	5.04
b) Cash on hand	2.87	2.53
Cash and cash equivalents	72.36	16.69
Bank balances other than above		
a) In earmarked accounts		
i) Unpaid dividend accounts	0.13	0.13
b) Fixed deposits under lien	0.72	0.69
Total	0.85	0.82

Note 13 Share capital

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Authorised Share Capital		
13.1 Equity share capital		
5,10,00,000 (Previous year - 5,10,00,000) fully paid equity shares of ₹ 10 each	510.00	510.00
Preference share capital		
70,00,000 (Previous year - 70,00,000) fully paid compulsorily convertible preference shares of ₹ 10 each	70.00	70.00
13.2 Issued, subscribed capital and fully paid up:		
4,69,57,657 (Previous year - 4,69,57,657) fully paid equity shares of ₹ 10 each	469.58	469.58
Total	469.58	469.58

13.3 Reconciliation of the number of equity shares outstanding as at the beginning and at the end of the year

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of shares outstanding as at the beginning and at the end of the year	4,69,57,657	4,69,57,657



13.4 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

13.5 Shares reserved for issue under options (Refer note 31)

Particulars	As at 31 March, 2021	As at 31 March, 2020
Number of shares outstanding as at the end of the year	-	92,350

13.6 Details of shares held by each shareholder holding more than 5% shares in the company are set out below

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Fully paid equity shares				
Anjan Chatterjee	1,20,70,000	25.70%	1,20,70,000	25.70%
Suchhanda Chatterjee	1,19,70,000	25.49%	1,19,70,000	25.49%
Deepak Bhagnani	27,81,334	5.92%	27,81,334	5.92%

Note 14 Other equity

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Capital Reserve	1.67	1.67
b) Securities premium reserve	1,626.50	1,626.50
c) Share options outstanding account	-	9.41
d) Retained earnings	(752.36)	(470.92)
e) Foreign currency translation reserve	7.90	1.88
Total	883.71	1,168.54

14.1 Capital Reserve

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	1.67	1.67
Movement during the year	-	-
Balance at end of the year	1.67	1.67

This reserve represents money received against share warrants forfeited, option not exercised by warrant holders.

14.2 Securities premium reserve

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	1,626.50	1,626.50
Movement during the year	-	-
Balance at end of the year	1,626.50	1,626.50

Securities premium reserve is used to record the premium received on issue of shares. The securities premium can be utilised only in accordance with the provisions of the Companies Act, 2013.

14.3 ESOP outstanding account

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	9.41	10.91
(Income)/expenses recognised in respect of equity-settled shared based payments	-	(1.50)
Transferred to retained earning due to ESOP lapsed	(9.41)	-
Balance at end of the year	-	9.41

The above reserve relates to share options granted by the Company to certain employees under its employee share option plan. Further information about share based payments to employees is set out in note 31.

14.4 Retained earnings

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	(470.92)	85.94
Loss as per Statement of profit and loss	(293.44)	(379.99)
On account of INDAS 116 transition	-	(169.93)
Other comprehensive income for the year	2.59	(6.94)
Transferred to retained earning due to ESOP lapsed	9.41	-
Balance at end of the year	(752.36)	(470.92)

14.5 Foreign currency translation reserve

₹ In Millions

	As at 31 March, 2021	As at 31 March, 2020
Balance at the beginning of year	1.88	(0.88)
Exchange differences arising on translating the foreign operations	6.02	2.76
Balance at end of the year	7.90	1.88

Note 15 Trade payables

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Trade payables	329.77	339.74
Total	329.77	339.74

15.1 Total outstanding dues of micro enterprises and small enterprises

Disclosures relating to amounts payable as at the year-end together with interest paid/payable to Micro and Small Enterprise have been made in the accounts, as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Company determined on the basis of intimation received from suppliers regarding their status and the required disclosures are given below.

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
(i) Principal amount and interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.21	0.21
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	0.21	0.21

Note:

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.



Note 16 Other financial liabilities

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Non-Current		
a) Lease Liability	1,201.12	1,091.55
b) Security deposit received	21.02	18.38
Total	1,222.14	1,109.93
Current		
a) Unpaid dividends	0.07	0.13
b) Other payables		
- Deferred income on security deposit received	3.94	5.57
- Payables for purchase of property, plant and equipment	25.47	36.79
- Salary payable	64.75	53.56
- Lease Liability	208.60	186.59
Total	302.83	282.64

Note 17 Long Term Provision

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Payable on account of gratuity (net) (Refer note 30)	61.00	48.90
Total	61.00	48.90

Note 18 Other current liabilities

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Advances received from customers	15.08	20.03
b) Others		
- Statutory remittances	29.21	37.04
- Book Overdraft	-	0.60
- Share of losses in joint venture company	11.67	11.67
Total	55.96	69.34

Note 19 Revenue from operations

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Sale of services		
a) Income from sale of food and beverages	1,479.03	3,523.57
b) Royalty and management fees from franchisees	12.78	40.80
c) Others	9.55	13.47
Total	1,501.36	3,577.84



Note 20 Other Income

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Interest Income		
- Bank deposits (at amortised cost)	0.40	0.84
- Interest on income tax	1.60	1.48
- Security deposits measured at amortised cost	25.50	38.36
- Others	0.90	4.90
	28.40	45.58
b) Other gains and losses		
- Gain on disposal of property, plant and equipment (net)	-	0.22
- Gain on lease modification / termination	80.27	6.18
- Gain on sale of current investments (net)	5.69	59.91
- Gain arising on remeasurement of financial assets designated as at FVTPL (net)	25.99	(17.81)
	111.95	48.50
c) Miscellaneous income		
- Miscellaneous income	27.62	10.34
	27.62	10.34
Total	167.97	104.42

Note 21 Cost of food and beverages consumed

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Food & Beverages		
Opening stock	70.70	61.61
Add: Purchases	436.37	1,143.93
	507.07	1,205.54
Less: Closing stock	(55.06)	(70.70)
Total	452.01	1,134.84

Note 22 Employee benefits expense

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Salaries and wages	259.92	702.34
b) Contribution to provident and other funds (Refer note 30)	32.47	61.79
c) (Income)/expenses recognised in respect of equity-settled shared based payments (Refer note 31)	-	(1.50)
d) Staff welfare expenses	45.90	57.59
Total	338.29	820.22

Note 23 Finance costs

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Interest costs		
a) Interest on measuring security deposit at amortised cost	1.54	2.05
b) Interest On Lease Liability	163.48	209.42
Total	165.02	211.47



Note 24 Depreciation and amortisation expense

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Depreciation of property, plant and equipment (Refer note 4a)	124.56	202.50
b) Amortisation of intangible assets (Refer note 4a)	5.83	7.00
c) Depreciation - right of use asset (Refer note 4b)	191.99	365.35
Total	322.38	574.85

Note 25 Other expenses

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
a) Rent (Refer note 29)	198.07	120.61
b) Power and fuel	88.55	203.76
c) Rates, taxes and licence Fee	47.21	167.88
d) Operating supplies	48.77	94.36
e) Insurance	5.36	4.72
f) Advertising and marketing expenses (net of recoveries)	22.35	54.57
g) Payment to Auditors (Refer note 25.1 below)	3.13	3.32
h) Repairs and maintenance - Machinery	19.52	37.82
i) Repairs and maintenance - Building	87.46	124.22
j) Repairs and maintenance - Others	7.71	21.39
k) Impairment losses on financial assets and reversal of impairment on financial assets	16.63	1.89
l) Commission and delivery expense	85.94	57.59
m) Legal & professional fees	20.12	27.01
n) Travelling & Conveyance	12.65	20.30
o) Loss on sale of Property, Plant & Equipment	7.44	-
p) Miscellaneous expenses	54.71	115.39
Total	725.62	1,054.83

25.1 Payments to auditors

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
- As auditor - statutory audit	2.60	2.89
- For tax audit	0.35	0.35
- For other services	0.08	0.08
- For reimbursement of expenses	0.10	-
Total	3.13	3.32

Note 26 Contingent liabilities (to the extent not provided for)

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Disputed claims against the Company not confirmed as debts		
a. Legal cases against the Company	166.16	166.16
b. Sales tax demands	122.69	122.69
c. Income tax demands	0.92	0.92
d. Service tax demands	201.53	201.53
Total	491.30	491.30

Note 27 Commitments

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	82.58	136.16
b) Investment in Foodland Venture LLC	31.61	32.42
Total	114.19	168.58

Note 28 Earnings per share (EPS)

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Net Profit after Tax for Equity Shareholders for Basic EPS & Diluted EPS	(293.44)	(379.99)
Weighted Average Number of Equity Shares for Basic Earnings per share	4,69,57,657	4,69,57,657
Add: Effect of ESOP's	-	-
Weighted Average Number of Equity Shares for Diluted Earnings per share	4,69,57,657	4,69,57,657
Basic Earnings Per Share (in ₹)	(6.25)	(8.09)
Diluted Earnings Per Share (in ₹)	(6.25)	(8.09)
Nominal value per share (in ₹)	10	10

Note 29 Leases**Company as Lessee**

The Group has entered into certain arrangements in the form of leases for its retail business. As per terms, the Group's obligation could be fixed or purely variable or variable with minimum guarantee payment for use of property.

During the year the Group has paid fixed lease rent of ₹ 105.92 Millions which has been considered in the calculation of lease liabilities and right of use assets as per Ind AS 116. In addition to fixed rent the Company has paid variable lease rentals (primarily w.r.t properties), rentals relating to lease of low value assets & certain services which are short term in nature amounting to ₹ 198.07 Millions (including ₹ 26.35 Millions of rent on unwinding of deposits) which has not been considered in calculation right of use asset and lease liabilities under Ind AS 116.

Impact on Profit and Loss Statement : In the Statement of Profit & Loss, the nature of expense for operating leases has changed from lease rent in the previous year to depreciation cost for the ROU assets and finance cost for interest accrued on lease liabilities. The net effect of Ind AS 116 on the standalone profit before tax for year is an adverse impact rent of ₹ 249.55 Millions .

Impact on the Cash flow statement: Instead of fixed operating lease expenses, ₹ 109.21 Millions payment of lease liability has been shown as financing activity. Consequently, cash flow from operating activities and financing activities have shown significant impacted by this revised approach required by the Standard.

Impact on Financial ratios: Interest on lease liabilities is included in finance cost and lease liabilities is included in borrowings. Consequently, financial ratios like debt equity ratio, interest coverage ratio, debt services coverage ratio etc. have been significantly impacted following the adoption of Ind AS 116.

Note on Adoption of Ind AS 116 Leases

Effective April 1, 2019, the Group adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Group's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 1,222.81 Million and a lease liability of ₹ 1,482.19 million. The cumulative effect of applying the standard, amounting to ₹ 169.93 Million (net of ₹ 89.42 Millions towards rent equalisation reserve) was debited to retained earnings.

The following is the summary of practical expedients elected on initial application :

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.



The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 33 of the Standalone financial statements forming part of the 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11%.

Note 30 Employee benefit plans

30.1 Defined contribution plans:

The Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. The only obligation of the Company with respect to the retirement benefit plan is to make the specified contribution. The total expense recognised in the Statement of Profit and Loss represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

The Company has recognised the following amounts as expense in the Statement of Profit and Loss:

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Contribution to provident fund	12.76	34.93
Contribution to employees' state insurance corporation	4.94	14.78
Contribution to labour welfare fund	0.07	0.15
Total	17.77	49.86

30.2 Defined benefit plans:

The gratuity scheme is a defined benefit plan that provides for a lump sum payment to the employees on exit either by way of retirement, death, disability or voluntary withdrawal. Under the scheme, the employees are entitled to a lump sum amount aggregating to 15 days final basic salary for each year of completed service payable at the time of retirement/resignation, provided the employee has completed 5 years of continuous service. The defined benefit plan is administered by a third-party insurer. The third-party insurer is responsible for the investment policy with regards to the assets of the plan.

30.3 The plan exposes the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk:	The return on investments will impact the position of the defined benefit plan liability. If the return falls, net benefit obligation will increase the value of the liability.
Interest rate risk:	The defined benefit obligation calculated uses a discount rate based on government bonds. All other aspects remaining same, if bond yields fall, the defined benefit obligation will increase the value of the liability.
Salary Inflation risk:	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary in higher proportion of the plan participants will increase the plan's liability.

30.4 The disclosure as required under Ind AS 19 as per actuarial valuation regarding Employee Retirement Benefits Plan for Gratuity is as follows:

(a) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Valuation as at	
	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Discount rate(s)	6.30%	6.40%
Expected rate(s) of salary increase	4.50%	4.50%

Discount Rate:

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary Escalation Rate

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(b) Amounts recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Current service cost	13.13	10.74
Past service cost	-	-
Interest on net defined benefit liability / (asset)	1.57	1.19
Components of defined benefit costs recognised in Statement of Profit or Loss	14.70	11.93
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest expense)	1.42	1.97
Actuarial gain arising from changes in demographic assumptions	-	-
Actuarial losses/(gains) arising from changes in financial assumptions	0.58	4.09
Actuarial losses/(gains) arising from experience adjustments	(4.59)	0.89
Components of defined benefit costs recognised in other comprehensive income	(2.59)	6.95
Total	12.11	18.88

The current service cost / past service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the Statement of Profit and Loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(c) The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Present value of funded defined benefit obligation	71.64	68.93
Fair value of plan assets	21.09	20.03
Net liability arising from defined benefit obligation	50.55	48.90

(d) Movements in the present value of the defined benefit obligation are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Opening defined benefit obligation	68.93	59.74
Current service cost	13.13	10.74
Past service cost	-	-
Interest cost	4.04	3.91
Remeasurement due to:-		
Actuarial gain arising from changes in demographic assumptions	-	-
Actuarial losses/(gains) arising from changes in financial assumptions	0.58	4.08
Actuarial losses/(gains) arising from experience adjustments	(4.59)	0.89
Benefits paid	(10.45)	(10.43)
Closing defined benefit obligation	71.64	68.93

(e) Movements in the fair value of the plan assets are as follows.

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Opening fair value of plan assets	20.03	26.48
Interest income	2.48	2.72
Remeasurement due to:-		
Return on plan assets (excluding amounts included in net interest expense)	(1.42)	(1.97)
Contributions from the employer	10.45	3.23
Benefits paid	(10.45)	(10.43)
Closing fair value of plan assets	21.09	20.03



(f) Breakup of Plan Assets

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Insurer Managed Funds (unquoted)	100%	100%

The Company expects to make a contribution of ₹ 50.55 Million (as at 31 March, 2020: ₹ 48.90 Million) to the defined benefit plans during the next financial year.

(g) Sensitivity Analysis

Method used for sensitivity analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are the discount rate and the future salary escalation rate. The following table summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Discount Rate

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Discount Rate		
Impact of increase in 50 bps on defined benefit obligation	(4.02)	(4.03)
Impact of decrease in 50 bps on defined benefit obligation	4.35	4.35

Salary escalation rate

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Salary escalation rate		
Impact of increase in 50 bps on defined benefit obligation	4.40	4.41
Impact of decrease in 50 bps on defined benefit obligation	(4.11)	(4.12)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior periods in preparing the sensitivity analysis.

Note 31 Employee Stock Option Scheme (ESOS)

31.1 During the FY 2013-14, the Board Governance & Remuneration committee in its meeting held on 6 September, 2013 granted 577,200 stock options under the Speciality Restaurants Limited - Employee Stock Option Scheme 2012 (ESOP 2012 Scheme) to a few eligible employees of the Company. The options allotted under the ESOP 2012 scheme are convertible into equal number of equity shares of the face value of ₹ 10 each.

Each Option entitles the holder thereof to apply for and be allotted one equity share of the Company of ₹ 10 each upon payment of the exercise price during the exercise period. The option would vest in 4 annual instalments after one year of the grant. The exercise period commences from the date of vesting of the options and expires at the end of six years from the date of grant and would not exceed 3 years from the date of vesting in respect of Options granted under the ESOP 2012 Scheme.

The vesting period for conversion of Options is as follows:

On completion of 12 months from the date of grant of option	25% vests
On completion of 24 months from the date of grant of option	25% vests
On completion of 36 months from the date of grant of option	25% vests
On completion of 48 months from the date of grant of option	25% vests

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the awards during the year ended 31 March, 2021 and 31 March, 2020. As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
Options granted under ESOS 2012				
Options outstanding at the beginning of the year	92,350	126.20	1,88,400	126.20
Options granted during the year	-	-	-	-
Options forfeited during the year	-	126.20	3,700	126.20
Options exercised during the year	-	-	-	-
Options expired during the year	92,350	126.20	92,350	126.20
Options outstanding at the end of the year	-	126.20	92,350	126.20
Options exercisable at the end of the year	-	-	92,350	-
Exercise price of outstanding options as per ESOS scheme (₹)	126.20	-	126.20	-
Remaining contractual life of outstanding options (years)	-	-	0.44 years	-

31.2 Fair value of share options granted in the year

There are no new grants during the financial year 2020-21

Note 32 Financial Instruments

32.1 Capital Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders. The Group does not have any borrowing outstanding as at the year end. The Group is not subject to any externally imposed capital requirements.

32.2 Categories of financial instruments

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Financial assets		
Measured at amortised cost		
(a) Cash and cash equivalents	72.36	16.69
(b) Bank balance other than covered in (a) above	0.85	0.82
(c) Trade Receivables	31.67	23.10
(d) Loans	325.87	8.85
(e) Other financial assets	17.46	39.44
(f) Other investment	0.20	0.20
Measured at FVTPL		
(a) Investment in mutual funds	645.44	564.15
(b) Investment in corporate bonds	-	50.14
Financial liabilities		
Measured at amortised cost		
(a) Trade Payables	329.78	389.73
(b) Other financial liabilities	1,524.97	1392.57

32.3 Financial risk management objectives

The Group's principal financial liabilities, comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Group's principal financial assets include trade and other receivables and cash and short-term deposits that are derived directly from its operations. Current investments are optimal deployment of excess funds.

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency risk). The Group's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the Group's operational and financial performance.

32.3.1 Credit risk

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Group. The credit risk for the Group primarily arises from credit exposures to trade receivables (mainly franchisees), deposits with landlords for restaurant properties taken on lease and other receivables.



Trade and other receivables: The Group's business is predominantly through cash and credit card collections. The credit risk on credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Group has adopted a policy of dealing with only credit worthy counterparties in case of franchisees and the credit risk exposure for them is managed by the Group by credit worthiness checks. The Group also carries credit risk on lease deposits with landlords for restaurant properties taken on leases, for which agreements are signed and property possessions timely taken for restaurant operations. The risk relating to refunds after vacating or restaurant shut down is minimal since the possession of the premises is retained till the refund is collected or there are liabilities outstanding against which the asset can be adjusted.

32.3.2 Liquidity risk management

The Group's principal sources of liquidity are cash and cash equivalents, cash flow generated from operations and by churning of current investments. The Group does not have any borrowing outstanding as at the year end. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay.

₹ In Millions

Particulars	Less than 1 year	1 - 3 years	3 - 5 years	5 years and above	Total
31 March, 2021					
Trade Payables	329.78	-	-	-	329.78
Unpaid dividends	0.07	-	-	-	0.07
Payables for purchase of property, plant and equipment	25.47	-	-	-	25.47
Lease liability	208.60	744.58	302.86	153.68	1,409.72
Security deposit received	3.10	21.25	-	-	24.35
Total	567.00	765.83	302.86	153.68	1789.38
31 March, 2020					
Trade Payables	339.73	-	-	-	339.73
Unpaid dividends	0.13	-	-	-	0.13
Payables for purchase of property, plant and equipment	36.79	-	-	-	36.79
Lease liability	186.59	373.15	317.53	400.87	1,278.14
Security deposit received	-	3.10	21.25	-	24.35
Total	563.24	376.25	338.78	400.87	1,679.14

32.3.3 Market Risk

The Group is exposed to market risks associated with foreign currency rates and commodity prices.

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies. Consequently, exposures to exchange rate fluctuations arise. The exchange gains or losses are recognised in Statement of Profit or Loss on the date of settlement and restatement at quarterly intervals.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	₹ In Millions	In foreign currency	₹ In Millions	In foreign currency
Amounts receivable in foreign currency on account of the following:				
Royalty and Management fees receivable	1.72	USD 23,381	8.83	USD 120,088
Reimbursement of Expenses	0.03	USD 445	2.09	USD 33,938
Reimbursement of Expenses	3.87	GBP 38,357	1.19	GBP 12,804
Total	5.62		12.11	
Amounts payable in foreign currency on account of the following:				
Professional fees	0.62	USD 8,418	1.64	USD 21,767
Professional fees	-		0.34	GBP 3,705
Professional fees	-		0.11	EURO 1,266
Total	0.62		2.09	

The Group exchange risk arises from its foreign currency revenues and expenses.

As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Group revenues measured in Indian Rupees will decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue and expenses from foreign currencies, the Group is not significantly exposed to foreign currency risk.

Commodity Price Risk:

The Company purchases certain products, including meat, cheese, vegetables and other commodities which are subject to price volatility that is caused by weather, market conditions and other factors that are not considered predictable or within the Group control. The Group supplies and raw materials are available from several sources, and not dependent upon any single source for these items. If any existing suppliers fail or are unable to deliver in quantities required by the Group, the Group believes that there are sufficient other quality suppliers in the marketplace such that the Group sources of supply can be replaced as necessary.

Foreign Currency Sensitivity:

The following tables demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Group exposure to foreign currency changes for all other currencies is not material.

₹ In Millions

Particulars	As at 31 March, 2021		As at 31 March, 2020	
	5% Increase	5% Decrease	5% Increase	5% Decrease
Receivable USD	0.09	(0.09)	0.58	(0.58)
Receivable GBP	0.19	(0.19)	0.06	(0.06)
Payable USD	(0.03)	0.03	(0.08)	0.08
Payable GBP	-	-	(0.01)	0.01
Payable EURO	-	-	(0.01)	0.01

32.4 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

32.4.1 Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

₹ In Millions

Sr. No.	Financial assets	Fair value as at		Fair value hierarchy
		31 March, 2021	31 March, 2020	
1	Investments in Mutual funds	645.44	564.14	Level 1
2	Investment in Corporate bond	-	50.14	Level 1

32.4.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The directors are of the belief that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Note 33 Segment information

The principal business of the Group is operating food outlets/ sweet shops. All other activities of the Group revolve around its principal business. The Chairman & Managing Director (CMD) of the Group, has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Group's performance, allocates resources based on analysis of the various performance indicators of the Group as a single unit. Therefore, directors have concluded that there is only one operating reportable segment as defined by Ind AS 108 - Operating Segments. The Group predominantly operates in one geography i.e. India.



Note 34 Related Party Disclosures

List of Related parties and their relationships

Sr.No	Category of related parties	Names
1	Promoters	Mr. Anjan Chatterjee Mrs. Suchhanda Chatterjee
2	Key management personnel	<u>Executive Directors</u> Mr. Anjan Chatterjee Mrs. Suchhanda Chatterjee Mr. Indroneil Chatterjee Mr. Avik Chatterjee <u>Non Executive Directors</u> Mr. Rakesh Pandey (Appointed w.e.f. November 29, 2017) Mr. Ullal Ravindra Bhat (Appointed w.e.f. April 28, 2017) Mr. Dushyant Mehta Dr. Anita Bandyopadhyay
3	Relative of Promoters	Mrs. Harshita Deshpande (Daughter of Mr. Anjan Chatterjee)
4	Enterprises over which directors or relatives of directors exercise control / significant influence	Situations Advertising & Marketing Services Private Limited Shruthi Hotels Enterprises Private Limited Prosperous Promoters Private Limited Havik Export (P)Limited Supriya Taxtrade Private Limited Span Promotions Private Limited Mainland Restaurants Private Limited Anjan Chatterjee - HUF Indroneil Chatterjee - HUF
5	Jointly Venture Company	Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC)
6	Step Down Wholly owned subsidiary	Caterland Hospitality Ltd. Foodland Ventures LLP

Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Joint Venture Company/ Joint Venture of wholly owned subsidiaries	Total
Transactions during the period ended 31 March 2021					
Remuneration (Refer note 2 below)					
Mr. Anjan Chatterjee	1.13 (5.75)	-	-	-	1.13 (5.75)
Mrs. Suchhanda Chatterjee	0.39 (2.01)	-	-	-	0.39 (2.01)
Mr. Indroneil Chatterjee	0.75 (2.13)	-	-	-	0.75 (2.13)
Mr. Avik Chatterjee	0.45 (1.23)	-	-	-	0.45 (1.23)
Total	2.72 (11.12)	-	-	-	2.72 (11.12)

Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Joint Venture Company/ Joint Venture of wholly owned subsidiaries	Total
Sitting Fees paid to Non Executive Directors					
Mr. Rakesh Pandey	0.40	-	-	-	0.40
	(0.62)	-	-	-	(0.62)
Mr. Ullal Ravindra Bhat	0.42	-	-	-	0.42
	(0.64)	-	-	-	(0.64)
Mr. Dushyant Mehta	0.44	-	-	-	0.44
	(0.62)	-	-	-	(0.62)
Mrs. Anita Bandyopadhyay	0.20	-	-	-	0.20
	-	-	-	-	-
Total	1.46	-	-	-	1.46
	(1.88)	-	-	-	(1.88)
Rent and other expenses paid					
Situations Advertising & Marketing Services Private Limited					
- Rent	-	-	23.78	-	23.78
	-	-	(35.48)	-	(35.48)
- Retainership Fees	-	-	1.06	-	1.06
	-	-	(1.42)	-	(1.42)
- Advertisement Expenses	-	-	0.38	-	0.38
	-	-	(3.89)	-	(3.89)
- Reimbursement of Expenses	-	-	9.03	-	9.03
	-	-	(11.13)	-	(11.13)
Prosperous Promoters Private Limited					
	-	-	2.45	-	2.45
	-	-	-	-	-
Others	1.62	-	2.73	-	4.35
	(3.09)	-	(5.58)	-	(8.67)
Expenses incurred on behalf of Step Down Subsidiary					
Caterland Hospitality Ltd					
	-	-	-	1.01	1.01
	-	-	-	(2.73)	(2.73)
Foodland Ventures LLC					
	-	-	-	0.02	0.02
	-	-	-	-	-
Total	1.62	-	39.43	1.03	42.08
	(3.09)	-	(57.50)	(2.73)	(63.32)
Balances as at 31 March 2021					
Other payables					
Situations Advertising & Marketing Services Private Limited					
	-	-	20.53	-	20.53
	-	-	(8.68)	-	(8.68)
Prosperous Promoters Private Limited					
	-	-	3.44	-	3.44
	-	-	(1.55)	-	(1.55)
Others	3.20	0.08	4.41	-	7.69
	(1.85)	(0.07)	(2.55)	-	(4.47)
Total	3.20	0.08	28.38	-	31.66
	(1.85)	(0.07)	(12.78)	-	(14.70)



Nature of the transaction	Key Management personnel	Relative of Promoters	Enterprises over which directors or relative of promoters exercise control / significant influence	Joint Venture Company/ Joint Venture of wholly owned subsidiaries	Total
Security deposits					
Situations Advertising & Marketing Services Private Limited	-	-	51.62	-	51.62
	-	-	(51.62)	-	(51.62)
Prosperous Promoters Private Limited	-	-	28.11	-	28.11
	-	-	(28.11)	-	(28.11)
Others	3.00	-	9.10	-	12.10
	(3.00)	-	(9.10)	-	(12.10)
Total	3.00	-	88.83	-	91.83
	(3.00)	-	(88.83)	-	(91.83)
Franchisee Income Receivable (Refer note 3 below)					
Mainland China & Indigrill Restaurant LLC	-	-	-	3.30	3.30
	-	-	-	(3.30)	(3.30)
Total	-	-	-	3.30	3.30
	-	-	-	(3.30)	(3.30)
Advance to Joint Venture Company (Refer note 3 below)					
Mainland China & Indigrill Restaurant LLC	-	-	-	12.50	12.50
	-	-	-	(12.50)	(12.50)
Total	-	-	-	12.50	12.50
	-	-	-	(12.50)	(12.50)
Loan given to Joint Venture Company (Refer note 3 below)					
Mainland China & Indigrill Restaurant LLC	-	-	-	76.72	76.72
	-	-	-	(76.72)	(76.72)
Total	-	-	-	76.72	76.72
	-	-	-	(76.72)	(76.72)
Investment in Joint Venture Company (Refer note 3 below)					
Mainland China & Indigrill Restaurant LLC	-	-	-	8.88	8.88
	-	-	-	(8.88)	(8.88)
Total	-	-	-	8.88	8.88
	-	-	-	(8.88)	(8.88)
Receivable for expenses incurred on behalf of Joint Venture of wholly owned subsidiaries					
Caterland Hospitality Ltd	-	-	-	3.87	3.87
	-	-	-	(2.55)	(2.55)
Total	-	-	-	3.87	3.87
	-	-	-	(2.55)	(2.55)

Notes

- Figures in paranthesis relate to the corresponding previous year figures in relation to the Statement of Profit and Loss and the figures as at 31 March 2020 in relation to the Balance Sheet
- Post retirement benefits is determined by the Company as a whole for all employees put together and hence disclosures of post employment benefits of Key management personnel is not separately available.
- These balances had been fully provided for in preceeding previous years

Note 35

(a) Income tax expense recognised in the Statement of profit & loss

₹ In Millions

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Current Tax:		
In respect of current year	-	-
In respect of prior years	1.70	(9.00)
Deferred tax	-	-
Total	1.70	(9.00)



Unused tax losses

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Unused tax losses on which no deferred tax assets have been recognised are attributable to the following:		
Unabsorbed depreciation	217.56	141.64
Long term capital loss	147.32	71.39
Total	364.88	213.03

(b) Deferred tax

(i) Deferred tax asset has not been recognised in relation to accumulated losses and depreciation on consideration of prudence.

(ii) Deferred tax assets/(liabilities) in relation to:

₹ In Millions

Particulars	As at 31 March, 2021	As at 31 March, 2020
Property, plant and equipment & Intangible assets	222.00	245.39
Provision for doubtful debts/advances	36.85	52.66
Right of use asset	(242.20)	(232.17)
Lease Liability	354.83	321.71
Defined benefit obligation	15.35	14.25
Deferred tax assets/(liabilities) (net)	386.83	401.84

Deferred tax assets/(liabilities) recognised

Note:

Deferred tax asset has been recognised in relation to accumulated losses and depreciation on consideration of prudence. Deferred tax assets have been restricted to deferred tax liabilities. Accordingly no deferred tax assets/(liabilities) have been recognised.

Note 36

Disclosure of additional information as required by the Schedule III to the Companies Act, 2013 :

(a) As at and for the year ended March, 2021

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Millions	As % of consolidated profit or loss	Amount in Millions	As % of consolidated other comprehensive income	Amount in Millions	As % of consolidated total comprehensive income	Amount in Millions
Parent Company								
Speciality Restaurants Limited	100.37	1,358.26	100.00	(293.41)	30.08	2.59	102.11	(290.82)
Speciality Hospitality UK Limited (wholly owned subsidiary)	(0.38)	(5.16)	(0.48)	1.36	72.13	6.21	(2.66)	7.57
Speciality Hospitality US Inc (wholly owned subsidiary)	0.01	0.19	-	-	(2.21)	(0.19)	0.07	(0.19)
Jointly venture company of wholly owned subsidiary (Investments as per Equity Method)								
Caterland Hospitality Limited	-	-	0.48	(1.39)	-	-	0.48	(1.39)
Total	100.00	1,353.29	100.00	(293.44)	100.00	8.61	100.00	(284.83)



(b) As at and for the year ended March, 2020

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in Millions	As % of consolidated profit or loss	Amount in Millions	As % of consolidated other comprehensive income	Amount in Millions	As % of consolidated total comprehensive income	Amount in Millions
Parent Company								
Speciality Restaurants Limited	100.67	1,649.08	100.43	(381.60)	165.96	(6.94)	101.15	(388.54)
Speciality Hospitality UK Limited (wholly owned subsidiary)	(0.66)	(10.74)	(0.76)	2.87	(60.55)	2.53	(1.41)	5.40
Speciality Hospitality US, Inc. (wholly owned subsidiary)	(0.01)	(0.23)	-	-	(5.41)	0.23	(0.06)	0.23
Joint venture Company of wholly owned subsidiary (Investment as per equity method)								
Caterland Hospitality Ltd.	-	-	0.33	(1.26)	-	-	0.33	(1.26)
Total	100.00	1,638.11	100.00	(379.99)	100.00	(4.18)	100.00	(384.17)

Note 37

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. There has been disruption in regular business operations due to the measures taken to curb the spread of the pandemic. Businesses are being forced to limit their operations for long or indefinite period of time. The restaurant industry has been adversely affected and the Group has assessed the impact of COVID-19 pandemic on its business operations, the carrying amount of its assets, liquidity position, lease/licence fees commitments and profitability.

The Group has already initiated effective steps to reduce its operational fixed costs which include re-negotiation of Rent and CAM charges for the rented properties. Due to uncertainties and impossibilities of business the company has initiated discontinuation of Lease/Leave and Licence arrangements of the premises.

Takeaway and Delivery Sales were resumed during the lockdown period as per the advisory and guidelines by the Central/State Authorities. The Group has considered external and internal information in assessing the impact of COVID - 19 on various elements of its financial statements, including recoverability of its assets as at the Balance Sheet date.

As part of a going concern assessment, the Group has assessed the impact of the Covid 19 on the operations and forecasted cash flows. The Group has drawn business plan and has sufficient liquidity to continue to meet its obligations as they fall due and the current circumstances are not expected to have any material financial impact and no material uncertainties related to going concern exist for the Group.

The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes based on future economic conditions.

Note 38 Exceptional Item

During the year ended 31st March, 2021 some units which were terminated as on 31st March, 2020 recommenced operations post re-negotiation of rentals with the property owners, hence the impairment gain has been shown as exceptional item. In the previous year ended 31st March, 2020 the Group had decided to close certain restaurants due to financial unviability because of Covid -19 pandemic. Due to this the Group had carried out Impairment Testing as per Ind AS 36 of the assets as at 31st March, 2020 and had recognized impairment loss under the head Exceptional item. Right of Use Asset and Lease Liability recognized as per Ind AS 116 had been reversed for units closed and the balance is recognized as an Exceptional gain. Relevant details are as under:

₹ In Millions

Particulars	31 March, 2021	31 March, 2020
i) Impairment of Property, Plant and Equipment	43.64	(254.45)
ii) Impairment of Rights of Use Asset	-	(164.54)
iii) Gain on lease modification / termination	-	145.21
Total	43.64	(273.78)

Note 39

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note 40

Previous period / year figures have been regrouped, wherever necessary.

Note 41 Approval of financial statements

The financial statements were approved for issue by the board of directors on 23 June, 2021.

Form AOC – 1

Statement to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013

read with Rule 5 of the Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries/associate companies / joint ventures

Part “A”

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Subsidiary company

Sl. No.	Name of the Subsidiary	Speciality Hospitality UK Limited	Speciality Hospitality US, Inc.
1	The date since when subsidiary was incorporated / acquired	Speciality Hospitality UK Limited was incorporated as a private company, limited by shares on August 22, 2017	Speciality Hospitality US, Inc. incorporated on September 19, 2019
2	Exchange Rate	Not applicable	Not applicable
3	Share capital	10,33,500 ordinary shares of 1 GBP each.	1,00,000 ordinary shares of 1 USD each.
4	Reserves and surplus	GBP 1,11,886	-
5	Total assets	GBP 9,61,614	USD 1,00,500
6	Total Liabilities	GBP 9,61,614	USD 1,00,500
7	Investments	GBP 8,48,130	USD 87,625
8	Turnover*	GBP 13,984	-
9	Profit / (Loss) before taxation	GBP 13,514	-
10	Provision for taxation	Not applicable	Not applicable
11	Profit / (Loss) after taxation	GBP 13,514	-
12	Proposed Dividend	Not applicable	Not applicable
13	Extent of shareholding (in percentage)	100%	100%

*Turnover consists of Other Income only.

Notes:

- Names of subsidiaries which are yet to commence business operations: None.
- Names of subsidiaries which have been liquidated or sold during the year – Not applicable.
- In terms of Section 477 of the UK Companies Act, 2006, Speciality Hospitality UK Limited is covered under the provisions of “Small Company” and exempted from an audit of financial statements under the UK Companies Act, 2006.
- Under the Texas Business Organization Code there is no requirement to appoint auditor due to Speciality Hospitality US, Inc. is not a publicly traded company or subject to Securities Laws of the Federal Government of USA.

Part “B”

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Joint Venture company

Sl. No.	Name of the Joint Venture	Caterland Hospitality Ltd.	Foodland Ventures, LLC	Mainland China and Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC)
1	Latest audited Balance Sheet Date	March 31, 2021	March 31, 2021	March 31, 2021
2	Date on which the Joint Venture was associated or acquired	Caterland Hospitality Ltd. was incorporated as step down wholly owned subsidiary company of the Company on July 18, 2019. Joint Venture Agreement was entered into on July 24, 2019 between Speciality Hospitality UK Limited, a wholly owned subsidiary (WOS) of the Company and Homage Ventures LLP.	Foodland Ventures, LLC was incorporated as step down subsidiary company of the Company on October 7, 2019. Joint Venture Agreement was entered into on January 10, 2020 between Speciality Hospitality US, Inc., a wholly owned subsidiary of the Company and Associated Hospitality & Developers LLC.	Mainland China and Indigrill Restaurant LLC was incorporated on January 31, 2014.
3	Shares of Joint Venture held by the Company on the year end –			
	Amount of Investment in Joint Venture	Speciality Hospitality UK Limited, wholly owned subsidiary of the Company had invested GBP 7,65,000 in the Joint Venture Company by way of subscription of 7,65,000 fully paid up equity shares of GBP 1 each in the Joint Venture Company	Speciality Hospitality US, Inc., wholly owned subsidiary of the Company had invested USD 87,625 in the Joint Venture Company by way of subscription of 87,625 fully paid up equity shares of USD 1 each in the Joint Venture Company.	The Company had invested 4,90,000 QAR (Qatari Riyal) in the Joint Venture Company by way of subscription of 490 fully paid up equity shares of QAR 1000 each in the Joint Venture Company
	Extent of Holding in Percentage	51%	50.5%	49%
4	Description of how there is significant influence	As per joint venture agreement	As per joint venture agreement	As per joint venture agreement
5	Reason why the joint venture is not consolidated	The Joint Venture is Consolidated in Consolidated financial statement and are forming part of Annual Report, 2021	The Joint Venture is Consolidated in Consolidated financial statement and are forming part of Annual Report, 2021	The Joint Venture is Consolidated in Consolidated financial statement and are forming part of Annual Report, 2021
6	Net worth attributable to shareholding as per latest audited Balance Sheet	GBP 8,20,182	USD 87,625	(6,38,877) QAR
7	Profit / (Loss) for the year	GBP 27,230	-	-
	Considered in Consolidated	GBP 13,887	-	-
	Not considered in Consolidation	GBP 13,343	-	-

Notes:

- Names of associates / joint ventures which are yet to commence business operations – Caterland Hospitality Ltd. and Foodland Ventures LLC.
- Names of associates / joint ventures which have been liquidated or sold during the year – Not applicable.
- The partners of the joint venture company, in view of the losses incurred, discontinued operations of the Mainland China Restaurant with effect from May 16, 2017. The Company is in the process of voluntary liquidation of the joint venture, Mainland China & Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC) at Doha, Qatar.
- In terms of Section 477 of the UK Companies Act, 2006, Caterland Hospitality Ltd. is covered under the provisions of “Small Company” and exempted from an audit of financial statements under the UK Companies Act, 2006.
- Under the Texas Business Organization Code there is no requirement to appoint auditor due to Foodland Ventures LLC is not a publicly traded company or subject to Securities Laws of the Federal Government of USA.

For and on behalf of the Board of Directors

Anjan Chatterjee
Chairman and Managing Director
DIN : 00200443

Ullal Ravindra Bhat
Director
DIN : 00008425

Rajesh Kumar Mohta
Executive Director - Finance
& Chief Financial Officer

Dushyant Mehta
Director
DIN : 00126977

Avinash Kinshikar
Company Secretary & Legal Head

Place: Mumbai
Date: 23 June, 2021





SPECIALITY
RESTAURANTS LIMITED

SPECIALITY RESTAURANTS LIMITED