

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21 (1) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Sixteenth Annual General Meeting of the Members of **Speciality Restaurants Limited** (the Company) held on **Wednesday, 26th August, 2015 at 11 a.m.**, at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017.

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Chairman of the 16th Annual General Meeting of Speciality Restaurants Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 16th Annual General Meeting (AGM) of the members of the Company, held on 26th August, 2015 at 11.a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017.
 - After the declaration of voting by ballot by the Chairman, two ballot boxes kept for polling was locked in my presence with due identification mark placed by me
 - The locked ballot boxes were subsequently opened in the presence of two witness and poll papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
 - The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately



2. The Company had provided the e-voting facility to its members as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 23rd August, 2015 (10:00 a.m.) to 25th August, 2015 (5.00 p.m.). The Board of Directors of Speciality Restaurants Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot form sent along with the Notice calling the Annual General Meeting in respect of resolutions contained in the Notice calling 16th Annual General Meeting dated 27-05-2015.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by ballot (Postal and at Annual General meeting) on the resolutions contained in the Notice of the 16th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Act.
4. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting as well as on e-voting process and postal ballot on the resolutions contained in the Notice of the 16th Annual General Meeting (AGM) of the members of the Company :-

Ordinary Business

Item No.1: To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2015, the Audited Balance Sheet as at and for the financial year ended March 31, 2015, the Report of the board of directors of the Company (the "Board of Directors") and Auditor's Report for the financial year ended March 31, 2015 - **Ordinary Resolution**



The Results of voting conducted are as under:

	E-voting	Postal Ballot	Ballot at AGM	Total
Number of Shareholders voted	32	40	87	159
Number of shares held	41295560	2977	324	41298861
Number of voters voted in favour of the Resolution	31	38	84	153
Number of voters voted against the Resolution	1	2	3	6
Number of votes in favour of the Resolution	41295555	2975	312	41298842
Percentage of votes in favour of the Resolution	100	99.93	96.29	100
Number of votes against the Resolution	5	2	12	19
Percentage of votes against the Resolution	-	0.07	3.71	-

Item No.2: To declare dividend on equity shares of face value of Rs.10 each (the “Equity Shares”) for the financial year ended March 31, 2015 - **Ordinary Resolution**

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Ballot at AGM	Total
Number of Shareholders voted	32	40	87	159
Number of shares held	41295560	2977	323	41298860
Number of voters voted in favour of the Resolution	32	39	87	158
Number of voters voted against the Resolution	0	1	0	1
Number of votes in favour of the Resolution	41295560	2976	322	41298858
Percentage of votes in favour of the Resolution	100	99.97	99.69	100
Number of votes against the Resolution	0	1	0	1
Percentage of votes against the Resolution	0	0.03	0.31	-



Item No. 3: Ratification of the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration Number: 117366 W/W-100018), as the statutory auditors of the Company till the conclusion of the next annual general meeting on such remuneration as may be decided by the Audit Committee in consultation with the Auditors." - Ordinary Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Ballot at AGM	Total
Number of Shareholders voted	32	39	87	158
Number of shares held	41295560	2976	323	41298859
Number of voters voted in favour of the Resolution	30	37	82	149
Number of voters voted against the Resolution	2	2	5	9
Number of votes in favour of the Resolution	41295291	2974	311	41298576
Percentage of votes in favour of the Resolution	100	99.93	96.28	100
Number of votes against the Resolution	260	2	12	274
Percentage of votes against the Resolution	-	0.07	3.71	-

Special Resolution

Item No. 4: Ratification and approval of remuneration of Mr. Anjan Chatterjee (DIN : 00200443) as the Managing Director of the Company for the remainder of the tenure of his contract (i.e. including and up to December 26, 2017) – Special Resolution

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Ballot at AGM	Total
Number of Shareholders voted	30*	39	87	156
Number of shares held	17255560	2983	323	17258866
Number of voters voted in favour of the Resolution	27	36	80	143
Number of voters voted against the Resolution	3	3	7	13
Number of votes in	16763135	2852	306	16766293

favour of the Resolution				
Percentage of votes in favour of the Resolution	97.15	95.61	94.74	97.15
Number of votes against the Resolution	492425	131	17	492573
Percentage of votes against the Resolution	2.85	4.39	5.26	2.85

* Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 11970000 votes casted by Mrs.Suchhanda Anjan Chatterjee and 12070000 votes casted by Mr. Anjan Snehomoy Chatterjee were not considered.

Item No. 5: Re-appointment and remuneration 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, 2015 - **Special Resolution.**

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	30*	39	87	156
Number of shares held	17255560	2983	323	17258866
Number of voters voted in favour of the Resolution	27	38	81	146
Number of voters voted against the Resolution	3	1	6	10
Number of votes in favour of the Resolution	17255261	2982	310	17258553
Percentage of votes in favour of the Resolution	99.99	99.97	95.98	100
Number of votes against the Resolution	299	1	13	313
Percentage of votes against the Resolution	0.01	0.03	4.02	-

* Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 11970000 votes casted by Mrs.Suchhanda Anjan Chatterjee and 12070000 votes casted by Mr. Anjan Snehomoy Chatterjee were not considered.



Item No. 6: Re-appointment and remuneration of Mr. Indranil Chatterjee (DIN: 00200577) as a Whole-time Director of the Company (designated as Director-Commercial Operations), liable to retire by rotation, for a period of three years with effect from July 1, 2015 - **Special Resolution.**

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	31	39	87	157
Number of shares held	41294261	2983	323	41297567
Number of voters voted in favour of the Resolution	29	38	81	148
Number of voters voted against the Resolution	2	1	6	9
Number of votes in favour of the Resolution	41294226	2982	310	41297518
Percentage of votes in favour of the Resolution	100.00	99.97	95.98	100
Number of votes against the Resolution	35	1	13	49
Percentage of votes against the Resolution	-	0.03	4.02	-

* Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 1299 votes casted by Mr. Indranil Ananda Chatterjee was not considered

Total Number of Ballot Forms Rejected (Invalid votes)

	No. of Ballot	No. of shares	Reason of rejection	Remarks
Poll Ballot	7	17	<ul style="list-style-type: none"> • Signatures mismatch • Assent/Dissent not ticked. • Assent/Dissent both ticked. 	
Postal Ballot	1	5	<ul style="list-style-type: none"> • Folio/ID not mentioned 	



5. A compact Disc (CD) containing list of equity shareholders who voted "FOR" , "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.

6. The Poll papers, Postal Ballot and all other relevant records are sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting.

Thanking you,

Yours faithfully

Signature
24/8/15

Tarun Chatterjee
Practicing Company Secretary
Membership No.17195
COP 6935

FOR SPECIALITY RESTAURANTS LIMITED

Signature
DIRECTOR

Place: Kolkata

Date: 28-08-2015

