

**CONSOLIDATED 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  
**Speciality Restaurants Limited**  
(L55101WB1999PLC090672),  
Uniworth House,  
3A, Gurusaday Road,  
Kolkata-700019

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Chairman of the 18<sup>th</sup> Annual General Meeting of Speciality Restaurants Limited, as a Scrutinizer for the purpose of Scrutinizing the votes 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 and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the notice dated 27<sup>th</sup> May, 2017 of the 18<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, 21<sup>st</sup> August, 2017 at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017.
2. After the declaration of voting by ballot by the Chairman, the two (2) ballot boxes kept for voting was locked in my presence with due identification mark placed by me.
3. The locked ballot boxes were subsequently opened in the presence of the following two witnesses not in the employment of the Company.
  - a) CS Shivani Jaiswal
  - b) CS Ambalika Sarkar
4. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



5. The ballot papers/ forms were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The Company had also provided the remote e-voting facility for 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, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which remained open from Friday, 18<sup>th</sup> August, 2017 (10:00 A.M) to Sunday, 20<sup>th</sup> August, 2017 (5.00 P.M). The Board of Directors of Speciality Restaurants Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 18<sup>th</sup> Annual General Meeting dated 21<sup>st</sup> August, 2017.
7. The votes cast through remote e-voting were unblocked on 21<sup>st</sup> August, 2017 in the presence of 2 witnesses, CS. Abhijit Majumdar and Mr. Ankit Kumar who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting, voting by ballot at Annual General Meeting and ballot by post on the resolutions contained in the Notice dated 27<sup>th</sup> May, 2017 of the 18<sup>th</sup> 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 a Consolidated Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Companies Act, 2013.
9. I do hereby submit the Consolidated Report of votes casted on ballot at the meeting as well as on remote e-voting process on the resolutions contained in the Notice of the 18<sup>th</sup> Annual General Meeting (AGM) dated 27<sup>th</sup> May, 2017 pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as under:



Date of the AGM	21-08-2017
Total Number of Shareholders on record date	13215 on cut off date:14-08-17
No. of Shareholders present in the meeting either in person or through proxy:	
1. Promoters and Promoter Group:	1
2. Public:	667
No. of Shareholders attended the meeting through Video Conferencing:	
1. Promoters and Promoter Group:	Nil
2. Public:	Nil

### Ordinary Business

#### Item No. 1: Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	24040057	24040000	100	24040000	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	24040057	24040000	100	24040000	0	100	0
Public-Institution	E-Voting	4143372	4116295	99.35	4116295	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	4143372	4116295	99.35	4116295	0	100	0
Public-Non Institution	E-Voting	18774228	3958	0.02	3955	3	99.92	0.08
	Voting by Ballot at Venue		1711	0.01	1681	30	98.25	1.75
	Ballot received by post		937	0.00	937	0	100	0
	Total	18774228	6606	0.03	6573	33	99.50	0.50
<b>TOTAL</b>		<b>46957657</b>	<b>28162901</b>	<b>59.98</b>	<b>28162868</b>	<b>33</b>	<b>100</b>	<b>0.00</b>



**Item No. 2: Adoption of Audited Consolidated Financial Statements for the year ended  
31<sup>st</sup> March, 2017**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Auditor's Report thereon.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	24040057	24040000	100	24040000	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>24040057</b>	<b>24040000</b>	<b>100</b>	<b>24040000</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institution	E-Voting	4143372	4116295	99.35	4116295	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>4143372</b>	<b>4116295</b>	<b>99.35</b>	<b>4116295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Non Institution	E-Voting	18774228	3958	0.02	3955	3	99.92	0.08
	Voting by Ballot at Venue		1711	0.01	1681	30	98.25	1.75
	Ballot received by post		937	0.00	937	0	100	0
	<b>Total</b>	<b>18774228</b>	<b>6606</b>	<b>0.03</b>	<b>6573</b>	<b>33</b>	<b>99.50</b>	<b>0.50</b>
<b>TOTAL</b>		<b>46957657</b>	<b>28162901</b>	<b>59.98</b>	<b>28162868</b>	<b>33</b>	<b>100</b>	<b>0.00</b>



**Item No. 3: Re-Appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Director**

To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who is liable to retire by rotation and being eligible, has offered herself for re-appointment

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	24040057	0*	0	0	0	0	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>24040057</b>	<b>0*</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institution	E-Voting	4143372	4116295	99.35	3034219	1082076	73.71	26.29
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>4143372</b>	<b>4116295</b>	<b>99.35</b>	<b>3034219</b>	<b>1082076</b>	<b>73.71</b>	<b>26.29</b>
Public-Non Institution	E-Voting	18774228	3958	0.02	3925	33	99.17	0.83
	Voting by Ballot at Venue		1711	0.01	1681	30	98.25	1.75
	Ballot received by post		937	0.00	835	102	89.11	10.89
	<b>Total</b>	<b>18774228</b>	<b>6606</b>	<b>0.03</b>	<b>6441</b>	<b>165</b>	<b>97.50</b>	<b>2.50</b>
<b>TOTAL</b>		<b>46957657</b>	<b>4122901</b>	<b>8.78</b>	<b>3040660</b>	<b>1082241</b>	<b>73.75</b>	<b>26.25</b>

\*Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 1,20,70,000 votes casted by Mr. Anjan Chatterjee and 1,19,70,000 votes casted by Mrs. Suchhanda Chatterjee were not considered being interested in the aforesaid resolution.



**Item No. 4: Ratification of Appointment of Statutory Auditors and fixing their remuneration**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time (the “Companies Act”), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number: 117366 W/W-100018), as the statutory auditors of the Company to hold office from the conclusion of this 18<sup>th</sup> AGM until the conclusion of the next annual general meeting of the members of the Company on such remuneration to be fixed by the Board based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses including applicable taxes in connection with the audit of accounts of the Company for the financial year ending on March 31, 2018.”

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	24040057	24040000	100	24040000	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>24040057</b>	<b>24040000</b>	<b>100</b>	<b>24040000</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institution	E-Voting	4143372	4116295	99.35	4116295	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	<b>Total</b>	<b>4143372</b>	<b>4116295</b>	<b>99.35</b>	<b>4116295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Non Institution	E-Voting	18774228	3958	0.02	3955	3	99.92	0.07
	Voting by Ballot at Venue		1711	0.01	1684	27	98.42	1.58
	Ballot received by post		937	0.00	637	300	67.98	32.02
	<b>Total</b>	<b>18774228</b>	<b>6606</b>	<b>0.03</b>	<b>6276</b>	<b>330</b>	<b>95</b>	<b>5</b>
<b>TOTAL</b>		<b>46957657</b>	<b>28162901</b>	<b>59.98</b>	<b>28162571</b>	<b>330</b>	<b>100</b>	<b>0.00</b>



## Special Business

### Item No. 5: Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 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) ("Companies Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment of Mr. Anjan Chatterjee, (DIN: 00200443) as the Managing Director of the Company, not liable to retire by rotation, for a period of three years with effect from December 27, 2017 upto December 26, 2020, on the following remuneration, perquisites and benefits (as approved by the Nomination and Remuneration Committee (hereinafter called "NRC") and the Board of Directors (the "Board") at each of their meetings held on May 27, 2017 respectively and on such other terms and conditions as set out in the explanatory statement;

#### **Remuneration:**

##### **1. Basic Salary:-**

In the range of Rs. 2,00,000/- to Rs. 7,00,000/- per month. In the first year it shall be Rs. 2,50,000/- per month. Thereafter, the Board of Directors 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 December 27, 2018.

##### **2. Allowances:**

- i. House Rent Allowance Rs. 1,25,000/- per month.
- ii. Additional Allowance Rs. 1,25,000/- 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 at (1) above.

##### **3. Perquisites:**

In addition to the aforesaid salary and allowances, Mr. Anjan Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and 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 and the rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.

##### **4. Commission:**

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



## 5. Sitting Fees:

Mr. Anjan 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, Mr. Anjan Chatterjee may also draw remuneration from other companies, in the capacity of a managerial person, provided that the total remuneration (including basic salary, allowances, perquisites 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 Mr. Anjan Chatterjee as Managing Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Anjan Chatterjee shall be eligible to draw the remuneration by way of salary, allowances, perquisites 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 of Directors 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 of Directors and Mr. Anjan Chatterjee subject to the limits prescribed under Companies Act;

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof that may be authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and 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. Indranil Chatterjee, Director- Commercial Operations and Mr. Avinash Kinshikar, Company Secretary & 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."





Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24040057	0*	0	0	0	0	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	24040057	0*	0	0	0	0	0
Public-Institution	E-Voting	4143372	4116295	99.35	3317044	799251	80.58	19.42
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	4143372	4116295	99.35	3317044	799251	80.58	19.42
Public-Non Institution	E-Voting	18774228	3958	0.02	3925	33	99.17	0.83
	Voting by Ballot at Venue		1711	0.01	1684	27	98.42	1.58
	Ballot received by post		937	0.00	937	0	100	0
	Total	18774228	6606	0.03	6546	60	99.09	0.91
<b>TOTAL</b>		<b>46957657</b>	<b>4122901</b>	<b>8.78</b>	<b>3323590</b>	<b>799311</b>	<b>80.61</b>	<b>19.39</b>

\*Pursuant to the provisions of Secretarial Standard, SS-2 (7.5.2) 1,20,70,000 votes casted by Mr. Anjan Chatterjee and 1,19,70,000 votes casted by Mrs. Suchhanda Chatterjee were not considered being interested in the aforesaid resolution.



**Item No. 6: Appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as an Independent Director of the Company**

**“RESOLVED THAT** Mr. Ullal Ravindra Bhat (DIN: 00008425), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 28, 2017, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Companies Act”) and Article 99 of the Articles of Association of the Company, but who is eligible for appointment 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, read with Schedule IV of the Companies Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time , appointment of Mr. Ullal Ravindra Bhat, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years with effect from April 28, 2017 up to April 27, 2022, be and is hereby approved.”



Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24040057	24040000	100	24040000	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	24040057	24040000	100	24040000	0	100	0
Public-Institution	E-Voting	4143372	4116295	99.35	4116295	0	100	0
	Voting by Ballot at Venue		-	-	-	-	-	-
	Ballot received by post		-	-	-	-	-	-
	Total	4143372	4116295	99.35	4116295	0	100	0
Public-Non Institution	E-Voting	18774228	3958	0.02	3958	0	100	0
	Voting by Ballot at Venue		1711	0.01	1684	27	98.42	1.58
	Ballot received by post		937	0.00	835	102	89.11	10.89
	Total	18774228	6606	0.03	6477	129	98.05	1.95
<b>TOTAL</b>		<b>46957657</b>	<b>28162901</b>	<b>59.98</b>	<b>28162772</b>	<b>129</b>	<b>100</b>	<b>0.00</b>


**Total Number of Ballot Forms Rejected**

	No. of Ballot	Reasons of Rejection
Ballot received by post	2	<ul style="list-style-type: none"> <li>• Signature Mismatch</li> <li>• Numbers of Shares Mismatch</li> </ul>
Voting by Ballot at Venue	19	<ul style="list-style-type: none"> <li>• Signature Mismatch</li> <li>• Numbers of Shares Mismatch</li> <li>• Folio Mismatch</li> <li>• Votes not cast</li> <li>• Folio not mentioned</li> </ul>



10. 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.
11. The Poll papers, Ballot paper and all other relevant records were sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting.

Thanking you,  
Yours faithfully

 22/8/17

Tarun Chatterjee  
Practicing Company Secretary  
Membership No. 17195

Place: Kolkata  
Date: 22/08/2017

