

**T. Chatterjee & Associates**Practicing Company Secretaries  
FRN - P2007WB067100Office : "ABHISHEK POINT" (4th Floor)  
152, S. P. Mukherjee Road, Kolkata - 700026  
Phone : (033) 4060 5149 / 6459 7983, Mobile : 8017287937  
E-mail : tchatterjeeassociates@gmail.com**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]

The  
Chairman  
**Speciality Restaurants Limited**  
(CIN: L55101WB1999PLC090672)  
'Uniworth House'  
3A, Gurusaday Road  
Kolkata 700019

Sir,

1. I, **Binita Pandey**, ACS 41594, Partner, **M/s. T. Chatterjee & Associates**, FRN-P2007WB067100, Company Secretaries firm in Practice, have been appointed by the Board of Directors of **Speciality Restaurants Limited**, CIN: L55101WB1999PLC090672 (hereinafter referred as **the Company**) at its meeting held on 29-05-2019 as the Scrutinizer to scrutinize the remote e-Voting and voting through electronic voting system at the AGM venue in a fair and transparent manner 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 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings, on the resolutions contained in the notice dated 24<sup>th</sup> June, 2019 calling the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 23<sup>rd</sup> August, 2019 at 11:00 a.m. at Kalamandir, 48 Shakespeare Sarani, Kolkata- 700017 and to give the Consolidated Scrutinizer's Report to the Chairman.





2. The Company had provided 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 which remained open from Tuesday, 20<sup>th</sup> August 2019 (9:00 A.M IST) to Thursday, 22<sup>nd</sup> August 2019 (5.00 P.M IST). The Company had also provided e-voting facility at the AGM venue for the members who were present and had not voted through remote e-voting to cast their vote.
3. The votes cast were unblocked on 23<sup>rd</sup> August 2019 at 3.00 p.m. in the presence of two witnesses, viz., Mr. Tarun Chatterjee, Advocate and CA Surojit Banerjee who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.

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 and voting through electronic voting system at the AGM on the resolutions contained in the Notice dated 24<sup>th</sup> June 2019 of the 20<sup>th</sup> AGM of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and e-voting at the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required under the Act.

4. I do hereby submit the Consolidated Report of vote casted through electronic voting system at the meeting and on remote e-voting on the resolutions contained in the Notice dated 24-06-2019 of the 20<sup>th</sup> AGM.





**Ordinary Business:**

**Item No. 1: Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
98	27001936	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
5	8	0

**The above resolution was passed by requisite majority of votes.**

**Item No. 2: Ordinary Resolution:**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditor's Report thereon.

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
97	27001932	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6	12	0

**The above resolution was passed by requisite majority of votes.**





**Item No. 3: Ordinary Resolution:**

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

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
96	24042452	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7	2959492	10.96

The above resolution was passed by requisite majority of votes.

**Item No. 4: Ordinary Resolution:**

**Appointment of Statutory Auditors:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number: 117366 W/W-100018), to hold office for a term of





5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Fifth AGM to be held in the year 2024 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Companies Act), and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined and recommended by the Audit Committee of the Board of Directors in consultation with the auditors in addition to reimbursement of all out of pocket expenses including applicable taxes as may be incurred by them during the course of the audit;

**RESOLVED FURTHER THAT** Mr. Anjan Chatterjee, Chairman and Managing Director, Mrs. Suchhanda Chatterjee, Director-Interior and Design, Mr. Indranil Chatterjee, Director-Commercial Operations and Mr. Avinash Kinkhikar, Company Secretary and Legal Head be and are hereby severally authorized 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.”

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
101	27001793	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
2	151	0

**The above resolution was passed by requisite majority of votes.**





## Special Business

### Item No. 5: Special Resolution:

#### **Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV 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. Dushyant Mehta (DIN: 00126977), who was appointed as an Independent Director of the Company up to March 31, 2019, 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 1, 2019 up to March 31, 2024.”

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
95	24042747	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
8	2959197	10.96

**The above resolution was passed by requisite majority of votes.**





**Item No. 6: Special Resolution:**

**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:**

“RESOLVED THAT pursuant to the provisions of Sections 197(1) and 198 of the Companies Act, 2013, as amended (the “Companies Act”), Schedule V of the Companies Act, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such consents and permissions as may be required for amendment to the ordinary resolution passed at the annual general meeting of the Company held on August 27, 2018, for the re-appointment and remuneration payable to Mrs. Suchhanda Chatterjee (DIN : 00226893) as the Whole-time Director (designated as Director-Interior and Design) of the Company, consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the approval of the remuneration received by Mrs. Suchhanda Chatterjee under Sections 197(1) of the Companies Act and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the period from September 1, 2018 to March 31, 2019 and remuneration to be paid in terms of resolution passed at the annual general meeting of the Company held on August 27, 2018, as set out in the Explanatory Statement annexed to the Notice, for the remainder of the tenure of her appointment (i.e. including and up to June 30, 2021), as approved by Nomination and Remuneration Committee and Board at the Meeting of Board of Directors of the Company held on May 29, 2019;





**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 and commission from the Company as well as from other companies within the overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

**RESOLVED FURTHER THAT** the Board be and are 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, Director - Commercial Operations and Mr. Avinash Kinkhikar, 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."





(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
94	24042351	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
9	2959593	10.96

**The above resolution was passed by requisite majority of votes.**

**Item No. 7: Special Resolution:**

**Ratification of remuneration paid to Mr. Indranil Chatterjee pursuant to the Companies (Amendment) Act, 2017:**

**“RESOLVED THAT** pursuant to the provisions of Sections 197(1) and 198 of the Companies Act, 2013, as amended (the “Companies Act”), Schedule V of the Companies Act, the Articles of Association of the Company and subject to such consents and permissions as may be required for amendment to the ordinary resolution passed at the annual general meeting of the Company held on August 27, 2018, for the re-appointment and remuneration payable to Mr. Indranil Chatterjee (DIN : 00200577) as the Whole-time Director (designated as Director-Commercial Operations) of the Company, consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the approval of the remuneration received by Mr. Indranil Chatterjee under Sections 197(1) of the Companies Act , during the period from September 1,





2018 to March 31, 2019 and remuneration to be paid in terms of resolution passed at the annual general meeting of the Company held on August 27, 2018, as set out in the Explanatory Statement annexed to the Notice, for the remainder of the tenure of his appointment (i.e. including and up to June 30, 2021), as approved by Nomination and Remuneration Committee and Board at the Meeting of Board of Directors of the Company held on May 29, 2019;

**RESOLVED FURTHER THAT** during the tenure of Mr. Indranil 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, Mr. Indranil Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites and commission from the Company as well as from other companies within the overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

**RESOLVED FURTHER THAT** the Board be and are 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 Mr. Indranil 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, Mrs. Suchhanda Chatterjee, Director-Interior and Design or Mr. Avinash Kinkhikar, 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."

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
89	24042340	89.04

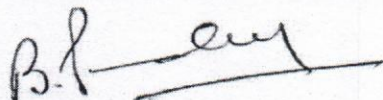
(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	2959604	10.96

**The above resolution was passed by requisite majority of votes.**

5. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" for each resolution is submitted with the report.
6. All the relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Yours faithfully,  
**M/s. T. Chatterjee & Associates**  
Practicing Company Secretaries Firm  
(FRN No. P2007WB067100)

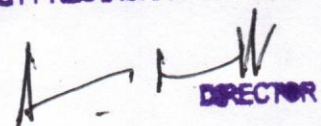


**Binita Pandey, Partner**  
Practising Company Secretary  
Certificate of Practice No. 19730

Place: Kolkata  
Date: 23<sup>rd</sup> August, 2019



**FOR SPECIALITY RESTAURANTS LIMITED**



**DIRECTOR**

