

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting (the “AGM”) of the members of **SPECIALITY RESTAURANTS LIMITED** (the “Members” and such Company, the “Company”) will be held on Friday, August 23, 2019 at 11.00 a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017 (the “Notice”) to transact the following business:-

### ORDINARY BUSINESS:

1. 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 (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, 2019, together with the Auditor’s Report thereon.
3. 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.
4. **Appointment of Statutory Auditors:**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**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 Kinhikar, 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.”

### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) 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 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.”

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:**

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

“**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."

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

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

**"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."

**By Order of the Board  
For Speciality Restaurants Limited**

**Avinash Kinkhikar  
Company Secretary and Legal Head**

Place: Mumbai.

Date: June 24, 2019

**Registered Office:** Uniworth House,  
3A, Gurusaday Road, Kolkata 700 019.

**CIN:** L55101WB1999PLC090672.

**E-mail:** corporate@speciality.co.in

**Phone:** 033-22837964/65/66.

**Fax No:** 033-22809282.

**Website:** [www.speciality.co.in](http://www.speciality.co.in)

## Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and the rules (the “**Companies Act**” and such statement, the “**Explanatory Statement**”) made thereunder setting out the material facts in respect of the business under item nos. 5, 6 and 7 to be transacted at the 20th annual general meeting (“**AGM**”), as set out in the notice to the AGM (the “**Notice**”) is annexed hereto and forms part of the Notice.
2. **A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
3. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED WITH THE COMPANY EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN RELATION TO WHICH THEY ARE DEPOSITED. A PROXY FORM, FOR THE AGM IS ENCLOSED.**
4. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote on any Resolution would be entitled to inspect the proxies lodged between 9.00 a.m and 6.00 p.m. during such period, provided that notice in writing of the intention to inspect the proxies lodged is given to the Company at least three days before the commencement of the Meeting.
6. Members/proxies should bring the duly filled Attendance Slip enclosed along with the Annual Report to attend the meeting.
7. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the registered office of the Company (the “**Registered Office**”) on all working days, except Saturdays, during business hours, up to the date of the meeting. Copies of the relevant documents referred to above are also open for inspection in physical or electronic form by the Members at the Corporate Office of the Company at Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate, Off New Link Road, Andheri West, Mumbai - 400053 on all working days, except Saturdays, during business hours, up to the date of the meeting.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, August 17, 2019 to Friday, August 23, 2019 (both days inclusive).
9. 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**”).
10. Members holding shares in dematerialized form are requested to intimate any change in their 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 bank mandates to the Company/Registrar.
11. Unclaimed dividend for the financial years from 2012-13 to 2014-15 are held in separate bank accounts and members who have not received the dividend/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/unpaid will be transferred to Investor Education and Protection Fund established by the Central Government as per Section 124 of the Companies Act.
12. Copies of the Annual Report for the financial year 2018-19 are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report for the financial year 2018-19 are being sent by the permitted modes of service of documents.
13. The Notice, *inter-alia* indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form, will be sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participants, unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents.
14. Members may also note that the Notice and the Annual Report for the financial year 2018-19 will also be available on the Company’s website [www.speciality.co.in](http://www.speciality.co.in). The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection on all working days except Saturdays, during business hours. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at [investor@speciality.co.in](mailto:investor@speciality.co.in).

## 15. Voting through electronic means:

- (a) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**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 Depositories Limited (NSDL) on all resolutions specified in this Notice.
- (b) The facility for voting, through electronic voting system or poll papers shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- (c) The Remote e-voting commences on Tuesday, August 20, 2019 (from 09:00 a.m. Indian Standard Time, “**IST**”) and ends on Thursday, August 22, 2019 (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 Friday, August 16, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.
- (d) 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.
- (e) The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. 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 Friday, August 16, 2019.
- (f) The Board has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: P2007WB067100) (the “**Scrutinizer**”) as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (g) The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.
- (h) 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](http://www.speciality.co.in) and on the website of NSDL immediately after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.
- (i) The results of voting will be declared and published, along with consolidated Scrutinizer’s Report, on the website of the Company [www.speciality.co.in](http://www.speciality.co.in) and on NSDL website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

### **The instructions for shareholders voting electronically are as under:**

- The remote e-voting period commences on Tuesday, August 20, 2019 at 09:00 a.m. (IST) and ends on Thursday, August 22, 2019, at 5:00 p.m. (IST). During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, August 16, 2019, may cast their vote by electronic means in the manner and process set out herein. The remote e-voting module shall be disabled by NSDL thereafter.

Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, however, shall not be entitled to cast their vote again at the meeting.

- In case a person has become a member of the Company after the despatch of the Notice but on or before the cut-off date i.e. Friday, August 16, 2019, he/she may follow the same procedure as mentioned below.

### **A. In case of Members receiving e-mail:**

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **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.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

3. 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Speciality Restaurants Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:tchatterjeeassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **B. In case of Members receiving the physical copy:**

Please follow all steps specified above to cast vote.

16. 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/re-appointment at the AGM have been annexed to this Notice.
17. In terms of the circular of the Securities and Exchange Board of India (the “SEBI”), every participant in the securities market is mandatorily required to submit their PAN details. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company/Registrar.
18. 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.
19. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with Registrar/their Depository Participants, in respect of shares held in physical/electronic mode respectively.
20. In terms of Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
21. In terms of Securities and Exchange Board of India Circulars No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 by which it 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.
22. A route map showing directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of the Secretarial Standard (SS-2) on “General Meetings”.

## **Additional information with respect to Item No. 4**

### **Item No. 4: Appointment of Statutory Auditors:**

1. This information is provided as an additional information to the Members.
2. M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018) was appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (“**AGM**”) of the Company held on September 15, 2014, from the conclusion of the 15th AGM until the conclusion of the 20th AGM to be held in the year 2019.
3. M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018), would be completing their second term as Statutory Auditors of the Company as per the provisions of the Companies Act upon conclusion of 20<sup>th</sup> AGM of the Company.
4. The Board of Directors (the “Board”) has recommended the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) to act as Statutory Auditors of the Company, in place of retiring Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to hold office for a term of five (5) years from the conclusion of Twentieth Annual General Meeting until the conclusion of the Twenty Fifth AGM of the Company, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses including applicable taxes as may be incurred by them during the course of the audit. In terms of the requirements of the present proviso to Section 139(1) of the Companies Act, the appointment of the new Auditors shall be subject to ratification by the Members at every intervening AGM held after this AGM, if required under Companies Act.
5. Brief Profile of Statutory Auditors is as under:  
M/s. Singhi & Co., Chartered Accountants (FRN 302049E) is a Partnership firm which has been in profession for over seven decades. The firm has 7 locations, 25 partners and more than 500 people across the country in Mumbai, Kolkata, Delhi, Chennai, Bangalore, Ahmedabad and Guwahati. The firm audits several mid to large companies including several listed companies across India. The firm is also a member of Moore Stephens International, a leading global accounting network.
6. M/s. Singhi & Co., Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act.
7. 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.
8. The Board recommends the Resolution set out under Item No.4 of the accompanying Notice for approval of Members as an Ordinary Resolution.

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Companies Act”).**

The following Explanatory Statement sets out the material facts relating to the business under Item No. 5, 6 and 7 of the Notice dated June 24, 2019.

### **Item No. 5: Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company:**

1. Mr. Dushyant Mehta (DIN: 00126977) was appointed as an Independent Director of the Company with effect from April 1, 2014 for a period of five (5) years up to March 31, 2019. The Members of the Company at the AGM held on September 15, 2014, approved appointment of Mr. Dushyant Mehta as an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019 (“**First Term**”), not liable to retire by rotation.
2. The term of office of Mr. Dushyant Mehta as an Independent Director was up to March 31, 2019. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Dushyant Mehta as an Independent Director of the Company for a second term of five (5) consecutive years on the Board of the Company.
3. The Board of Directors of the Company at their meeting held on March 29, 2019, on recommendation of Nomination and Remuneration Committee of the Company, re-appointed Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company for second term of five (5) consecutive years commencing from April 1, 2019 up to March 31, 2024, subject to approval of the Members of the Company.
4. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Dushyant Mehta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Dushyant Mehta as an Independent Director of the Company, not liable to retire by rotation, for a second term of five(5) consecutive years on the Board of the Company.
5. Mr. Dushyant Mehta 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.
6. The Company has also received declaration from Mr. Dushyant Mehta 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**”).
7. The Company has received Notice in writing from a Member under Section 160 of the Companies Act, proposing the candidature of Mr. Dushyant Mehta, for the office of Director of the Company.

8. Details of Mr. Dushyant Mehta, 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.
9. Mr. Dushyant Mehta 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.
10. The matter regarding the re-appointment of Mr. Dushyant Mehta as an Independent Director was placed before the Board, based on the recommendation of the Nomination and Remuneration Committee, which commends his re-appointment as an Independent Director of the Company.
11. The terms and conditions of the re-appointment and copy of draft letter of re-appointment of Mr. Dushyant Mehta shall be open for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day of the Company up to the date of the AGM.
12. In the opinion of the Board, Mr. Dushyant Mehta 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.
13. Save and except Mr. Dushyant Mehta 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.
14. 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 and 7: Ratification of Remuneration paid to Whole-time Directors of the Company pursuant to the Companies (Amendment) Act, 2017 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:**

15. Mrs. Suchhanda Chatterjee and Mr. Indranil Chatterjee were re-appointed as Whole-time Directors of the Company at the meeting of the Board held on May 26, 2018 for a period of three years with effect from July 1, 2018 to June 30, 2021.
16. At the annual general meeting held on August 27, 2018, the Members had approved separate Ordinary Resolution for the re-appointment and terms of remuneration payable to Mrs. Suchhanda Chatterjee and Mr. Indranil Chatterjee. The term of office of Mrs. Suchhanda Chatterjee and Mr. Indranil Chatterjee as Whole-time Director is upto June 30, 2021.
17. Section 197(1) of the Companies Act was amended by the Companies (Amendment) Act, 2017 (Amendment was made effective from September 12, 2018), inter alia included requirement of obtaining a Special Resolution of Members of the Company in respect of payment of Remuneration to Whole-time Director of the Company in case of absence or inadequacy of profits of the Company in any financial year.
18. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
19. Pursuant to Companies (Amendment) Act, 2017 (Amendment effective from September 12, 2018), in view of the inadequacy of profits of the Company for the financial years 2017-18 and 2018-19 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company seeks the approval of the Members for ratification of remuneration paid to Mrs. Suchhanda Chatterjee, one of the promoter of the Company and Whole-time Director (designated as Director – Interior and Design) of the Company, for the period September 1, 2018 upto 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, for the remainder of the tenure of her appointment (i.e. including and up to June 30, 2021), as recommended by Nomination and Remuneration Committee and approved by Board of Directors at the Meeting held on May 29, 2019.
20. Pursuant to Companies (Amendment) Act, 2017 (Amendment effective from September 12, 2018) and in view of inadequacy of profits for the financial years 2017-18 and 2018-19, the Company seeks the approval of the Members for ratification of remuneration paid to Mr. Indranil Chatterjee, Whole-time Director of the Company, for the period September 1, 2018 upto 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, for the remainder of the tenure of his appointment (i.e. including and up to June 30, 2021), as recommended by Nomination and Remuneration Committee and approved by Board of Directors at the Meeting held on May 29, 2019.



21. Details of Remuneration paid during the period from September 1, 2018 to March 31, 2019 and payable during the remainder of the tenure of their respective appointment as approved by the Members of the Company at the annual general meeting of the Company held on August 27, 2018 and in terms of Letter of Appointment issued to both the Whole-time Directors of the Company:

Particulars / Name of the Director	Mrs. Suchhanda Chatterjee	Mr. Indranil Chatterjee
Basic Salary	In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2018 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, 2019.	In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2018 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, 2019.
Allowances	House Rent Allowance: ₹ 43,750/- per month; and Additional Allowance: ₹ 43,750/- per month. The above mentioned allowances and such other allowances, as and when decided, including such increments as may be fixed by the Board, shall not exceed 100% of the basic salary.	House Rent Allowance: ₹ 43,750/- per month; and Additional Allowance: ₹ 43,750/- per month. The above mentioned allowances and such other allowances, as and when decided, including such increments as may be fixed by the Board, shall not exceed 100% of the basic salary.
Perquisites	In addition to the aforesaid basic 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 she is entitled to in accordance with the policies 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 and in the absence of any such provision, the perquisites shall be valued at actual cost.	In addition to the aforesaid basic salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and such other benefits he is entitled to in accordance with the policies 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 and in the absence of any such provision, the perquisites shall be valued at actual cost.
Commission	Over and above the remuneration aforesaid, she 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.	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.
Remuneration paid during the period September 1, 2018 to March 31, 2019	₹ 12,25,000/-	₹ 12,25,000/-

22. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee (who is the spouse of Mr. Anjan Chatterjee) for the remuneration paid to her, to the extent of shares held and the related party transactions entered into with the Company in which she is interested, are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 6 of the Notice.
23. None of the Directors of the Company or Key Managerial Personnel or their relatives except Mr. Indranil Chatterjee for the remuneration paid to him, the extent of shares held, are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 7 of the Notice.
24. The Board recommends the resolution as set out under Item No. 6 and 7 of the accompanying Notice for approval of the Members to be passed as Special Resolution.

**By Order of the Board**  
**For Speciality Restaurants Limited**

**Avinash Kinhikar**  
**Company Secretary and Legal Head**

Place: Mumbai.

Date: June 24, 2019

**Registered Office:** Uniworth House,  
3A, Gurusaday Road, Kolkata 700 019.

**CIN:** L55101WB1999PLC090672.

**E-mail:** corporate@speciality.co.in

**Phone:** 033-22837964/65/66.

**Fax No:** 033-22809282.

**Website:** [www.speciality.co.in](http://www.speciality.co.in)

**Details of the Director seeking appointment / re-appointment at the 20<sup>th</sup> 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)**

<b>Name of the Director</b>	<b>Mrs. Suchhanda Chatterjee</b>	<b>Mr. Dushyant Mehta</b>
Director Identification Number (DIN)	00226893	00126977
Date of Birth and Age	October 9, 1965, 53 years	October 2, 1955, 63 years
Date of First Appointment on the Board	December 1, 1999	August 18, 2009 April 1, 2014 – As an Independent Director
Qualifications	B.A.	Master's Degree in Business Administration
Brief Resume	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.	Dushyant Mehta 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.
Current Designation	Whole-time Director designated as Director-Interior & Design.	Independent Director
Nature of expertise in specific functional areas	Over 20 years of experience in the Hospitality industry.	Over 25 years of experience in marketing, advertising and sales with a focus on brand building, strategy and account planning.
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	-	Repro India Limited – Non-Executive Non-Independent Director
(ii) the Membership of Committees of the Board **	-	Repro India Limited – Audit Committee, Member
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 except Mr. Anjan Chatterjee, Chairman & Managing Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.
No. of shares held in the Company	1,19,70,000	1,280

Name of the Director	Mrs. Suchhanda Chatterjee	Mr. Dushyant Mehta
Terms and conditions of appointment	Not applicable since the Whole-time Director retires by rotation.	Refer Item No. 5 of the AGM Notice
Details of remuneration sought to be paid	Members have already approved Ordinary Resolution for re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director (designated as Director – Interior and Design) of the Company for a period of three years with effect from July 1, 2018 up to June 30, 2021 at the 19th AGM held on August 27, 2018.	Refer Item No. 5 of the AGM Notice
Last drawn remuneration	₹ 21,00,000/- for the financial year 2018-19.	Mr. Dushyant Mehta will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/ Chairman and Profit related commission which may be approved by the Board of Directors.
No of meetings of the Board attended during the financial year 2018-19	4 Meetings	6 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.

# Route map of 20<sup>th</sup> AGM Venue of Speciality Restaurants Limited

