

## ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Speciality Restaurants Limited**
2. Quarter ending : **March 31, 2019**

1. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson / Executive/ Non-Executive/ independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Anjan Snehmoy Chatterjee	PAN No. - AABPC1526A DIN No. - 00200443	Chairman Executive - Managing Director	27-12-2017 for 3 Years	-	1	2	-
Mrs	Suchhanda Anjan Chatterjee	PAN No. - AADPC1258M DIN No. - 002226893	Executive- Whole-time Director	01-07-2018 for 3 years	-	1	-	-
Mr	Indranil Ananda Chatterjee	PAN No. - AAJPC2507R DIN No. - 00200577	Executive- Whole-time Director	01-07-2018 for 3 years	-	1	1	-



Mr	Dushyant Rajnikant Mehta #	PAN No. - AGKPM6791N PIN No. - 00126977	Non - Executive Independent Director	01-04-2014 for 5 Years	** 18-08-2009 9 years 7 months	2	2	1
Mr	Ullal Ravindra Bhat	PAN No. - AUPB8747Q DIN No. - 00008425	Non - Executive Independent Director	28-04-2017 for 5 years	28-04-2017 1 year 11 months	3	4	1
Mr	Rakesh Pandey	PAN No. - AAEP7640P DIN No. - 00113227	Non - Executive Independent Director	29-11-2017 for 5 years	29-11-2017 1 year 4 months	1	1	-

#The Board of Directors of the Company at a meeting of its Board of Directors held on March 29, 2019, on recommendation of Nomination and Remuneration Committee of the Company, re-appointed Mr. Dushyant Mehta for second term of five (5) consecutive years commencing from April 1, 2019 upto March 31, 2024, subject to approval of the Shareholders of the Company.

\*\* Original date of appointment.

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)<sup>5</sup></b>	<b>Date of Appointment</b>
<b>1. Audit Committee</b>	1. Mr. Ullal Ravindra Bhat	Chairperson Non – Executive - Independent Director	Appointed as Member with effect from 28.04.2017 and as Chairman with effect from 27.05.2017.
	2. Mr. Anjan Snehmoy Chatterjee	Executive Director (Chairman & Managing Director)	
	3. Mr. Dushyant Rajnikant Mehta	Non – Executive - Independent Director	
	4. Mr. Rakesh Pandey	Non – Executive - Independent Director	
<b>2. Nomination &amp; Remuneration Committee</b>	1. Mr. Dushyant Rajnikant Mehta	Chairperson Non – Executive - Independent Director	02.03.2011
	2. Mr. Ullal Ravindra Bhat	Non – Executive - Independent Director	28.04.2017
	3. Mr. Rakesh Pandey	Non – Executive - Independent Director	12.12.2017
<b>3. Stakeholders Relationship Committee</b>	1. Mr. Dushyant Rajnikant Mehta	Chairperson Non – Executive - Independent Director	12.12.2017
	2. Mr. Anjan Snehmoy Chatterjee	Executive Director (Chairman & Managing Director)	02.03.2011
	3. Mr. Indranil Ananda Chatterjee	Executive Director (Whole-time Director)	02.03.2011



4. Corporate Social Responsibility Committee	1. Mr. Dushyant Rajnikant Mehta  2. Mrs. Suchhanda Anjan Chatterjee  3. Mr. Ullal Ravindra Bhat	Chairperson Non – Executive - Independent Director  Executive Director (Whole-time Director)  Non – Executive - Independent Director	Appointed as Member with effect from 28.05.2014 and as Chairman with effect from 28.04.2017.  28.05.2014  28.04.2017
<p><sup>&amp;</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.</p>			

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 3, 2018	January 15, 2019	72 days
	March 29, 2019	72 days

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting January 15, 2019	Yes	November 3, 2018	72 days
Audit Committee Meeting March 29, 2019	Yes	-	-



Nomination and Remuneration Committee Meeting March 29, 2019	Yes	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").
- The composition of the following committees is in terms of the SEBI Listing Regulations:
  - Audit Committee
  - Nomination and Remuneration Committee
  - Stakeholders' Relationship Committee
  - Risk Management Committee (applicable to the top 100 listed entities) – Not applicable



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Listing Regulations.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in the SEBI Listing Regulations.
5. This report shall be placed before Board of Directors in the ensuing Board Meeting. In the event of any comments/ observations/ advice of the Board of Directors of the Company, the same shall be separately intimated to the stock exchanges. The report submitted for the previous quarter ended December 31, 2018 has been placed before the Board of Directors at their Meeting held on January 15, 2019 and there were no comments/observations/advice of the Board of Directors.

  
Avinash Kihnikar

**Designation: Company Secretary & Legal Head**



**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) <sup>(refer note below)</sup></b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <sup>(refer note below)</sup></b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes



Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes*
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 - In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.





\* The Company has incorporated a wholly owned subsidiary company "Speciality Hospitality UK Limited" as a private limited company which is registered with The Registrar of Companies for England and Wales on August 22, 2017. Other Corporate Governance Requirements in terms of Regulation 24(2), (3),(4),(5) & (6) of the Listing Regulations as applicable was complied by the Company.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy – Yes

The Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Yes\*\*

\*\* The Company has incorporated a wholly owned subsidiary (WOS) company "Speciality Hospitality UK Limited" as a private limited company which is registered with The Registrar of Companies for England and Wales on August 22, 2017. Other Corporate Governance Requirements in terms of Regulation 24(2),(3),(4),(5) & (6) of the Listing Regulations as applicable was complied by the Company.

Name :

  
Avinash Kinhikar

Designation: **Company Secretary & Legal Head**

