

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Speciality Restaurants Limited**
2. Quarter ending : **September 30, 2017**

I. Composition of Board of Directors								
Title (Mr. / MS)	Name of the Director	PAN ^S & DIN	Category (Chairperson / Executive/ Non-Executive/ independent / Nominee) &	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	27-12-2012 for 5 Years	-	1	2	-
Mrs	Suchhanda Anjan Chatterjee	PAN No. - AADPC1258M DIN No. - 00226893	Executive- Whole-time Director	01-07-2015 for 3 years	-	1	-	-
Mr	Indranil Ananda Chatterjee	PAN No. - AAJPC2507R DIN No. - 00200577	Executive- Whole-time Director	01-07-2015 for 3 years	-	1	1	-



Mr	Dushyant Rajnikant Mehta	PAN No. - AGKPM6791N DIN No. - 00126977	Non – Executive Independent Director	01-04-2014 for 5 Years	** 18-08-2009 8 years 1 month	2	1	-
Mr	Ullal Ravindra Bhat ^{###}	PAN No. – AIJPB8747Q DIN No. - 00008425	Non – Executive Independent Director	28-04-2017 for 5 years	28-04-2017 5 months	3	4	1

** 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.

Mr. Anjan Chatterjee was re-appointed as Managing Director of the Company with effect from December 27, 2017 for the term of 3 years by Members vide Special Resolution passed at the 18th Annual General Meeting of the Company held on August 21, 2017. Mr. Anjan Chatterjee, Managing Director of the Company was elected as Chairman of the Board with effect from September 11, 2017.

Mr. Ullal Ravindra Bhat was appointed as Additional Director (Non-Executive – Independent) of the Company with effect from April 28, 2017 for 5 years. His appointment as Independent Director of the Company was approved by Members at the 18th Annual General Meeting held on August 21, 2017.

Note: Mr. Susim Mukul Datta, Chairperson and Non Executive Independent Director of the Company tendered his resignation for personal reasons from the Board vide his letter dated August 31, 2017. Mr. Susim Mukul Datta was Member of the Audit Committee & Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee of the Company. The Company is in process of finding a suitable candidate for such vacancy.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/ Nominee) [§]
1. Audit Committee*	1. Mr. Ullal Ravindra Bhat 2. Mr. Anjan Snehmoy Chatterjee 3. Mr. Dushyant Rajnikant Mehta	Chairperson Non – Executive - Independent Director Executive Director (Chairman & Managing Director) Non – Executive - Independent Director
2. Nomination & Remuneration Committee*	1. Mr. Dushyant Rajnikant Mehta 2. Mr. Ullal Ravindra Bhat	Chairperson Non – Executive - Independent Director Non – Executive - Independent Director
3. Risk Management Committee(if applicable)	1. Mr. Indranil Ananda Chatterjee 2. Mr. Dushyant Rajnikant Mehta 3. Mr. Ullal Ravindra Bhat	Chairperson Executive Director (Whole-time Director) Non – Executive - Independent Director Non – Executive - Independent Director
4. Stakeholders Relationship Committee*	1. Mr. Anjan Snehmoy Chatterjee 2. Mr. Indranil Ananda Chatterjee	Executive Director (Chairman & Managing Director) Executive Director (Whole-time Director)
5. 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



&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.

Note:

* Mr. Susim Mukul Datta, Chairperson and Non Executive Independent Director of the Company tendered his resignation for personal reasons from the Board vide his letter dated August 31, 2017. Mr. Susim Mukul Datta was Member of the Audit Committee & Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee of the Company. The Company is in process of finding a suitable candidate for such vacancy.

1. Mr. Anjan Chatterjee, Managing Director of the Company was elected as Chairman of the Board with effect from September 11, 2017.

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
May 27, 2017	August 28, 2017	92 days
	September 11, 2017	13 days

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee Meeting August 28, 2017 September 11, 2017	Yes Yes	May 27, 2017 April 28, 2017	92 days
Nomination and Remuneration Committee Meeting September 11, 2017	Yes	May 27, 2017	NA

* 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

1. 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").*
2. The composition of the following committees is in terms of the SEBI Listing Regulations:
 - (a). Audit Committee
 - (b). Nomination and Remuneration Committee*
 - (c). Stakeholders' Relationship Committee*
 - (d). Risk Management Committee (applicable to the top 100 listed entities)
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 June 30, 2017 has been placed before the Board of Directors at their Meeting held on August 28, 2017 and there were no comments/observations/advice of the Board of Directors.

* Mr. Susim Mukul Datta, Chairperson, Non Executive Independent Director of the Company tendered his resignation for personal reasons from the Board vide his letter dated August 31, 2017. Mr. Susim Mukul Datta was Member of the Audit Committee & Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee of the Company. The Company is in process of finding a suitable candidate for such vacancy.

A. P. Kinikar



Name: Avinash Kinikar

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 III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year.

1. Name of the Listed Entity : **Speciality Restaurants Limited**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website*	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <ol style="list-style-type: none"> 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. 4. * In terms of Regulation 34 (2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Business Responsibility Report was not applicable to the Company as on March 31, 2017, hence the same is not forming part of the Annual Report and not displayed on the website of the Company. 		
<p>Name:  Avinash Kinhikar Designation: Company Secretary & Legal Head</p> <div style="text-align: right;">  </div>		