

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : Speciality Restaurants Limited

2. Quarter ending : March 31, 2017

I. Composition of Board of Directors								
Title (Mr. / MS)	Name of the Director	PAN & 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	Susim Mukul Datta	PAN No. - AAGPD6963M DIN No. - 00032812	Chairman – Non – Executive Independent Director	01-04-2014 for 5 Years	**09-02-2011 6 years 2 months	5	10	2
Mr	Anjan Snehmoy Chatterjee	PAN No. - AABPC1526A DIN No. - 00200443	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 7 years 7 months	2	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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/ Nominee) §
1. Audit Committee	1. Mr. Susim Mukul Datta 2. Mr. Anjan Snehmoy Chatterjee 3. Mr. Dushyant Rajnikant Mehta	Non – Executive - Independent Director Executive Director (Managing Director) Non – Executive - Independent Director



2. Nomination & Remuneration Committee	1. Mr. Dushyant Rajnikant Mehta 2. Mr. Susim Mukul Datta	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	Executive Director (Whole-time Director) Non – Executive - Independent Director
4. Stakeholders Relationship Committee	1. Mr. Susim Mukul Datta 2. Mr. Anjan Snehmoy Chatterjee 3. Mr. Indranil Ananda Chatterjee	Chairperson Non – Executive - Independent Director Executive Director (Managing Director) Executive Director (Whole-time Director)
5. Corporate Social Responsibility Committee	1. Mr. Dushyant Rajnikant Mehta 2. Mrs. Suchhanda Anjan Chatterjee	Non – Executive - Independent Director Executive Director (Whole-time Director)
<p>&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		
<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>
November 9, 2016	February 8, 2017	90 days
October 6, 2016	March 23, 2017	42 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 February 8, 2017 March 23, 2017	Yes Yes	November 9, 2016 October 6, 2016	90 days 42 days
Nomination and Remuneration Committee Meeting March 23, 2017	Yes	-	NA
Corporate Social Responsibility Committee Meeting February 8, 2017	Yes	October 6, 2016	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.

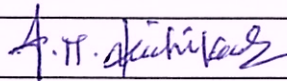


VI. Affirmations

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 December 31, 2016 has been placed before the Board of Directors at their Meeting held on February 8, 2017 and there were no comments/observations/advice of the Board of Directors.

* Mr. Jyotin Mehta, Non Executive Independent Director of the Company tendered his resignation from the Board and Committees of the Board vide his letter dated February 8, 2017 effective after the conclusion of Board Meeting held on February 8, 2017. Mr. Jyotin Mehta was Chairman of the Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee also Member of Nomination and Remuneration Committee of the Company. The Company is in process of finding a suitable candidate for such vacancy.

Name: Avinash Kinhikar



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)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
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

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
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)	NA
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

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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.

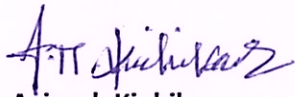


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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy – Yes

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



Name : Avinash Kinhikar
Designation: Company Secretary & Legal Head

