

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Speciality Restaurants Limited**
2. Quarter ending : **December 31, 2018**

1. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN <sup>5</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)
"Same as previous quarter"								

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</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.

\* 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. **Tenure of each Independent Director was increased by 3 months from the date of last quarter ended September 30, 2018.**



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee) <sup>§</sup>	Date of Appointment
1. Audit Committee	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	
2. Nomination & Remuneration Committee	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
3. Stakeholders Relationship Committee	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
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\*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.

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)	
August 10, 2018	November 3, 2018	84 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 November 3, 2018	Yes	August 10, 2018	84 days
Stakeholders Relationship Committee Meeting November 3, 2018	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

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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/NA. 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) – 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 September 30, 2018 has been placed before the Board of Directors at their Meeting held on November 3, 2018 and there were no comments/observations/advice of the Board of Directors.

Name: Avinash Kinhikar

*A. K. 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.