
SCRUTINIZER'S REPORT

[Pursuant to Sections 110 of the Companies Act, 2013 read with
Rules 22 of the Companies (Management and Administration) Rules, 2014]

The
Chairman
Speciality Restaurants Limited
(CIN: L55101WB1999PLC090672)
Uniworth House
3A, Gurusaday Road
Kolkata 700019

Scrutinizer's Report on Postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated 14th February, 2018 through Postal Ballot.

Sir,

1. I, Binita Pandey, Partner of, M/s. T. Chatterjee & Associates, FRN-P2007WB067100 (erstwhile S2007WB097600) Company Secretaries firm in Practice. M/s. T. Chatterjee & Associates have been appointed as a Scrutiniser by the Board of Directors of Speciality Restaurants Limited (the "Company") for conducting the postal ballot process in accordance with the Companies Act, 2013 and the rules made thereunder ("Act") in a fair and transparent manner including scrutinizing postal ballot voting including voting by electronic means (e-voting) in respect of passing of the resolutions contained in the Notice of the Company dated 14th February, 2018 through Postal Ballot ("Postal Ballot Notice").
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (a) Companies Act, 2013 and Rules thereto (b) relating to e-voting, voting by Postal Ballot on the resolutions contained in the Notice dated 14th February, 2018 through Postal Ballot including e-voting.
3. Our responsibility as a Scrutinizer is limited to prepare and submit a 'Consolidated Scrutinizer's Report' of the votes casted by the members of the Company "in favour" or "against" on the resolutions contained in the Postal Ballot Notice.
4. In accordance with the Act, Postal Ballot Notice was dispatched to the Members by prescribed modes during 20th February 2018 and 21st February 2018, the e-voting commenced on Friday, 23rd February 2018 at 10.00 a.m. Indian Standard Time ("IST") and ended on Saturday, March 24, 2018 5.00 p.m. IST for physical ballots as well as e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL).



5. The Equity Shareholders holding shares as on 16th February, 2018 (the cut-off date), were entitled to vote on the resolutions stated in the Postal Ballot Notice.

We submit our report as under:

1. After the time fixed for closing of e-voting i.e. 24th March,2018 (5.00 p.m. IST):
 - i) The votes cast through e-voting for EVSN 180215004 , ISIN- INE247M01014 was downloaded from CDSL website on 24-03-2018 ,at around 5.15p.m. IST in the presence of two witnesses, Ms. Shivani Jaiswal, ACS and Mr. Surojit Banerjee, FCA who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
 - ii) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://evotingindia.com/> and based on such reports generated and relied upon by us , the result of the e-voting is made.
2.
 - i) The postal ballot forms received by post till the time fixed for closing of the Postal Ballot i.e. for 24th March,2018 (5.00 p.m. IST), were opened in the presence of two witnesses, Ms. Shivani Jaiswal, ACS and Mr. Surojit Banerjee, FCA who are not in the employment of the Company. The postal ballot forms were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorization lodged with the Company.
 - ii) The Postal Ballots which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



The result of the scrutiny of the above postal ballot including e-voting in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

1. Special Resolution - Item No. 1 - Variation in terms of the contract or objects of the Issue:

(I) Voted in favour of the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Physical ballot	78	3908	96.30%
e-voting	33	27881457	100.00%
Total	111	27885365	100.00%

(II) Voted against the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Physical ballot	1	150	3.70%
e-voting	2	6	0.00%
Total	3	156	0.00%

(III) Invalid votes

Postal Ballot Voting	No. of members who voted	No. of votes cast by them
Physical ballot	5	147



2. Ordinary Resolution - Item No. 2 - Appointment of Mr. Rakesh Pandey (DIN 00113227) as an Independent Director of the Company :

(I) Voted in favour of the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Physical ballot	76	3781	95.53%
e-voting	33	27881438	100.00%
Total	109	27885219	100.00%

(II) Voted against the Resolution :

Postal Ballot Voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
Physical ballot	3	177	4.47%
e-voting	2	25	0.00%
Total	5	202	0.00%

(III) Invalid votes

Postal Ballot Voting	No. of members who voted	No. of votes cast by them
Physical ballot	5	147

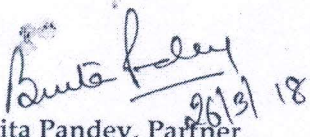


Notes:

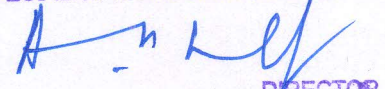
- a) Based on the data furnished to us and verified by us as above, all the resolutions contained in Postal Ballot Notice dated 14th February, 2018 are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
- b) The figures in percentage have been rounded off.
- c) The Postal Ballots along with the Electronic data and all other relevant records relating to postal ballot and e-voting are sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting and the same shall be handed over thereafter to the Chairman/person authorized by him for safe keeping.
- d) This report is issued in accordance with the terms of our engagement.

Thanking you,

Yours faithfully,
M/s. T.Chatterjee & Associates
Practising Company Secretaries Firm
(FRN No. P2007WB067100)


Binita Pandey, Partner
Practising Company Secretary
Certificate of Practice No. 19730

FOR SPECIALITY RESTAURANTS LIMITED


DIRECTOR



Place: Kolkata
Date: 26th March, 2018

