

SCRUTINIZER'S REPORT

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

To,
The
Chairman/Authorized Director(s)
Speciality Restaurants Limited (CIN L55101WB1999PLC090672)
'Uniworth House'
3A, Gurusaday Road
Kolkata 700019

Scrutinizers Report - Passing of resolutions through Postal Ballot and or remote e-voting under notice dated 12-08-2015.

Dear Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited, as a Scrutinizer vide Board Resolution dated 12-08-2015 for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company through Postal ballot and or e-voting carried out as per the provisions of section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014.
2. The Company had also provided the e-voting facility to its members as per the Provisions Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 29th October, 2015 (10:00 a.m.) to 27th November, 2015 (5.00 p.m.). My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.



3. Further to the above, I submit as under:-

- i) The e-voting period remained open from Thursday, October 29, 2015 (10.00 a.m.) to Friday, November 27, 2015 (5 p.m.)
- ii) The members of the Company as on the "cut-off date i.e. 16th October, 2015 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice dated 12-08-2015.
- iii) The results of EVSN 151021003, ISIN INE247M01014 was downloaded from CDSL website on 29-11-2015 11:50 a.m. in the presence of 2 witnesses, CS. Shraddha Gupta and CS. Shivani Jaiswal who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
- iv) 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 Central Depository Services (India) Limited ("CDSL") i.e. <https://evotingindia.com/> and based on such reports generated, the result of the e-voting is made.

4. The ballot papers were opened in the presence of the following witnesses and all ballots were counted in their presence, the witnesses are not in the employment of the Company. They have signed below in confirmation of the fact :

CS. Shraddha Gupta : *Shraddha Gupta*
CS. Shivani Jaiswal : *Shivani Jaiswal*

Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated and based on such reports generated, the result of the postal ballot is prepared .

- The Postal Ballot papers received till the time fixed for closing of Postal Ballot i.e. 5 p.m. on 27th November, 2015 were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
- The Postal Ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by Postal Ballot on the resolutions contained in the Notice dated August 12, 2015 through Postal Ballot including voting by electronic means. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Act.
6. I do hereby submit the Consolidated Scrutinizer Report of vote casted through postal ballot as well as on e-voting on the resolutions contained in the Notice dated August 12, 2015.

Special Business:-

Item No.1: Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company - Special Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7661	41354762
Number of voters voted in favour of the Resolution	38	72	110
Number of voters voted against the Resolution	4	3	7
Number of votes in favour of the Resolution	41347027	7301	41354328
Percentage of votes in favour of the Resolution	100	95.30	100
Number of votes against the Resolution	74	360	434
Percentage of votes against the Resolution	-	4.70	-



Item No.2: Adoption of new set of Articles of Association of the Company - Special Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7423	41354524
Number of voters voted in favour of the Resolution	38	70	108
Number of voters voted against the Resolution	4	5	9
Number of votes in favour of the Resolution	41347029	6958	41353987
Percentage of votes in favour of the Resolution	100	93.74	100
Number of votes against the Resolution	72	465	537
Percentage of votes against the Resolution	-	6.26	-

Item No.3: Variation of the terms of the objects of the issue - Special Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7323	41354424
Number of voters voted in favour of the Resolution	39	70	109
Number of voters voted against the Resolution	3	5	8
Number of votes in favour of the Resolution	41347054	6765	41353819
Percentage of votes in favour of the Resolution	100	92.38	100
Number of votes against the Resolution	47	558	605
Percentage of votes against the Resolution	-	7.62	-



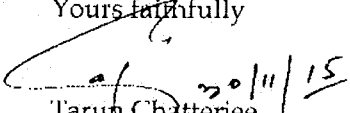
Total Number of Ballot Forms Rejected (Invalid votes)

	No. of Ballot	No. of shares	Reason of rejection	Remarks
Postal Ballot	9	751	<i>Signatures not tallied with the record</i>	

5. 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.

Thanking you,

Yours faithfully


Tarun Chatterjee
Practicing Company Secretary
Membership No.17195
COP 6935

Place: Kolkata

Date: 30-11-2015

FOR SPECIALITY RESTAURANTS LIMITED


DIRECTOR