SPECIALITY
RESTAURANTS LTD.

Morya Land Mark – 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai - 53
Tel No. (022) 62686700 Website. www.speciality.co.in

August 4, 2018

To,

General Manager,
Listing Operations,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai - 400 001.

Scrip Code: 534425

Vice President,
Listing Compliance Department,
National Stock Exchange of India Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

Scrip Code: SPECIALITY

Dear Sir/ Madam,

Sub: Submission of notice for the 19th Annual General Meeting ("AGM") of Speciality Restaurants Limited ("the Company").

Please find enclosed Notice for the AGM of the Company which is scheduled to be held on Monday, August 27, 2018 at 11:00 a.m. at at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017.

The Notice of the 19th AGM along with Attendance Slip and Proxy form and Annual Report for the financial year 2017-18 has also been uploaded on the website of the Company at www.speciality.co.in.

Kindly take this on record.

Thanking you,

Yours sincerely,

For **Speciality Restaurants Limited**

Speciality Restaurants Ltd. Mumbai

Authorized Signatory

Name: **Avinash Kinhikar**
Designation: **Company Secretary & Legal Head**
Encl: As above.

NOTICE

Notice is hereby given that the 19th Annual General Meeting (the "**AGM**") of the members of **SPECIALITY RESTAURANTS LIMITED** (the "**Members**" and such Company, the "**Company**") will be held on Monday, August 27, 2018 at 11.00 a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017 (the "**Notice**") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Board of Directors of the Company (the **"Board"**) and the Auditor's Report thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Auditor's Report thereon.
3. To appoint a Director in place of Mr. Anjan Chatterjee (DIN: 00200443), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company.**

   To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), (the "**Companies Act**") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the Articles of Association of the Company, the Company hereby approves the re-appointment of Mrs. Suchhanda Chatterjee (DIN : 00226893) as the Whole-time Director of the Company (designated as Director - Interior and Design), liable to retire by rotation, for a period of three years, with effect from July 1, 2018 up to June 30, 2021 on the following remuneration, perquisites and benefits, as approved by the Nomination and Remuneration Committee (the "**NRC**") and the Board of Directors (the **"Board"**) at each of their meetings held on May 26, 2018, respectively and on such other terms and conditions as set out in the explanatory statement:

   Remuneration:

   1. Basic Salary:

   In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2018 the basic salary shall be ₹ 87,500/- per month. Thereafter, the Board shall fix annual increments every year within the above specified limit in compliance with Schedule V of the Companies Act. First increment shall be due from July 1, 2019.

   2. Allowances:

   (a) House Rent Allowance: ₹ 43,750/- per month; and

   (b) Additional Allowance: ₹ 43,750/- per month.

   The above mentioned allowances and such other allowances, as and when decided, including such increments as may be fixed by the Board, shall not exceed 100% of the basic salary, as specified in para (1) above.

   3. Perquisites:

   In addition to the aforesaid basic salary and allowances, Mrs. Suchhanda Chatterjee shall be entitled to gratuity, mediclaim policy for herself and her family, personal accident insurance for herself and such other benefits she is entitled to in accordance with the policies of the Company.

   The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961 and the rules made thereunder and in the absence of any such provision, the perquisites shall be valued at actual cost.

   4. Commission:

   Over and above the remuneration aforesaid, she shall be eligible for commission on the Net Profits as the Board of Directors may fix every year. Provided that the total remuneration including perquisites and commission shall be within the overall limits laid down under Section 198 read with Schedule V of the Companies Act.

   5. Sitting Fees:

   Mrs. Suchhanda Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committees.

   In addition to the remuneration specified above, Mrs. Suchhanda Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites and commission including the remuneration received from other companies), shall be within the overall limits provided under the Companies Act.

   RESOLVED FURTHER THAT during the tenure of Mrs. Suchhanda Chatterjee as the Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mrs. Suchhanda Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites and commission from the Company as well as from other companies within the overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

   RESOLVED FURTHER THAT the Board be and are hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mrs. Suchhanda Chatterjee, subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board or any Committee authorised by the Board in this behalf, be and are hereby authorised to take such steps and to do all such acts, deeds, matters, things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution;

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Chairman and Managing Director, Mr. Indranil Chatterjee, Director - Commercial Operations and Mr. Avinash Kinhikar, Company Secretary and Legal Head be and are hereby severally authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities."

5. Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Whole-time Director of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), (the **"Companies Act"**) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the Articles of Association of the Company, the Company hereby approves the re-appointment of Mr. Indranil Chatterjee (DIN : 00200577) as the Whole-time Director of the Company (designated as Director - Commercial Operations), liable to retire by rotation, for a period of three years with effect from July 1, 2018 up to June 30, 2021 on the following remuneration, perquisites and benefits, as approved by the Nomination and Remuneration Committee (the "**NRC**") and the Board of Directors (the **"Board"**) at each of their meetings held on May 26, 2018, respectively and on such other terms and conditions as set out in the explanatory statement:

Remuneration:

1. Basic Salary:

In the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2018 the basic salary shall be ₹ 87,500/- per month. Thereafter, the Board shall fix annual increments every year within the above specified limit in compliance with Schedule V of the Companies Act. First increment shall be due from July 1, 2019.

2. Allowances:

(a) House Rent Allowance: ₹ 43,750/- per month; and

(b) Additional Allowance: ₹ 43,750/- per month.

The above mentioned allowances and such other allowances, as and when decided, including such increments as may be fixed by the Board, shall not exceed 100% of the basic salary, as specified in para (1) above.

3. Perquisites:

In addition to the aforesaid basic salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and such other benefits he is entitled to in accordance with the policies of the Company.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act, 1961 and the rules made thereunder and in the absence of any such provision, the perquisites shall be valued at actual cost.

4. Commission:

Over and above the remuneration aforesaid, he shall be eligible for commission on the Net Profits as the Board of Directors may fix every year. Provided that the total remuneration including perquisites and commission shall be within the overall limits laid down under Section 198 read with Schedule V of the Companies Act.

5. Sitting Fees:

Mr. Indranil Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committees.

In addition to the remuneration specified above, Mr. Indranil Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites and commission including the remuneration received from other companies), shall be within the overall limits provided under the Companies Act.

RESOLVED FURTHER THAT during the tenure of Mr. Indranil Chatterjee as the Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Indranil Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances, perquisites and commission from the Company as well as from other companies within the overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

RESOLVED FURTHER THAT the Board be and are hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Mr. Indranil Chatterjee, subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board or any Committee authorised by the Board in this behalf, be and are hereby authorised to take such steps and to do all such acts, deeds, matters, things and settle any doubts, difficulties, issues and questions in this regard as may be considered necessary, proper, desirable and expedient to give effect to this resolution;

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Chairman and Managing Director, Mrs. Suchhanda Chatterjee, Director-Interior and Design and Mr. Avinash Kinhikar, Company Secretary and Legal Head be and are hereby severally authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies, West Bengal or such other concerned authorities."

By Order of the Board
For **Speciality Restaurants Limited**

Place: Mumbai.
Date: May 26, 2018

Avinash Kinhikar
Company Secretary and Legal Head

Registered Office: Uniworth House,
3A, Gurusaday Road, Kolkata 700 019.
CIN: L55101WB1999PLC090672.
E-mail: corporate@speciality.co.in
Phone: 033-22837964/65/66.
Fax No: 033-22809282.
Website: www.speciality.co.in

Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the **"Companies Act"**) and the rules made thereunder setting out the material facts in respect of the business under item nos. 3, 4 and 5 to be transacted at the 19th annual general meeting (**"AGM"**), as set out in the notice to the AGM (the **"Notice"**) (the **"Explanatory Statement"**) is annexed hereto and forms part of the Notice.
2. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
3. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED WITH THE COMPANY EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN RELATION TO WHICH THEY ARE DEPOSITED. A PROXY FORM, FOR THE AGM IS ENCLOSED.
4. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote on any Resolution would be entitled to inspect the proxies lodged between 9.00 a.m and 6.00 p.m. during such period, provided that notice in writing of the intention to inspect the proxies lodged is given to the Company at least three days before the commencement of the Meeting.
6. Members/proxies should bring the duly filled Attendance Slip enclosed along with the Annual Report to attend the meeting.
7. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the registered office of the Company (the "**Registered Office**") on all working days, except Saturdays, during business hours, up to the date of the meeting. Copies of the relevant documents referred to above are also open for inspection in physical or electronic form by the Members at the Corporate Office of the Company at Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate, Off New Link Road, Andheri West, Mumbai - 400053 on all working days, except Saturdays, during business hours, up to the date of the meeting.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, August 21, 2018 to Monday, August 27, 2018 (both days inclusive).
9. Members are requested to address all correspondence including dividend matters, to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 (the "**Registrar**" or "**Transfer Agent**").
10. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar.
11. Unclaimed dividend for the financial years from 2012-13 to 2014-15 are held in separate bank accounts and members who have not received the dividend/encashed the warrants are advised to claim such amount from the Company or Registrar and transfer agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account and the shares on which such dividend remained unclaimed/unpaid will be transferred to Investor Education and Protection Fund established by the Central Government as per Section 124 of the Companies Act.

12. Copies of the Annual Report for the financial year 2017-18 are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report for the financial year 2017-18 are being sent by the permitted modes of service of documents.

13. The Notice, *inter-alia* indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form, will be sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participants, unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents.

14. Members may also note that the Notice and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.speciality.co.in. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection on all working days except Saturdays, during business hours. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at investor@speciality.co.in.

15. **Voting through electronic means:**

    (a) In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM) through e-voting services provided by National Securities Despositories Limited (NSDL) on all resolutions specified in this Notice.

    (b) The facility for voting, through electronic voting system or poll papers shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

    (c) The Remote e-voting commences on Friday, August 24, 2018 (from 10:00 a.m. Indian Standard Time, "**IST**") and ends on Sunday, August 26, 2018 (at 5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Monday, August 20, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

    (d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Detail of the process and manner of Remote e-voting along with the user ID and password is being sent to all the members along with the Notice.

    (e) The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Monday, August 20, 2018.

    (f) The Board has appointed M/s. T. Chatterjee & Associates, Practicing Company Secretaries firm (ICSI - Firm Unique Code No.: S2007WB097600) (the **"Scrutinizer"**) as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

    (g) The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.

    (h) The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting. The Result declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.speciality.co.in and on the website of NSDL immediately after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.

    (i) The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company www.speciality.co.in and on NSDL website www.evoting.nsdl.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

    The instructions for shareholders voting electronically are as under:

    - The remote e-voting period commences on Friday, August 24, 2018 at 10:00 a.m. (IST) and ends on Sunday, August 26, 2018, at 5:00 p.m. (IST). During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Monday, August 20, 2018, may cast their vote by electronic means in the manner and process set out herein. The remote e-voting module shall be disabled by NSDL thereafter.

      Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, however, shall not be entitled to cast their vote again at the meeting.

    - In case a person has become a member of the Company after the despatch of the Notice but on or before the cut-off date i.e. Monday, August 20, 2018, he/she may follow the same procedure as mentioned below.

    A. In case of Members receiving e-mail:

    Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

   Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

3. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Speciality Restaurants Limited.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

B. **In case of Members receiving the physical copy:**

Please follow all steps specified above to cast vote.

16. Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, the details of Director seeking appointment/re-appointment at the AGM have been annexed to this Notice.
17. In terms of the circular of the Securities and Exchange Board of India (the "**SEBI**"), every participant in the securities market is mandatorily required to submit their PAN details. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company/Registrar.
18. As per the provisions of Section 72 of the Companies Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
19. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Registrar/their Depository Participants, in respect of shares held in physical/electronic mode respectively.
20. A route map showing directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of the Secretarial Standard (SS-2) on "General Meetings".

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Companies Act").

The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 3, 4 and 5 of the Notice dated May 26, 2018.

Item No. 3: To appoint a Director in place of Mr. Anjan Chatterjee (DIN: 00200443), who retires by rotation and being eligible, has offered himself for re-appointment:

1. This Explanatory Statement is provided as an additional information to the Members though not statutorily required as per Section 102 of the Companies Act.
2. Mr. Anjan Chatterjee, was re-appointed as Managing Director of the Company at the 18th annual general meeting of the Company held on August 21, 2017 for the period of three years with effect from December 27, 2017 up to December 26, 2020.
3. Mr. Anjan Chatterjee was appointed as Chairman of the Board with effect from September 11, 2017 by the Board of Directors (the "**Board**") of the Company duly approved by their Resolution at their Meeting held on September 11, 2017.
4. The Resolution for Re-appointment of Mrs. Suchhanda Chatterjee and Mr. Indranil Chatterjee for the further period of three years has been included in the notice for the AGM. Therefore their names cannot be considered for director liable for retirement by rotation.
5. In terms of Section 149(13) of the Companies Act, 2013, the provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation is not applicable to appointment of independent directors.
6. In order to comply with the requirements of the Companies Act and Article 106 of Articles of Association of the Company, Mr. Anjan Chatterjee, Managing Director of the Company, retires by rotation and has offered himself for re-appointment.

7. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee (who is spouse of Mr. Anjan Chatterjee) for the remuneration paid to him, to the extent of shares held and the related party transactions entered into with the Company in which he is interested are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 3 of the Notice.

8. The Board recommends the resolution as set out under Item No. 3 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 4: Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company:

9. Mrs. Suchhanda Chatterjee was re-appointed as a Whole-time Director of the Company at the meeting of the Board held on May 27, 2015 for a period of three years with effect from July 1, 2015 to June 30, 2018.

10. At the annual general meeting held on August 26, 2015, the Members had approved the re-appointment and terms of remuneration of Mrs. Suchhanda Chatterjee. The term of office of Mrs. Suchhanda Chatterjee as a Whole-time Director is upto June 30, 2018.

11. Based on the recommendation of Nomination and Remuneration Committee and considering her qualification, experience, increased responsibilities on account of new projects proposed to be implemented and the significant contribution made by her to the Company, the Board at their meeting held on May 26, 2018 has, subject to the approval of the Members of the Company, approved the re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company, designated as Director-Interior and Design, liable to retire by rotation, for a further period of three years with effect from July 1, 2018. The Board has also approved the terms of remuneration payable to her during her tenure as Whole-time Director. The appointment of Mrs. Suchhanda Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to further approvals of any statutory or regulatory authorities wherever applicable.

12. Pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, read with Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of Mrs. Suchhanda Chatterjee as the Whole-time Director is subject to approval of the Members of the Company in the AGM.

13. Pursuant to the Companies Act, during the period of appointment if the Company has no profits or if its profits are inadequate in any financial year, the whole-time director shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule V of the Companies Act.

14. Mrs. Suchhanda Chatterjee has also been holding a managerial position in Situations Advertising and Marketing Services Private Limited and has drawn a remuneration for the financial year 2017-18. Since, Mrs. Suchhanda Chatterjee is drawing remuneration in more than one company, in terms of Section II of Part II of Schedule V of the Companies Act, the total remuneration drawn by her from both the companies did not exceed the higher of the maximum limit admissible from any one of the companies in which she is a managerial person.

Background of Mrs. Suchhanda Chatterjee and the remuneration payable are set out below:-

15. Mrs. Suchhanda Chatterjee holds a Bachelor's degree in Arts and has been the Whole-time Director of the Company since July, 2010. She has over 20 years of experience in the Hospitality Industry.

16. A draft of the letter of appointment proposed to be issued by the Company to Mrs. Suchhanda Chatterjee in connection with her re-appointment as the Whole-time Director of the Company and setting out the terms and conditions of her re-appointment, including the remuneration, is available for inspection by the members at the Registered Office on all working days, except Saturdays, during business hours, upto the date of the meeting.

17. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee (who is the spouse of Mr. Anjan Chatterjee) are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 5 of the Notice.

18. The Board recommends the resolution as set out under Item No. 4 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

19. The additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

    I. General Information:

    (i) **Nature of Industry:**

    The Company is engaged in the business of restaurant industry.

    (ii) **Date or expected date of commencement of commercial production:**

    Not applicable

    (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

    Not applicable

(iv) **Financial performance based on given indicators:**

₹ In Millions

Particulars	Financial Years	
	2017-18	2016-17
Paid-up Capital	469.58	469.58
Other Equity	1,821.06	2,349.88
Revenue from Operations & Other Income	3,046.94	3,211.53
Total Comprehensive Income for the year	(530.36)	(212.93)

(v) **Foreign investment or collaborations:**

The Company has a joint venture agreement with the Al Mohannadi Group and incorporated a joint venture company under the name Mainland China and Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC) in Doha, Qatar (the "JV Company") for the purpose of operating restaurant under the brand "Mainland China".

II. Information about Mrs. Suchhanda Chatterjee:

(i) **Background details:**

Please refer to paragraphs 9 to 17 of Item No. 4 mentioned above.

(ii) **Past remuneration:**

The remuneration drawn by Mrs. Suchhanda Chatterjee from the Company during the last three financial years was as under:

a) Financial year 2015-16: ₹ 2.10 million

b) Financial year 2016-17: ₹ 2.10 million

c) Financial year 2017-18: ₹ 2.10 million

(iii) **Recognition or Awards:**

The Company has won awards for various brands. The details of the awards are given on page no. 35 of the Annual Report.

(iv) **Job profile and her suitability:**

Mrs. Suchhanda Chatterjee has over 20 years of experience in the field of Hospitality Industry. She has contributed significantly to the achievements of the Company and the Board is of the opinion that her continuing appointment would be beneficial to the Company.

(v) **Remuneration proposed:**

The proposed remuneration comprises of basic salary, allowances, perquisites, commission and benefits as mentioned under Item No. 4 of this Notice subject to the provisions of Schedule V of the Companies Act.

The components of remuneration may be determined by Nomination and Remuneration Committee of the Board from time to time.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mrs. Suchhanda Chatterjee, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.

(vii) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

Except for the remuneration paid to her, to the extent of shares held and the related party transactions entered into with the Company by Mrs. Suchhanda Chatterjee and her relatives or the companies in which she is interested, which has been approved by Audit Committee, Mrs. Suchhanda Chatterjee has no other pecuniary relationship with the Company except Mr. Anjan Chatterjee (who is the spouse of Mrs. Suchhanda Chatterjee).

III. Other Information:

(i) **Reasons of loss or inadequate profits:**

Reduction in discretionary spending power of consumers, the negative same store sales growth and lower footfalls during the weekdays has affected the profitability of the restaurant industry, in general, and thereby resulted in decline in the profitability level. The longer break-even in some of the restaurants, Impairment of Investment and receivables, reversal of Deferred Tax Asset, denial of Input Tax Credit under the Goods and Service Tax, Share of Loss in Joint Venture company resulted in loss during the financial year 2017-18.

(ii) **Steps taken or proposed to be taken for improvement:**

The Company is taking steps to control costs and in the process of closing unviable restaurants with the aim of optimising the cost and improving the revenue and profits.

(iii) **Expected increase in productivity and profits in measurable terms:**

The Company expects to achieve desired level of revenue and profitability over a period of time.

IV. Disclosures:

The relevant disclosures with regard to the remuneration, service contracts, notice period, stock options etc., have been given on page no. 68 of the Annual Report.

Item No. 5: Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Whole-time Director of the Company:

20. Mr. Indranil Chatterjee was re-appointed as a Whole-time Director of the Company at the meeting of the Board held on May 27, 2015 for a period of three years with effect from July 1, 2015 to June 30, 2018.
21. At the annual general meeting held on August 26, 2015, the Members had approved the re-appointment and terms of remuneration of Mr. Indranil Chatterjee. The term of office of Mr. Indranil Chatterjee as a Whole-time Director is upto June 30, 2018.
22. Based on the recommendation of Nomination and Remuneration Committee and considering his significant contributions made by him to the Company, the Board of the Company at their meeting held on May 26, 2018 has, subject to the approval of the Members of the Company, approved the re-appointment of Mr. Indranil Chatterjee as a Whole-time Director of the Company, designated as Director-Commercial Operations, liable to retire by rotation, for a further period of three years with effect from July 1, 2018. The Board has also approved the terms of remuneration payable to him during his tenure as Whole-time Director. The appointment of Mr. Indranil Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to further approvals of any statutory or regulatory authorities wherever applicable.
23. Pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, read with Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of Mr. Indranil Chatterjee as the Whole-time Director is subject to approval of the Members of the Company in the AGM.
24. Pursuant to the Companies Act, during the period of appointment if the Company has no profits or if its profits are inadequate in any financial year, the Managerial Personnel shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule V of the Companies Act.

Background of Mr. Indranil Chatterjee and the remuneration payable are set out below:-

25. Mr. Indranil Chatterjee holds a Bachelor's degree in Commerce and a post graduate Diploma in Business Management and has been the Whole-time Director of the Company since July, 2010. He has over 30 years of experience in the field of Finance and Marketing.
26. A draft of the letter of appointment proposed to be issued by the Company to Mr. Indranil Chatterjee in connection with his re-appointment as the Whole-time Director of the Company which sets out the terms and conditions of his re-appointment including the proposed remuneration is available for inspection by the members at the Registered Office on all working days, except Saturdays, during business hours, upto the date of the meeting.
27. None of the Directors of the Company or Key Managerial Personnel or their relatives except Mr. Indranil Chatterjee are in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 5 of the Notice.
28. The Board recommends the resolution as set out under Item No. 5 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.
29. The additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

I. General Information:

(i) **Nature of Industry:**

The Company is engaged in the business of restaurant industry.

(ii) **Date or expected date of commencement of commercial production:**

Not applicable

(iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

(iv) **Financial performance based on given indicators:** ₹ In Millions

Particulars	**Financial Years**	
	2017-18	**2016-17**
Paid-up Capital	469.58	469.58
Other Equity	1,821.06	2,349.88
Revenue from Operations & Other Income	3,046.94	3,211.53
Total Comprehensive Income for the year	(530.36)	(212.93)

(v) **Foreign investment or collaborations:**

The Company has a joint venture agreement with the Al Mohannadi Group and incorporated a joint venture company under the name Mainland China and Indigrill Restaurant LLC (erstwhile Mainland China Restaurant LLC) in Doha, Qatar (the "JV Company") for the purpose of operating restaurant under the brand "Mainland China".

II. Information about Mr. Indranil Chatterjee:

(i) **Background details:**

Please refer to paragraphs 20 to 27 of Item No. 5 mentioned above.

(ii) **Past remuneration:**

The remuneration drawn by Mr. Indranil Chatterjee from the Company during the last three financial years was as under:

a) Financial year 2015-16: ₹ 2.10 million

b) Financial year 2016-17: ₹ 2.10 million

c) Financial year 2017-18: ₹ 2.10 million

(iii) **Recognition or Awards:**

The Company has won awards for various brands. The details of the awards are given on page no. 35 of the Annual Report.

(iv) **Job profile and his suitability:**

Mr. Indranil Chatterjee has close to 30 years of experience in the field of Finance and Marketing. He has contributed significantly to the achievements of the Company and the Board is of the opinion that his continuing appointment would be beneficial to the Company.

(v) **Remuneration proposed:**

The proposed remuneration comprises of basic salary, allowances, perquisites, commission and benefits as mentioned under Item No. 5 of this Notice subject to the provisions of Schedule V of the Companies Act.

The components of remuneration may be determined by Nomination and Remuneration Committee of the Board from time to time.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Indranil Chatterjee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.

(vii) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

Except for the remuneration paid to him and to the extent of shares held, Mr. Indranil Chatterjee has no other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) **Reasons of loss or inadequate profits:**

Reduction in discretionary spending power of consumers, the negative same store sales growth and lower footfalls during the weekdays has affected the profitability of the restaurant industry, in general, and thereby resulted in decline in the profitability level. The longer break-even in some of the restaurants, Impairment of Investment and receivables, reversal of Deferred Tax Asset, denial of Input Tax Credit under the Goods and Service Tax, Share of Loss in Joint Venture company resulted in loss during the financial year 2017-18.

(ii) **Steps taken or proposed to be taken for improvement:**

The Company is taking steps to control costs and in the process of closing unviable restaurants with the aim of optimising the cost and improving the revenue and profits.

(iii) **Expected increase in productivity and profits in measurable terms:**

The Company expects to achieve desired level of revenue and profitability over a period of time.

IV. Disclosures:

The relevant disclosures with regard to the remuneration, service contracts, notice period, stock options etc., have been given on page no. 68 of the Annual Report.

By Order of the Board
For **Speciality Restaurants Limited**

Place: Mumbai.
Date: May 26, 2018

Avinash Kinhikar
Company Secretary and Legal Head

Registered Office: Uniworth House,
3A, Gurusaday Road, Kolkata 700 019.
CIN: L55101WB1999PLC090672.
E-mail: corporate@speciality.co.in
Phone: 033-22837964/65/66.
Fax No: 033-22809282.
Website: www.speciality.co.in

Details of the Director seeking appointment / re-appointment at the 19th AGM

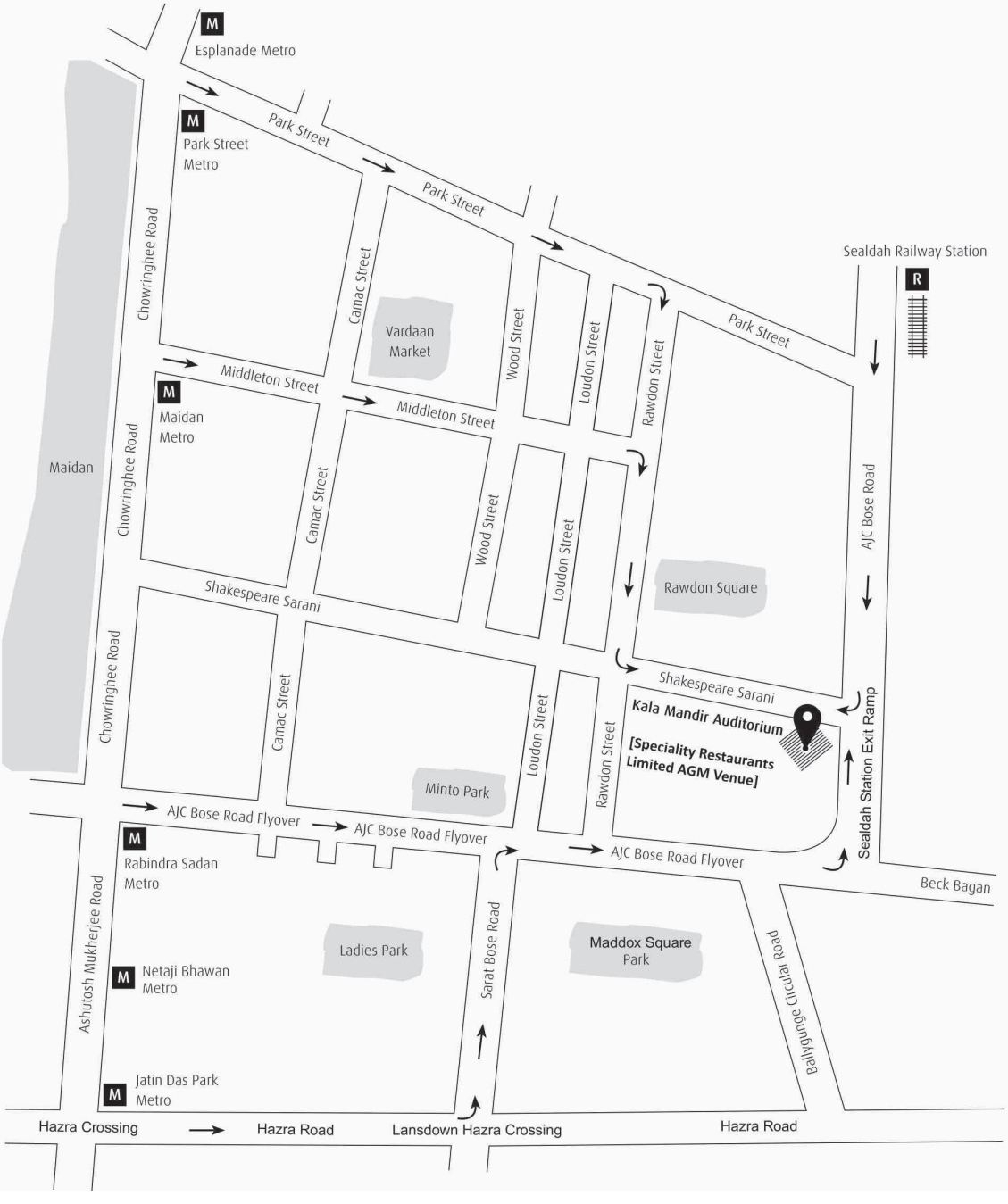
(Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	**Mr. Anjan Chatterjee**	**Mrs. Suchhanda Chatterjee**	**Mr. Indranil Chatterjee**
Director Identification Number (DIN)	00200443	00226893	00200577
Date of Birth and Age	February 16, 1959, 59 years	October 9, 1965, 53 years	April 22, 1960, 58 years
Date of First Appointment on the Board	December 1, 1999	December 1, 1999	August 18, 2005
Qualifications	Bachelor's Degree in Science and a Diploma in Hotel Management, Catering Technology and Applied Nutrition.	B.A.	B.Com., Post Graduate Diploma in Business Management
Brief Resume	Mr. Anjan Chatterjee is a Chairman and Managing Director of the Company. He has been Director of the Company since December 1, 1999. He holds Bachelor's Degree in Science from University of Calcutta and obtained a Diploma in Hotel Management, Catering Technology and Applied Nutrition from the State Council for Engineering and Technical Education, West Bengal. He has over 30 years of experience in the advertising and hospitality industry which includes training at The Indian Hotels Company Limited as a Management Trainee.	Mrs. Suchhanda Chatterjee is a whole-time Director of the Company. She has been Director of the Company since December 1, 1999. She holds a Bachelor's Degree in Arts from University of Calcutta. She has over 20 years of experience in the Hospitality industry.	Mr. Indranil Chatterjee, is a whole-time Director of the Company. He has been a Director of the Company since August 18, 2005. He holds a Bachelor's Degree in Commerce from University of Calcutta and a Post Graduate Diploma in Business Management from Institute of Modern Management, Calcutta.
Current Designation	Chairman & Managing Director	Whole-time Director designated as Director-Interior & Design.	Whole-time Director designated as Director – Commercial Operations
Nature of expertise in specific functional areas	Over 30 years of experience in Advertising and Hospitality industry.	Over 20 years of experience in the Hospitality industry.	Over 30 years of experience in the field of Finance and Marketing.
Details of other Directorships/Membership/ Chairmanships of the Committees of other Boards*	Nil	Nil	Nil
(i) Names of listed entities in which the person holds the Directorship and	Chairman & Managing Director of Speciality Restaurants Limited.	Whole-Time Director of Speciality Restaurants Limited.	Whole-Time Director of Speciality Restaurants Limited.
(ii) the Membership of Committees of the Board **	Speciality Restaurants Limited Audit Committee – Member Stakeholders Relationship Committee - Member	-	Speciality Restaurants Limited Stakeholders Relationship Committee - Member
Disclosure of relationship with other Directors inter se, Manager, and other Key Managerial Personnel of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company except Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company except Mr. Anjan Chatterjee, Chairman & Managing Director of the Company.	Not related to any Director, Manager and other Key Managerial Personnel of the Company.
No. of shares held in the Company	1,20,70,000	1,19,70,000	1,299
Terms and conditions of appointment	Terms and conditions of appointment approved at the 18th AGM held on August 21, 2017.	Refer Item No. 4 of the AGM Notice.	Refer Item No. 5 of the AGM Notice.
Details of remuneration sought to be paid	Not Applicable since the Managing Director retires by rotation. Members have already approved the Special Resolution for re-appointment of Mr. Anjan Chatterjee as a Managing Director of the Company for a period of three years with effect from December 27, 2017 at the 18th AGM held on August 21, 2017.	Refer Item No. 4 of the AGM Notice.	Refer Item No. 5 of the AGM Notice.
Last drawn remuneration	₹ 60,00,000/- for the financial year 2017-18.	₹ 21,00,000/- for the financial year 2017-18.	₹ 21,00,000/- for the financial year 2017-18.
No of meetings of the Board attended during the financial year 2017-18	4 Meetings	4 Meetings	5 Meetings

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies.

**Only two committees viz. Audit Committee and Shareholders Relationship Committee have been considered.

Route map of **19th AGM Venue** of **Speciality Restaurants Limited**



SPECIALITY
RESTAURANTS LTD.

SPECIALITY RESTAURANTS LIMITED

Corporate Identity Number (CIN):-L55101WB1999PLC090672
Registered Office: Uniworth House, 3A, Gurusaday Road, Kolkata 700019.
Tel. No. (91 33) 2283 7964/65/66. Fax No: (91 33) 2280 9282
Corp. Off.: Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate,Off. New Link Road, Andheri West, Mumbai- 400053.
Tel. No.: (91 22) 6268 6700 Website: www.speciality.co.in Email: corporate@speciality.co.in

ATTENDANCE SLIP
19th ANNUAL GENERAL MEETING ON AUGUST 27, 2018 AT KOLKATA.

Sr.No.:

Registered Folio / DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1 **Joint Holder 2**	
Number of Shares held	

I hereby record my presence at the **NINETEENTH ANNUAL GENERAL MEETING** of the Company held at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 on **Monday, August 27, 2018 at 11.00 a.m. and at any adjournment thereof.**

_____
Name of Member/Proxy*/
Authorised Representative
(in Block Letters)

_____
Signature of Member/Proxy*/
Authorised Representative

* Strike out whichever is not applicable.

1. Please bring the Attendance Slip duly signed and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**
2. Members/Proxy holders are requested to bring the copy of the annual report and the attendance slip to the Annual General Meeting.
3. Members receiving the Annual Report along with the Attendance Slip and Proxy Form through email at the address registered with the Registrar/Depository Participants are requested to print the copy of this Attendance Slip and bring the same duly signed and hand it over at the Entrance of the Meeting Hall.
4. The Company is offering the facility of voting through electronic means to its Members in respect of the business to be transacted at the Nineteenth Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Company has engaged the services of National Securities Depository Limited as authorised agency to provide remote e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	USER ID	Default PAN#
108795		

Note: Please read the instructions for remote e-voting given in Notice convening the 19th Annual General Meeting carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.

Only members who have not updated their PAN with the company / Depository Participants shall use the default PAN in the PAN field.

SPECIALITY
RESTAURANTS LTD.

SPECIALITY RESTAURANTS LIMITED

Corporate Identity Number (CIN):-L55101WB1999PLC090672
Registered Office: Uniworth House, 3A, Gurusaday Road, Kolkata 700019.
Tel.No. (91 33) 2283 7964/65/66. Fax No: (91 33) 2280 9282
Corporate Office: Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate,
Off. New Link Road, Andheri West, Mumbai- 400053. Tel. No. (91 22) 6268 6700
Website: www.speciality.co.in Email: corporate@speciality.co.in

PROXY FORM

(Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s) :

Registered Address :

E-mail ID :

Folio No. /Client ID :

DP ID :

I/We being the Member(s) of Speciality Restaurants Limited holding _____ shares hereby appoint:-

1. Name:
   Address:
   E-mail Id:_____Signature_____or failing him

2. Name:
   Address:
   E-mail Id:_____Signature_____or failing him

3. Name:
   Address:
   E-mail Id:_____Signature_____or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **NINENTEENTH ANNUAL GENERAL MEETING** of the Company to be held on **Monday, August 27, 2018 at 11.00 a.m.** at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof, in respect of the resolutions, as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Auditor's Report thereon.
3. To appoint a Director in place of Mr. Anjan Chatterjee (DIN: 00200443), who retires by rotation and being eligible, has offered himself for re-appointment.
4. Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company.
5. Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Whole-time Director of the Company.

Signed this--------day of----------2018.

Afffix
Revenue
Stamp

Signature of the Member(s): ----------

Signature of the Proxyholder (s):----------

Note: This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.