



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

March 26, 2018

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

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

Scrip Code: 534425

Scrip Code: SPECIALITY

Dear Sir/ Madam,

Ref: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Sub: Result of Postal Ballot on the resolutions proposed in the Postal Ballot Notice dated February 14, 2018 and disclosure of voting results as per Regulation 44(3) of the Listing Regulations.

Further to our letter dated February 21, 2018 enclosing therewith the Postal Ballot Notice dated February 14, 2018 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Act").

In this connection we wish to inform you as under:

M/s. T. Chatterjee & Associates, Practicing Company Secretaries, FRN-P2007WB067100 (erstwhile S2007WB097600) was appointed as Scrutiniser by the Board of Directors of Speciality Restaurants Limited (the "**Company**"). Ms. Binita Pandey, Partner of M/s. T. Chatterjee & Associates, has submitted a report dated March 26, 2018 to the Chairman of the Company.

The details of the combined voting results (i.e. the results of e-voting together with the votes casted by postal ballot forms received from the Members) under Regulation 44(3) of the Listing Regulations in the format prescribed under SEBI Circular bearing number CIR/CFD/CMD/8/2015 dated November 4, 2015, along with the consolidated report from the Scrutinizer dated March 26, 2018 which are enclosed as **Annexure A** and **Annexure B**, respectively.

The resolutions set out in the postal ballot notice dated February 14, 2018 have been approved with requisite majority and passed on March 24, 2018, being the last date of receipt of postal ballot forms.



Registered Office : 'Uniworth House' 3A Gurusaday Road, Kolkata - 700019.
CIN: L55101WB1999PLC090672. Tel. No. (91 33) 2283 7964/65/66. Fax No. (91 33) 2280 9282.
Email: corporate@speciality.co.in.



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The voting results along with the scrutinizer's report will also be made available on the website of the Company at www.speciality.co.in.

You are requested to kindly take the same on record.

Kindly acknowledge the receipt.

Thanking you,
Yours sincerely,

For **Speciality Restaurants Limited**


Authorized Signatory



Name: Avinash Kinhikar
Designation: Company Secretary & Legal Head

Encl: As above

ANNEXURE A

Name of the Company	SPECIALITY RESTAURANTS LIMITED
Date of the Postal Ballot	Notice dated February 14, 2018 (Voting start date: February 23, 2018 and voting end date: March 24, 2018.
Total Number of Shareholders on record date	13,523 As on Cut-off date February 16, 2018
No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 2. Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: 1. Promoters and Promoter Group: 2. Public:	Not Applicable



Speciality Restaurants Limited

Resolution Required : (Special)

1 - Variation in terms of the contract or objects of the Issue

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2])/([1])}*100	[4]	[5]	[6]={([4])/([2])}*100	[7]={([5])/([2])}*100
Promoter and Promoter Group	E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24040000	99.9998	24040000	0	100.0000	0.0000
Public Institutions	E-Voting	3859490	3833470	99.3258	3833470	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3833470	99.3258	3833470	0	100.0000	0.0000
Public Non Institutions	E-Voting	19058110	7993	0.0419	7987	6	99.9249	0.0751
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		4058	0.0213	3908	150	96.3036	3.6964
	Total		12051	0.0632	11895	156	98.7055	1.2945
Total		46957657	27885521	59.3844	27885365	156	99.9994	0.0006



Speciality Restaurants Limited

Resolution Required : (Ordinary)

2 - Appointment of Mr. Rakesh Pandey (DIN: 00113227) as an Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24040000	99.9998	24040000	0	100.0000	0.0000
Public Institutions	E-Voting	3859490	3833470	99.3258	3833470	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3833470	99.3258	3833470	0	100.0000	0.0000
Public Non Institutions	E-Voting	19058110	7993	0.0419	7968	25	99.6872	0.3128
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3958	0.0208	3781	177	95.5280	4.4720
	Total		11951	0.0627	11749	202	98.3098	1.6902
Total		46957657	27885421	59.3842	27885219	202	99.9993	0.0007



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

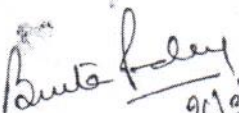


Notes:

- 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
Practicing 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

