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) 3341 6700 Fax No. (022) 3340 6878 Website. www.speciality.co.in

July 28, 2017

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 18th Annual General Meeting ("AGM") and intimation of cut-off date for voting.

Please find enclosed the Notice for the AGM of Speciality Restaurants Limited (**"the Company"**) which is scheduled to be held on Monday, August 21, 2017 at 11:00 a.m. at Kolkata.

The Notice for the AGM has also been uploaded on the website of the Company at www.speciality.co.in.

Pursuant to the Companies (Management and Administration) Rules, 2014, the Company has fixed August 14, 2017 as the cut off date for the purpose of determining the eligibility of members to vote by electronic means or in the AGM.

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.

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

NOTICE

Notice is hereby given that the 18th Annual General Meeting (the "**18th AGM**") of the members of **SPECIALITY RESTAURANTS LIMITED** (the **"Members"** and such Company, the "**Company**") will be held on Monday, August 21, 2017 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, 2017, 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, 2017, together with the Auditor's Report thereon.
3. To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who is liable to retire by rotation and being eligible, has offered herself for re-appointment.
4. **Ratification of appointment of Statutory Auditors and fixing their remuneration:**

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time (the "**Companies Act**"), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number: 117366 W/W-100018), as the statutory auditors of the Company to hold office from the conclusion of this 18th AGM until the conclusion of the next annual general meeting of the members of the Company on such remuneration to be fixed by the Board based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses including applicable taxes in connection with the audit of accounts of the Company for the financial year ending on March 31, 2018."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company:**

   To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 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) (**"Companies Act"**) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment of Mr. Anjan Chatterjee, (DIN: 00200443) as the Managing Director of the Company, not liable to retire by rotation, for a period of three years with effect from December 27, 2017 upto December 26, 2020, on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called **"NRC"**) and the Board of Directors (the **"Board"**) at each of their meetings held on May 27, 2017 respectively and on such other terms and conditions as set out in the explanatory statement:

   Remuneration:

   1. Basic Salary:-

   In the range of ₹ 2,00,000/- to ₹ 7,00,000/- per month. In the first year it shall be ₹ 2,50,000/- per month. Thereafter, the Board of Directors 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 December 27, 2018.

   2. Allowances:

   (i) House Rent Allowance ₹ 1,25,000/- per month.

   (ii) Additional Allowance ₹ 1,25,000/- per month.

   The above allowances together with such other allowances as and when decided with such increments as may be fixed by the Board shall not exceed 100 percent of the basic salary mentioned at (1) above.

   3. Perquisites:

   In addition to the aforesaid salary and allowances, Mr. Anjan Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and other benefits in accordance with the rules 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 wherever applicable and in the absence of any such provision, 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. Anjan Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof.

   In addition to the remuneration specified above, Mr. Anjan 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 laid down under the Companies Act.

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

RESOLVED FURTHER THAT the Board be and is 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 of Directors and Mr. Anjan Chatterjee subject to the limits prescribed under Companies Act;

RESOLVED FURTHER THAT the Board or any Committee thereof that may be authorized by the Board in this behalf, be and is hereby authorised to take such steps and do all such acts, deeds, matters and 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. Indranil Chatterjee, Director-Commercial Operations and Mr. Avinash Kinhikar, Company Secretary & 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."

6. Appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as an Independent Director of the Company:

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

"RESOLVED THAT Mr. Ullal Ravindra Bhat (DIN: 00008425), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 28, 2017, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the **"Companies Act"**) and Article 99 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, read with Schedule IV of the Companies Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Ullal Ravindra Bhat, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years with effect from April 28, 2017 upto April 27, 2022, be and is hereby approved."

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

Place: Mumbai.
Date: May 27, 2017

Avinash Kinhikar
Company Secretary & 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, relating to the special business to be transacted at the 18th AGM, as set out in the notice to the 18th 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 18th 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 18th 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 atleast 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 Monday, August 14, 2017 to Monday, August 21, 2017 (both days inclusive).
9. Members are requested to address all correspondence including dividend matters, to the Company's Registrar and Share Transfer Agents, 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 correspond with Mr. Avinash Kinhikar, Company Secretary & Legal Head, at the Company's Corporate Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, 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 2016-17 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 2016-17 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 2016-17 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 Central Depository Services (India) Limited (CDSL) on all resolutions specified in this Notice.
    (b) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot shall be able to exercise their right at the meeting.
    (c) The Remote e-voting commences on Friday, August 18, 2017 (10:00 a.m. Indian Standard Time "IST") and ends on Sunday, August 20, 2017 (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 14, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL 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) In terms of the Companies (Management and Administration) Rules, 2014, as amended, with respect to voting through electronic means, the Company is also offering the facility for voting by way of ballot at the 18th AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting and by ballot, may vote at the 18th AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the 18th 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 14, 2017.
    (f) The Board of Directors (the **"Board"**) has appointed Mr. Tarun Chatterjee (Membership No.A17195/C.P. No. 6935) of M/s. T. Chatterjee & Associates, Practising Company Secretaries, (the "**Scrutinizer**") as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
    (g) Members who do not have access to e-voting facility may send duly completed Ballot Form in the self-addressed prepaid postage envelope, enclosed with the Annual Report, directly to the Scrutinizer so as to reach the Scrutinizer appointed by the Board, Mr. Tarun Chatterjee, Practicing Company Secretary, not later than Sunday, August 20, 2017 (5.00 p.m. IST).
    (h) Ballot Form received after Sunday, August 20, 2017, at 5.00 p.m. IST will be treated as invalid.

(i) Members have the option to request for duplicate physical copy of the Ballot Form by sending an e-mail to investor@speciality.co.in by mentioning their Folio / DP ID and Client ID. However, the duly completed Ballot Form should reach Scrutinizer appointed by the Board, Mr. Tarun Chatterjee, Practicing Company Secretary, not later than Sunday, August 20, 2017 (5.00 p.m. IST).

(j) In case you have any queries or issues regarding e-voting, you may refer to the frequently asked questions ("**FAQs**") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

(k) 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.

(l) 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 CDSL immediately after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.

(m) The results of voting will be declared and published, alongwith consolidated Scrutinizer's Report, on the website of the Company www.speciality.co.in and on CDSL website www.cdslindia.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 18th AGM.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period commences on Friday, August 18, 2017 at 10:00 a.m. (IST) and ends on Sunday, August 20, 2017, 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 14, 2017, may cast their vote by electronic means in the manner and process set out herein. The remote e-voting module shall be disabled by CDSL thereafter.
- Shareholders who have cast their vote by remote e-voting prior to the meeting or by ballot form prior to the AGM may also attend the meeting, however, shall not be entitled to cast their vote again at the meeting.
- Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- 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 14, 2017, he/she may follow the same procedure as mentioned below.

A. **In case of Members receiving e-mail:**

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders/Members

(iii) Now enter your User ID as follows:

a. Members registered with CDSL enter your 16 digits beneficiary ID.

b. Members registered with NSDL enter your 8 Character DP ID followed by 8 Digits Client ID.

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and click on "Login"

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "Submit" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the "EVSN" for 'Speciality Restaurants Limited' on which you choose to vote.

(xi) On the voting page, you will see "Resolution Description" and against the same the option "Yes/No" for voting. Select the option "Yes" or "No" as desired. The option "Yes" implies that you assent to the resolution and option "No" implies that you dissent to the resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "Submit". A confirmation box will be displayed. If you wish to confirm your vote, click on "Ok". To change your vote, click on "Cancel" and accordingly modify your vote.

(xiv) Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xvi) If a demat account holder have forgotten the changed password, then enter your User ID and the image verification code and click on "Forgot Password" and enter the requisite details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians:**

- Non-individual shareholders (i.e. members other than Individuals, HUF, NRI, etc.) and custodians are required to log on to www.evotingindia.com and register themselves as "Corporates".
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of such accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the list of accounts they would be able to cast their vote.
- A scanned certified true copy of the board resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for verification by the Scrutinizer.

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

Please follow all steps from serial no. A. (i) to (xviii) 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 18th 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 18th 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. 4, 5 and 6 of the Notice dated May 27, 2017.

Item No. 4: Ratification of appointment of Statutory Auditors and fixing their remuneration

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. M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (**"AGM"**) of the Company held on September 15, 2014, from the conclusion of the 15th AGM until the conclusion of the 20th AGM to be held in the year 2019.
3. As per the provisions of Section 139(1) of the Companies Act, their appointment for the above tenure is subject to ratification by Members at every AGM.
4. Accordingly, ratification of the Members is being sought for the appointment of the Statutory Auditors, as per the proposal contained in the Resolution set out under Item No. 4 of the Notice.
5. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 4 of the Notice.
6. The Board of Directors of the Company (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.

Item No. 5: Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company

7. Mr. Anjan Chatterjee was appointed as Managing Director of the Company at the meeting of the Board held on November 6, 2012 for a period of five years effective from December 27, 2012 to December 26, 2017. The appointment was approved by the Members at the AGM held on August 13, 2013.
8. The approval of the Members was also received at the AGM held on August 26, 2015 for the remuneration received by Mr. Anjan Chatterjee, (who is a managerial personnel in more than one company) in excess of the limits prescribed under Section V of Part II of Schedule V of the Companies Act. The Members inter alia authorized the Board 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. Anjan Chatterjee.
9. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its Meeting held on May 27, 2017 has, subject to the approval of the Members, approved re-appointment of Mr. Anjan Chatterjee as the Managing Director of the Company for a period of three years with effect from December 27, 2017. The Board has also approved terms of remuneration payable to him during his tenure as the Managing Director. The appointment of Mr. Anjan Chatterjee as Managing Director and payment of remuneration is subject to the approval of the Members of the Company and subject to such other approvals of applicable authorities, if any, under applicable laws.
10. Pursuant to the provisions of Sections 196, 197 & 203 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. Anjan Chatterjee as the Managing Director is subject to approval of the Members of the Company in AGM .
11. Pursuant to the Companies Act, if the Company has no profits or if its profits are inadequate in any financial year, the Managing Director of the Company shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule V of the Companies Act.
12. Mr. Anjan Chatterjee has also been holding the managerial position in Situations Advertising and Marketing Services Private Limited and has drawn a remuneration for the financial year 2016-17. Since, Mr. Anjan 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 him from both the companies did not exceed the higher of the maximum limit admissible from any one of the companies in which he is a managerial person.
13. **Background of Mr. Anjan Chatterjee and the remuneration payable are set out below:-**

    Mr. Anjan Chatterjee, aged 58 years, holds a Bachelor's degree in Science and Diploma in Hotel Management. He has been Managing Director of the Company since 2007 and experience of over 30 years in the Advertising and Hospitality Industry.

    Mr. Anjan Chatterjee was the Vice President of National Restaurants Association of India.
14. A draft of the letter of appointment proposed to be issued by the Company to Mr. Anjan Chatterjee in connection with his re-appointment as the Managing Director of the Company and setting out the terms and conditions of his 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.
15. The Managing Director shall not be liable to retire by rotation.
16. The Managing Director shall act under the overall supervision and direction of the Board. Save as aforesaid, the Managing Director is vested with the management and control of the Company and is hereby authorised to exercise all the powers of management of the Company and its business save and except such powers as are required by law for the time being in force to be exercised by the Company in the General Meeting or by the Board.
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. 5 of the accompanying Notice for approval of the Members to be passed as a Special 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**		
	2016-17	**2015-16**	**2014-15**
Paid-up Capital	469.58	469.58	469.58
Reserves and Surplus	2382.21	2609.26	2606.63
Turnover & Other Income	3176.61	3296.45	3070.91
Net Profit as per Profit and Loss Account (after tax)	(227.05)	2.63	94.52
Amount of Dividend (including Dividend Tax)	Nil	Nil	56.57
Rate of Dividend declared	Nil	Nil	10%

(v) **Foreign investment or collaborations, if any:**

The Company has entered into a joint venture agreement with the Al Mohannadi Group for the purpose of setting up a restaurant under the brand name "Mainland China" and has incorporated a joint venture company in the financial year 2013-14 under the name of "Mainland China Restaurant LLC" in Doha, Qatar (the **"JV Company"**).

The Company had invested 4,90,000 QAR (Qatari Riyal) in the JV Company by way of subscription of 490 fully paid-up equity shares of QAR 1000 each of the JV Company.

II. **Information about Mr. Anjan Chatterjee:**

(i) **Background details:**

Please refer to paragraphs 7 to 16 of Item No. 5 mentioned above.

(ii) **Past remuneration:**

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

a) Financial year 2014-15: ₹ 6.00 million

b) Financial year 2015-16: ₹ 6.00 million

c) Financial year 2016-17: ₹ 6.00 million

(iii) **Recognition or Awards:**

The Company has won multiple awards for various brands initiated under the leadership of Mr. Anjan Chatterjee. The details of the awards are given on page no. 33 of the Annual Report.

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

Mr. Anjan Chatterjee has over 30 years of experience in the Advertising and Hospitality Industry and is responsible for the overall supervision, control and management of the Company. 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, 2013.

(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. Anjan 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 the related party transactions entered into with the Company by Mr. Anjan Chatterjee and his relatives or the companies in which he is interested, which has been approved by Board including Audit Committee, Mr. Anjan Chatterjee has no other pecuniary relationship with the Company except Mrs. Suchhanda Chatterjee (who is the spouse of Mr. Anjan Chatterjee).

III. Other Information:

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

Reduction in discretionary spending power of consumers, the negative same store sale 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 period in some of the restaurants also resulted in loss.

(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. 65 of the Annual Report.

Item No. 6:- Appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as an Independent Director of the Company.

20. The Board of Directors appointed Mr. Ullal Ravindra Bhat (DIN: 00008425) (an Additional Director), as an Independent Director of the Company for a term of five years with effect from April 28, 2017, subject to the approval of the Members. In terms of Section 161 of the Companies Act and Article 99 of the Articles of Association of the Company, Mr. Ullal Ravindra Bhat holds office as an Additional Director up to the date of the forthcoming AGM of the Company, but is eligible for appointment as Director. The Company has received Notice pursuant to Section 160 of the Companies Act, from a Member proposing his candidature for the office of Director of the Company at the forthcoming AGM of the Company. The Board commends to the Members his appointment as Director of the Company.
21. Mr. Ullal Ravindra Bhat holds a Master's degree in Science from Indian Institute of Technology, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.
22. Mr. Ullal Ravindra Bhat is a respected commentator in the electronic and print media and has been writing a well regarded editorial column for more than a decade in the Economic Times, one of the world's largest financial dailies. He has been closely involved in formulating policies for benchmark indices for the Stock Exchange, Mumbai as a member of its Index Committee. He has been active in the area of Corporate Governance both in his writing and speaking engagements. He is, also a member of the Corporate Governance Committee of the Indian Merchants Chamber. He has been invited to the Board of Directors of several companies in India as an independent Director. He is currently on the board of directors of The Karnataka Bank Ltd., Axis Asset Management Co. Ltd., Edelweiss Asset Management Ltd., IRIS Business Services Ltd., Subhkam Capital Ventures Pvt. Ltd., Repro India Ltd., Dalton Capital Advisors (India) Pvt. Ltd and BlueStreet Capital Management Pvt. Ltd.
23. Mr. Ullal Ravindra Bhat is a Non-Executive Director and is considered as "independent" under the Companies Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").
24. As per the provisions of Section 149 of the Companies Act, an Independent Director shall hold office for a term up to five years on the Board of directors of a company and is not liable to retire by rotation. Mr. Ullal Ravindra Bhat has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act and under the Listing Regulations.
25. The matter regarding the appointment of Mr. Ullal Ravindra Bhat as an Independent Director was placed before the Board, based on the recommendation of the Nomination and Remuneration Committee, which commends his appointment as an Independent Director of the Company.
26. In the opinion of the Board, Mr. Ullal Ravindra Bhat fulfils the conditions specified in the Companies Act and the rules made thereunder for appointment as an Independent Director and is independent of the management of the Company.
27. In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, the appointment of Mr. Ullal Ravindra Bhat is now being placed before the Members in AGM for their approval.
28. The terms and conditions of appointment of Mr. Ullal Ravindra Bhat shall be open for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day of the Company upto the date of the AGM.
29. None of the Directors except Mr. Ullal Ravindra Bhat or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 6 of the Notice.
30. The Board recommends the Resolution set out under Item No. 6 of the accompanying Notice for approval of Members as an Ordinary Resolution.

By Order of the Board

For **Speciality Restaurants Limited**

Place: Mumbai.
Date: May 27, 2017

Avinash Kinhikar
Company Secretary & 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 Directors seeking appointment / re-appointment at the 18th AGM

(Pursuant to Regulation26(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)

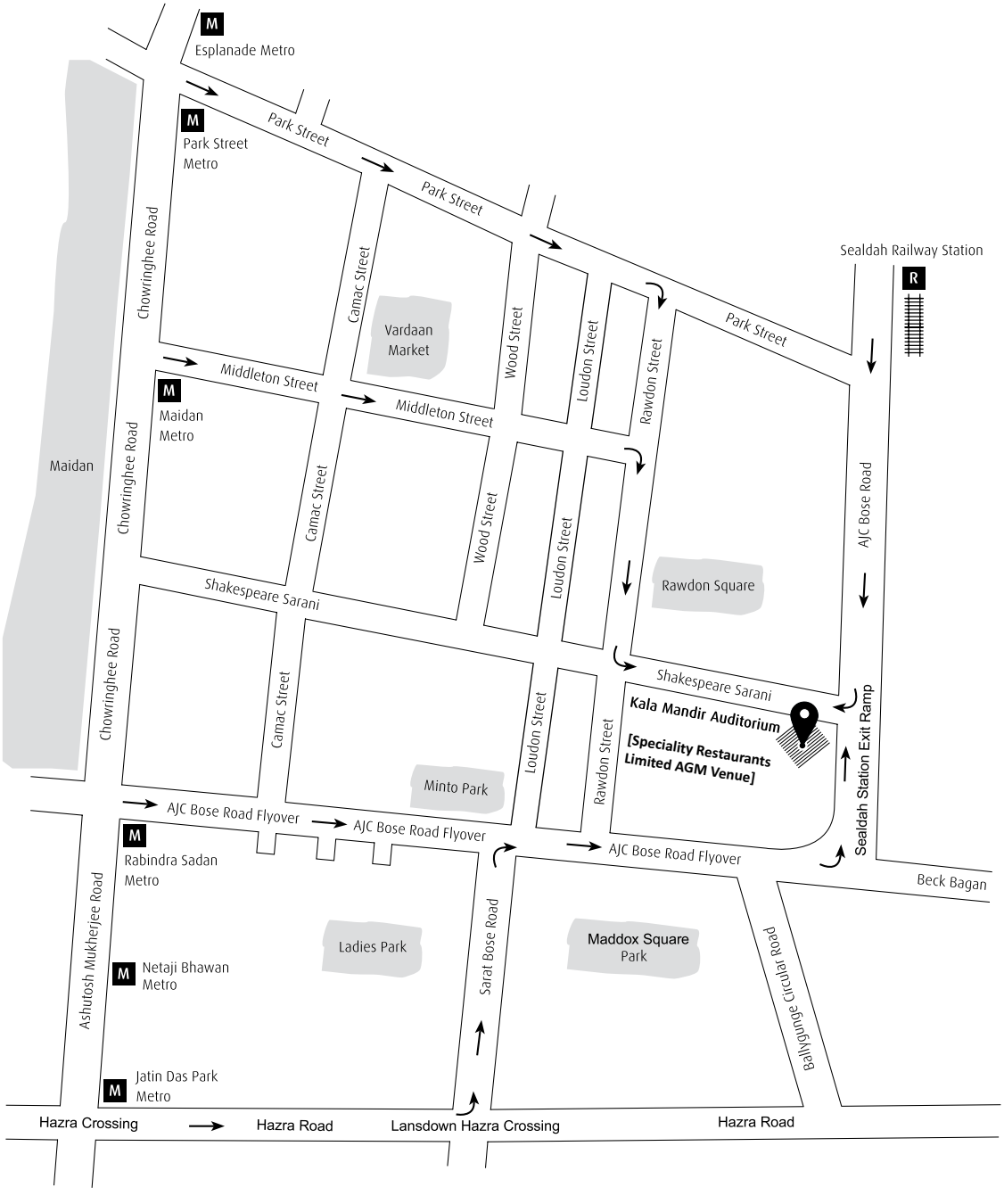
Name of the Director	**Mr. Anjan Chatterjee**	**Mrs. Suchhanda Chatterjee**	**Mr. Ullal Ravindra Bhat**
Director Identification Number (DIN)	00200443	00226893	00008425
Date of Birth and Age	February 16, 1959, 58 years	October 9, 1965, 52 years	October 14, 1951, 66 years
Date of First Appointment on the Board	December 1, 1999	December 1, 1999	April 28, 2017
Qualifications	Bachelor's Degree in Science and a Diploma in Hotel Management, Catering Technology and Applied Nutrition.	B.A.	M. Sc. from Indian Institute of Technology, Kanpur and attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.
Brief Resume	Mr. Anjan Chatterjee is a Managing Director of the Company. He has been Director of the Company since December 1, 1999. He holds a 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 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. Ullal Ravindra Bhat is one of India's well known investment managers having managed foreign institutional investments in Indian equities for more than two decades. He was the Chief Investment Officer of Jardine Fleming in India for 7 years, which subsequently became a part of JP Morgan, advising the India dedicated funds of the Flemings group. He joined the Dalton group, UK in 2005 to lead their entry into India and is currently Director of Dalton Capital Advisors (India) Pvt. Ltd., advising foreign institutional investors investing in India.
Current Designation	Managing Director	Whole-time Director designated as Director-Interior & Design.	Additional Independent Director
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.	Expertise in the field of Capital Market, Finance and Banking.
Details of other Directorships/ Membership/Chairmanships of the Committees of other Boards*	Nil	Nil	1. Orbis Financial Corporation Limited 2. The Karnataka Bank Limited 3. IRIS Business Services Limited 4. Axis Asset Management Company Limited 5. Edelweiss Asset Management Limited 6. Repro India Limited

Name of the Director	Mr. Anjan Chatterjee	Mrs. Suchhanda Chatterjee	Mr. Ullal Ravindra Bhat
(i) Names of listed entities in which the person holds the Directorship and	Director of Speciality Restaurants Limited.	Director of Speciality Restaurants Limited.	1. The Karnataka Bank Limited 2. Repro India Limited
(ii) the Membership of Committees of the Board **	Speciality Restaurants Limited Audit Committee – Member Stakeholders Relationship Committee - Member	-	Speciality Restaurants Limited Audit Committee – Chairman Karnataka Bank Limited Audit Committee – Member IRIS Business Services Limited Audit Committee – Chairman Axis Asset Management Co. Ltd. Audit Committee - Member Edelweiss Asset Management Limited Audit 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 or their relatives except Mrs. Suchhanda Chatterjee, Whole-time Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee, Managing Director of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company or their relatives.
No. of shares held in the Company	1,20,70,000	1,19,70,000	Nil
Terms and conditions of appointment	Refer Item No. 5 of the AGM Notice.	Whole-time Director, liable to retire by rotation.	Refer Item No. 6 of the AGM Notice.
Details of remuneration sought to be paid	Refer Item No. 5 of the AGM Notice	Not Applicable since the Director is liable to retire by rotation and Members have already approved the Special Resolution for re-appointment of Mrs. Suchhanda Chatterjee as a Whole time Director of the Company for a period of 3 years with effect from July 1, 2015 at the 16th AGM of the Company held on August 26, 2015.	Mr. Ullal Ravindra Bhat will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/Chairman and commission which may be approved by the Board of Directors.
Last drawn remuneration	₹ 60,00,000/- for the financial year 2016-17.	₹ 21,00,000/- for the financial year 2016-17.	Not Applicable
No of meetings of the Board attended during the financial year 2016-17	5 Meetings	3 Meetings	Not Applicable

* Excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

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

Route map of **18th AGM Venue** of **Speciality Restaurants Limited**



SPECIALITY
RESTAURANTS LTD.

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) 3341 6700. Fax No: (91 22) 3340 6878;
Website: www.speciality.co.in Email: corporate@speciality.co.in

ATTENDANCE SLIP

18th ANNUAL GENERAL MEETING ON AUGUST 21, 2017 AT KOLKATA.

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 **EIGHTEENTH ANNUAL GENERAL MEETING** of the Company held at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 on **Monday, August 21, 2017 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 Eighteenth 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 Central Depository Services (India) Limited as authorised agency to provide remote e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Default PAN#
170719001		

Note: Please read the instructions for remote e-voting given in Notice convening the 18th 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.

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) 3341 6700. Fax No: (91 22) 3340 6878;
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 _____ shares of **Speciality Restaurants Limited** 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 ----------

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **EIGHTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, August 21, 2017 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 Nos.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017 together with the Auditor's Report thereon.
3. To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who is liable to retire by rotation and being eligible, has offered herself for re-appointment.
4. Ratification of appointment of Statutory Auditors and fixing their remuneration.
5. Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company.
6. Appointment of Mr. Ullal Ravindra Bhat (DIN: 00008425) as an Independent Director of the Company.

Signed this--------day of----------2017.

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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.