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 23, 2019

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,

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

Sub: Submission of voting results of the 20th Annual General Meeting (the "AGM") of the Members of Speciality Restaurants Limited (the "Company") held on August 23, 2019.

This is to inform you that the AGM of the Members of the Company was held on August 23, 2019 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017, wherein the Members transacted and approved all the items of business contained in the notice of the AGM dated June 24, 2019 with the requisite majority.

The details of the combined voting results (i.e. the results of remote e-voting and e-voting at the AGM venue) 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 August 23, 2019 which are enclosed as **Annexure A** and **Annexure B**, respectively.

You are requested to kindly take the same on record.

Kindly acknowledge the receipt.

Thanking you,
Yours sincerely,
For **Speciality Restaurants Limited**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

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 AGM	**23-08-2019**
Total Number of Shareholders on record date	**14,531 As on Cut-off date August 16, 2019**
No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 2. Public:	 **3** **1096**
No. of Shareholders attended the meeting through Video Conferencing: 1. Promoters and Promoter Group: 2. Public:	 **Nil** **Nil**

ANNEXURE 'A'

Speciality Restaurants Limited

Resolution Required : (Ordinary)	**1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.**
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	2959021	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**2959021**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	2299	0	100.0000	0.0000	0
	E-voting at AGM Venue		624	0.0033	616	8	98.7179	1.2820	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0159**	**2915**	**8**	**99.7263**	**0.2737**	**0**
Total		**46957657**	**27001944**	**57.5027**	**27001936**	**8**	**99.9999**	**0.0001**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Ordinary)			2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditor's Report thereon.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	2959021	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**2959021**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	2295	4	99.8260	0.1740	0
	E-voting at AGM Venue		624	0.0033	616	8	98.7179	1.2820	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0158**	**2911**	**12**	**99.5894**	**0.4106**	**0**
Total		**46957657**	**27001944**	**57.5027**	**27001932**	**12**	**99.9999**	**0.0001**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who retires by rotation and being eligible, has offered herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	0	2959021			0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**0**	**2959021**	**0.0000**	**100.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	1829	470	79.5563	20.4437	0
	E-voting at AGM Venue		624	0.0000	623	1	99.8397	0.1602	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0125**	**2452**	**471**	**79.5563**	**20.4437**	**0**
Total		**46957657**	**27001944**	**57.5027**	**24042452**	**2959492**	**89.0397**	**10.9603**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Ordinary)			4 - Appointment of Statutory Auditors.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	2959021	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**2959021**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	2149	150	93.4754	6.5246	0
	E-voting at AGM Venue		624	0.0034	623	1	99.8397	0.1602	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0159**	**2772**	**151**	**94.8341**	**5.1659**	**0**
Total		**46957657**	**27001944**	**57.5027**	**27001793**	**151**	**99.9994**	**0.0006**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Special)	5 - Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	0	2959021			0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**0**	**2959021**	**0.0000**	**100.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	2124	175	92.3880	7.6120	0
	E-voting at AGM Venue		624	0.0034	623	1	99.8397	0.1602	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0159**	**2747**	**176**	**93.9788**	**6.0212**	**0**
Total		**46957657**	**27001944**	**57.5027**	**24042747**	**2959197**	**89.0408**	**10.9592**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Special)			6 - Ratification of remuneration paid to Mrs. Suchhanda Chatterjee pursuant to the Companies (Amendment) Act, 2017 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	0	2959021			0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**0**	**2959021**	**0.0000**	**100.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	1728	571	75.1631	24.8369	0
	E-voting at AGM Venue		624	0.0034	623	1	99.8397	0.1602	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0159**	**2351**	**572**	**80.4311**	**19.5689**	**0**
Total		**46957657**	**27001944**	**57.5027**	**24042351**	**2959593**	**89.0393**	**10.9607**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

Speciality Restaurants Limited

Resolution Required : (Special)			7 - Ratification of remuneration paid to Mr. Indranil Chatterjee pursuant to the Companies (Amendment) Act, 2017.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	Remote E-Voting	24040057	24040000	99.9998	24040000	0	100.0000	0.0000	0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**24040000**	**99.9998**	**24040000**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	Remote E-Voting	4510864	2959021	65.5977	0	2959021			0
	E-voting at AGM Venue		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2959021**	**65.5977**	**0**	**2959021**	**0.0000**	**100.0000**	**0**
Public Non Institutions	Remote E-Voting	18406736	2299	0.0125	1724	575	74.9891	25.0109	0
	E-voting at AGM Venue		624	0.0034	616	8	98.7179	1.2820	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2923**	**0.0159**	**2340**	**583**	**80.0547**	**19.9453**	**0**
Total		**46957657**	**27001944**	**57.5027**	**24042340**	**2959604**	**89.0393**	**10.9607**	**0**

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A, Gurusaday Road

ANNEXURE 'B'

T. Chatterjee & Associates
Practicing Company Secretaries
FRN - P2007WB067100

Office : "ABHISHEK POINT" (4th Floor)
152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149 / 6459 7983, Mobile : 8017287937
E-mail : tchatterjeeassociates@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

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

Sir,

1. I, **Binita Pandey**, ACS 41594, Partner, **M/s. T. Chatterjee & Associates, FRN-P2007WB067100** , Company Secretaries firm in Practice, have been appointed by the Board of Directors of **Speciality Restaurants Limited,** CIN: L55101WB1999PLC090672 **(**hereinafter referred as **the Company)** at its meeting held on 29-05-2019 as the Scrutinizer to scrutinize the remote e-Voting and voting through electronic voting system at the AGM venue in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the notice dated 24th June, 2019 calling the 20th Annual General Meeting (AGM) of the members of the Company, held on Friday, 23rd August, 2019 at 11:00 a.m. at Kalamandir, 48 Shakespeare Sarani, Kolkata- 700017 and to give the Consolidated Scrutinizer's Report to the Chairman.

T. Chatterjee & Associates Kolkata

2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Tuesday, 20th August 2019 (9:00 A.M IST) to Thursday, 22nd August 2019 (5.00 P.M IST). The Company had also provided e-voting facility at the AGM venue for the members who were present and had not voted through remote e-voting to cast their vote.

3. The votes cast were unblocked on 23rd August 2019 at 3.00 p.m. in the presence of two witnesses, viz., Mr. Tarun Chatterjee, Advocate and CA Surojit Banerjee who are not in the employment of the Company. They have given confirmation that the votes were unblocked in their presence.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system at the AGM on the resolutions contained in the Notice dated 24th June 2019 of the 20th AGM of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and e-voting at the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required under the Act.

4. I do hereby submit the Consolidated Report of vote casted through electronic voting system at the meeting and on remote e-voting on the resolutions contained in the Notice dated 24-06-2019 of the 20th AGM.

T. Chatterjee & Associates Kolkata

Ordinary Business:

Item No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
98	27001936	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
5	8	0

The above resolution was passed by requisite majority of votes.

Item No. 2: Ordinary Resolution:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditor's Report thereon.

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
97	27001932	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6	12	0

The above resolution was passed by requisite majority of votes.

Item No. 3: Ordinary Resolution:

To appoint a Director in place of Mrs. Suchhanda Chatterjee (DIN: 00226893), who retires by rotation and being eligible, has offered herself for re-appointment.

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
96	24042452	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7	2959492	10.96

The above resolution was passed by requisite majority of votes.

Item No. 4: Ordinary Resolution:

Appointment of Statutory Auditors:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration Number: 117366 W/W-100018), to hold office for a term of

5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Fifth AGM to be held in the year 2024 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Companies Act), and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined and recommended by the Audit Committee of the Board of Directors in consultation with the auditors in addition to reimbursement of all out of pocket expenses including applicable taxes as may be incurred by them during the course of the audit;

RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Chairman and Managing Director, Mrs. Suchhanda Chatterjee, Director-Interior and Design, Mr. Indranil Chatterjee, Director-Commercial Operations and Mr. Avinash Kinhikar, Company Secretary and Legal Head be and are hereby severally authorized 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."

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
101	27001793	100

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
2	151	0

<u>The above resolution was passed by requisite majority of votes.</u>

T. Chatterjee & Associates Kolkata

Special Business

Item No. 5: Special Resolution:

Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Mr. Dushyant Mehta (DIN: 00126977), who was appointed as an Independent Director of the Company up to March 31, 2019, being eligible and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from April 1, 2019 up to March 31, 2024."

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
95	24042747	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
8	2959197	10.96

The above resolution was passed by requisite majority of votes.

Item No. 6: Special Resolution:

Ratification of remuneration paid to Mrs. Suchhanda Chatterjee pursuant to the Companies (Amendment) Act, 2017 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

"**RESOLVED THAT** pursuant to the provisions of Sections 197(1) and 198 of the Companies Act, 2013, as amended (the "Companies Act"), Schedule V of the Companies Act, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such consents and permissions as may be required for amendment to the ordinary resolution passed at the annual general meeting of the Company held on August 27, 2018, for the re-appointment and remuneration payable to Mrs. Suchhanda Chatterjee (DIN : 00226893) as the Whole-time Director (designated as Director-Interior and Design) of the Company, consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the approval of the remuneration received by Mrs. Suchhanda Chatterjee under Sections 197(1) of the Companies Act and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the period from September 1, 2018 to March 31, 2019 and remuneration to be paid in terms of resolution passed at the annual general meeting of the Company held on August 27, 2018, as set out in the Explanatory Statement annexed to the Notice, for the remainder of the tenure of her appointment (i.e. including and up to June 30, 2021), as approved by Nomination and Remuneration Committee and Board at the Meeting of Board of Directors of the Company held on May 29, 2019;

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."

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
94	24042351	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
9	2959593	10.96

The above resolution was passed by requisite majority of votes.

Item No. 7: Special Resolution:

Ratification of remuneration paid to Mr. Indranil Chatterjee pursuant to the Companies (Amendment) Act, 2017:

"**RESOLVED THAT** pursuant to the provisions of Sections 197(1) and 198 of the Companies Act, 2013, as amended (the "Companies Act"), Schedule V of the Companies Act, the Articles of Association of the Company and subject to such consents and permissions as may be required for amendment to the ordinary resolution passed at the annual general meeting of the Company held on August 27, 2018, for the re-appointment and remuneration payable to Mr. Indranil Chatterjee (DIN : 00200577) as the Whole-time Director (designated as Director-Commercial Operations) of the Company, consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the approval of the remuneration received by Mr. Indranil Chatterjee under Sections 197(1) of the Companies Act , during the period from September 1,

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2018 to March 31, 2019 and remuneration to be paid in terms of resolution passed at the annual general meeting of the Company held on August 27, 2018, as set out in the Explanatory Statement annexed to the Notice, for the remainder of the tenure of his appointment (i.e. including and up to June 30, 2021), as approved by Nomination and Remuneration Committee and Board at the Meeting of Board of Directors of the Company held on May 29, 2019;

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;

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RESOLVED FURTHER THAT Mr. Anjan Chatterjee, Chairman and Managing Director, Mrs. Suchhanda Chatterjee, Director-Interior and Design or 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."

(I) Voted **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
89	24042340	89.04

(II) Voted **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	2959604	10.96

The above resolution was passed by requisite majority of votes.

5. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" for each resolution is submitted with the report.

6. All the relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

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

Place: Kolkata
Date: 23rd August, 2019

FOR SPECIALITY RESTAURANTS LIMITED

DIRECTOR

T. Chatterjee & Associates Kolkata

SPECIALITY RESTAURANTS LTD. KOLKATA 700 019 3A Gurusaday Road