



**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

September 22, 2020

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: Submission of voting results of the 21<sup>st</sup> Annual General Meeting (the "AGM") of the Members of Speciality Restaurants Limited (the "Company") held on September 22, 2020.**

In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated May 5, 2020, Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the 21<sup>st</sup> AGM of the Company was held on Tuesday, September 22, 2020 at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the business as set out in the Notice dated July 23, 2020, convening the AGM.

The details of the combined voting results (i.e. the results of remote e-voting and e-voting during the AGM) under Regulation 44(3) of the Listing Regulations in the format prescribed, along with the consolidated report from the Scrutinizer dated September 22, 2020 are enclosed as **Annexure A** and **Annexure B**, respectively.





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You are requested to kindly take the same on record.

Kindly acknowledge the receipt.

Thanking you,  
Yours sincerely,  
For Speciality Restaurants Limited



*A.M. Kinkhikar*  
Authorized Signatory

Name: Avinash Kinkhikar  
Designation: Company Secretary & Legal Head

Encl: As above

## ANNEXURE A

Name of the Company	SPECIALITY RESTAURANTS LIMITED
Date of the AGM	22-09-2020
Total Number of Shareholders on record date	19,361 As on Cut-off date September 15, 2020
No. of Shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group: 2. Public:	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM.
No. of Shareholders attended the meeting through VC/OAVM: 1. Promoters and Promoter Group: 2. Public:	3 90



**Speciality Restaurants Limited**

<b>Resolution Required : (Ordinary)</b>		<b>1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Board of Directors of the Company (the "Board") and the Auditor's Report thereon</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
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	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291754	5.8163	1291544	210	99.9837	0.0163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291754</b>	<b>5.8163</b>	<b>1291544</b>	<b>210</b>	<b>99.9837</b>	<b>0.0163</b>
<b>Total</b>		<b>46957657</b>	<b>25331792</b>	<b>53.9460</b>	<b>25331582</b>	<b>210</b>	<b>99.9992</b>	<b>0.0008</b>



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, 2020, 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24040057	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1291542	210	99.9837	0.0163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1291542</b>	<b>210</b>	<b>99.9837</b>	<b>0.0163</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25331580</b>	<b>210</b>	<b>99.9992</b>	<b>0.0008</b>



**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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24040057	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1291052	700	99.9458	0.0542
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1291052</b>	<b>700</b>	<b>99.9458</b>	<b>0.0542</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25331090</b>	<b>700</b>	<b>99.9972</b>	<b>0.0028</b>



Speciality Restaurants Limited								
Resolution Required : (Special)			4 - Re-appointment of Mr. Anjan Chatterjee (DIN: 00200443) as Managing Director of the Company:					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24040057	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1291057	695	99.9462	0.0538
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1291057</b>	<b>695</b>	<b>99.9462</b>	<b>0.0538</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25331095</b>	<b>695</b>	<b>99.9973</b>	<b>0.0027</b>



Speciality Restaurants Limited								
Resolution Required : (Special)			5 - Designating and Appointment of Mr. Indranil Chatterjee (DIN: 00200577) Whole-time Director, as Deputy Managing 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	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1289837	1915	99.8518	0.1482
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1289837</b>	<b>1915</b>	<b>99.8518</b>	<b>0.1482</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25329875</b>	<b>1915</b>	<b>99.9924</b>	<b>0.0076</b>





Speciality Restaurants Limited								
Resolution Required : (Ordinary)			6 - Appointment of Mr. Avik Chatterjee as a Director of the Company:					
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
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24040057	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1289835	1917	99.8516	0.1484
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1289835</b>	<b>1917</b>	<b>99.8516</b>	<b>0.1484</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25329873</b>	<b>1917</b>	<b>99.9924</b>	<b>0.0076</b>



Speciality Restaurants Limited								
Resolution Required : (Special)			7 - Appointment of Mr. Avik Chatterjee as a Whole-time Director of the Company:					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24040057	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1291052	700	99.9458	0.0542
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1291052</b>	<b>700</b>	<b>99.9458</b>	<b>0.0542</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25331090</b>	<b>700</b>	<b>99.9972</b>	<b>0.0028</b>



Speciality Restaurants Limited								
Resolution Required : (Ordinary)			8 - Appointment of Dr. Anita Bandyopadhyay (DIN: 08672071) 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	24040038	99.9999	24040038	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
	<b>Total</b>		<b>24040038</b>	<b>99.9999</b>	<b>24040038</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	708250	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22209350	1291752	5.8163	1289840	1912	99.8520	0.1480
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1291752</b>	<b>5.8163</b>	<b>1289840</b>	<b>1912</b>	<b>99.8520</b>	<b>0.1480</b>
<b>Total</b>		<b>46957657</b>	<b>25331790</b>	<b>53.9460</b>	<b>25329878</b>	<b>1912</b>	<b>99.9925</b>	<b>0.0075</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]

To  
The Chairman  
**Speciality Restaurants Limited**  
(L55101WB1999PLC090672)  
'Uniworth House'  
3 A Gurusaday Road  
Kolkata 700 019  
West Bengal

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T.Chatterjee & Associates**, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited, (**herein after referred as the Company**) at its meeting held on 23<sup>rd</sup> July 2020 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 21<sup>st</sup> Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 22<sup>nd</sup> September 2020 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 23<sup>rd</sup> July 2020 of the 21<sup>st</sup> AGM of the members of the Company.



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 Saturday, 19<sup>th</sup> September 2020 (09:00 A.M IST) to Monday, 21<sup>st</sup> September 2020 (5:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 22<sup>nd</sup> September 2020 at 2:48 P.M. and were counted in the presence of two witnesses viz. CS Sumana Mitra and Mr. Pratim Banerjee, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. 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 during the AGM held on the resolutions contained in the Notice dated 23<sup>rd</sup> July 2020 of the 21<sup>st</sup> AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during 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 Companies Act, 2013.



7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 23<sup>rd</sup> July 2020 of 21<sup>st</sup> AGM.

### 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, 2020, together with the Report of the Board of Directors of the Company (the "Board") and the Auditor's Report thereon.

- (I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
138	25331582	99.99

- (II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	210	0.01

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, 2020, together with the Auditor's Report thereon.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
137	25331580	99.99

(II) Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	210	0.01

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) **Vote in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
134	25331090	99.99

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	700	0.01

The above resolution was passed by requisite majority of votes





## SPECIAL BUSINESS

### Item No. 4: Special Resolution

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Companies Act”**) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to the approval of the Central Government as may be required 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, 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, 2020 upto December 26, 2023, on the following remuneration, perquisites and benefits as approved by the Nomination and Remuneration Committee (hereinafter called **“NRC”**) at their Meeting held on June 29, 2020 and the Board of Directors (the **“Board”**) at their Meeting held on July 23, 2020 on such other terms and conditions as set out in the explanatory statement:

#### **Remuneration:**

##### **(i) Basic Salary:-**

In the range of Rs. 2,00,000/- to Rs. 7,00,000/- per month. In the first year the basic salary shall be Rs. 2,50,000/- per month. Thereafter, the Board shall fix annual increments every year within the above specified limit in compliance with Schedule V of the Companies Act. The first increment shall be due from December 27, 2021.

##### **(ii) Allowances:**

- (i) House Rent Allowance Rs. 1,25,000/- per month.
- (ii) Additional Allowance Rs. 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 in (i) above.

##### **(iii) 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, as amended and the rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.



**(iv) Incentive Remuneration:**

Such incentive remuneration not exceeding 100% of Basic Salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

**(v) Commission:**

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

**(vi) 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, incentive remuneration 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, incentive remuneration 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 and Mr. Anjan Chatterjee subject to the limits prescribed under the 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, Deputy Managing Director and Mr. Avinash Kinkhikar, 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.”

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

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
136	25331095	99.99

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

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
11	695	0.01

**The above resolution was passed by requisite majority of votes**



Item No. 5: **Special Resolution**

**Designating and Appointment of Mr. Indranil Chatterjee (DIN: 00200577) Whole-time Director, as Deputy Managing Director of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), (the **“Companies Act”**) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company and subject to the approval of the Central Government as may be required, the Company hereby approves the appointment of Mr. Indranil Chatterjee (DIN : 00200577), who was earlier the Whole-time Director (designated as Director – Commercial Operations), 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 designated and appointed as Deputy Managing Director of the Company, liable to retire by rotation, for a period of three years with effect from February 3, 2020 up to February 2, 2023 on the following remuneration, perquisites and benefits, as approved by the Nomination and Remuneration Committee (the **“NRC”**) and the Board of Directors (the **“Board”**) at each of their meetings held on February 3, 2020, respectively and on such other terms and conditions as set out in the explanatory statement:

**Remuneration:**

**(i) Basic Salary:**

In the range of Rs. 50,000/- to Rs. 3,00,000/- per month. In the first year, the Basic Salary shall be Rs. 1,25,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with Schedule V of the Companies Act. The first increment shall be due from April 1, 2021.

**(ii) Allowances:**

- (i) House Rent Allowance Rs. 62,500/- per month.
- (ii) Additional Allowance Rs. 62,500/- 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 in (i) above.

**(iii) Perquisites:**

In addition to the aforesaid salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self 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, as amended and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.



**(iv) Incentive Remuneration:**

Such incentive remuneration not exceeding 100% of Basic Salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

**(v) Commission:**

Over and above the remuneration aforesaid, he shall be eligible for commission on the Net Profit as the Board may fix every year. Provided that the total remuneration including perquisites, incentive remuneration and commission shall be within the overall limits laid down in Sections 197 and 198 read with Schedule V of the Companies Act.

**(vi) Sitting Fees:**

Mr. Indranil Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Indranil Chatterjee may also draw remuneration from other companies, in the capacity of a managerial personnel, provided that the total remuneration (including basic salary, allowances, perquisites, incentive remuneration 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. Indranil Chatterjee as Deputy Managing 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 salary, allowances, perquisites, incentive remuneration 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 or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors 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 and Mr. Indranil Chatterjee subject to the limits prescribed under the Companies Act;

**RESOLVED FURTHER THAT** the Board of Directors or any committee of Directors 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. Anjan Chatterjee, Chairman & Managing Director and Mr. Avinash Kinkhikar, Company Secretary & Legal Head be and are hereby severally authorised to file 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) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
133	25329875	99.99

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
14	1915	0.01

**The above resolution was passed by requisite majority of votes**



Item No. 6: **Ordinary Resolution**

**Appointment of Mr. Avik Chatterjee (DIN: 06452245) as a Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), (the “**Companies Act**”), and Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto re-enactment(s) thereof for the time being in force), Mr. Avik Chatterjee (DIN: 06452245), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 3, 2020, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of 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, liable to retire by rotation.”

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

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
132	25329873	99.99

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

<b>No. of members</b>	<b>No. of votes cast by them</b>	<b>% of total number of valid votes cast</b>
15	1917	0.01

**The above resolution was passed by requisite majority of votes**



Item No. 7: **Special Resolution**

**Appointment of Mr. Avik Chatterjee (DIN: 06452245) as a Whole-time Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), (the “**Companies Act**”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, Mr. Avik Chatterjee (DIN: 06452245), Whole-time Director (designated as Executive Director – Innovation and New Formats), be and is hereby appointed as Whole-time Director, liable to retire by rotation, for a period of three years with effect from February 3, 2020 up to February 2, 2023 on the following remuneration, perquisites and benefits, as approved by the Nomination and Remuneration Committee (the “**NRC**”) and the Board of Directors (the “**Board**”) at each of their meetings held on February 3, 2020, respectively and on such other terms and conditions as set out in the explanatory statement:

**Remuneration:**

(i) **Basic Salary:**

In the range of Rs. 50,000/- to Rs. 2,50,000/- per month. In the first year, the Basic Salary shall be Rs. 75,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling in compliance with Schedule V of the Companies Act. The first increment shall be due from April 1, 2021.

(ii) **Allowances:**

- (i) House Rent Allowance Rs. 37,500/- per month.
- (ii) Additional Allowance Rs. 37,500/- 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 in (i) above.

(iii) **Perquisites:**

In addition to the aforesaid salary and allowances, Mr. Avik Chatterjee shall be entitled to gratuity, mediclaim policy for self and family, personal accident insurance for self 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, as amended and the Rules made thereunder wherever applicable and in the absence of any such provision, perquisites shall be valued at actual cost.





**(iv) Incentive Remuneration:**

Such incentive remuneration not exceeding 100% of Basic Salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

**(v) Commission:**

Over and above the remuneration aforesaid, he shall be eligible for commission on the Net Profit as the Board may fix every year. Provided that the total remuneration including salary, allowances, perquisites, incentive remuneration and commission shall be within the overall limits laid down in Sections 197 and 198 read with Schedule V of the Companies Act.

**(vi) Sitting Fees:**

Mr. Avik Chatterjee shall not be entitled to any sitting fee for attending meetings of the Board and/or committee (s) of the Directors.

In addition to the remuneration specified above, Mr. Avik 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, incentive remuneration 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. Avik Chatterjee as Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Avik Chatterjee shall be eligible to draw the remuneration by way of salary, allowances, perquisites, incentive remuneration 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 or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors 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 and Mr. Avik Chatterjee subject to the limits prescribed under the Companies Act;

**RESOLVED FURTHER THAT** the Board of Directors or any committee of Directors 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. Anjan Chatterjee, Chairman and Managing Director or Mr. Indranil Chatterjee, Deputy Managing Director or Mr. Avinash Kinkhikar, Company Secretary & Legal Head be and are hereby severally authorised to file 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) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
134	25331090	99.99

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	700	0.01

**The above resolution was passed by requisite majority of votes**



Item No. 8: Ordinary Resolution

**Appointment of Dr. Anita Bandyopadhyay (DIN: 08672071) as an Independent Director of the Company:**

**“RESOLVED THAT** Dr. Anita Bandyopadhyay (DIN: 08672071), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 3, 2020, 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 her 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 Dr. Anita Bandyopadhyay, who has submitted a declaration that she 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 February 3, 2020 upto February 2, 2025, be and is hereby approved.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
134	25329878	99.99

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
13	1912	0.01

**The above resolution was passed by requisite majority of votes**



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

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates  
Practicing Company Secretaries Firm  
(FRN No. P2007WB067100)**



**Binita Pandey, Partner  
Membership No. 41594  
Certificate of Practice: 19730**

**UDIN: A041594B000751809  
Place: Kolkata  
Date: 22-09-2020**

FOR SPECIALITY RESTAURANTS LIMITED



MANAGING DIRECTOR

