

NOTICE

Notice is hereby given that the 16th Annual General Meeting (the "16th AGM") of the Members of **SPECIALITY RESTAURANTS LIMITED** (the "Company") will be held on Wednesday, August 26, 2015 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 Statement of Profit and Loss for the financial year ended March 31, 2015, the Audited Balance Sheet as at and for the financial year ended March 31, 2015, the Report of the board of directors of the Company (the "Board of Directors") and Auditor's Report for the financial year ended March 31, 2015.
2. To declare dividend on equity shares of face value of ₹ 10 each (the "Equity Shares") for the financial year ended March 31, 2015.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder (the "Companies Act"), including Sections 139(9) and 142(1) of the Companies Act, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration Number: 117366 W/W-100018), as the statutory auditors of the Company in the 15th Annual General Meeting for a term ending on the annual general meeting to be held in the year 2019 is hereby ratified in this Annual General Meeting (16th AGM) till the conclusion of the next annual general meeting on such remuneration as may be decided by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 (the "Companies Act"), Schedule V of the Companies Act and the Articles of Association of the Company and subject to such consents and permissions as may be required for modifying the resolution passed at the annual general meeting of the Company held on August 13, 2013 for the re-appointment and remuneration of Mr. Anjan Chatterjee (DIN : 00200443) as the Managing Director of the Company, consent of the Members of the Company be and is hereby accorded for the approval of 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 during the financial year 2014-15 and for modification of the terms and conditions of remuneration of Mr. Anjan Chatterjee, Managing Director of the Company with effect from April 1, 2015 (as approved by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on May 27, 2015) for the remainder of the tenure of his contract (i.e. including and up to December 26, 2017) to the following extent:

Remuneration:

1. **Basic Salary:** The basic salary payable shall be in the range of ₹ 2,00,000/- to ₹ 7,00,000/- per month. For the period starting from April 1, 2015 it shall be ₹ 2,50,000/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall be due from December 27, 2015.

2. **Allowances:**

- (a) House Rent Allowance : ₹ 1,25,000/- per month.
- (b) Additional Allowance : ₹ 1,25,000/- per month.

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

3. **Perquisites:**

In addition to the aforesaid basic salary and allowances, Mr. Anjan Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and such other benefits he is entitled to in accordance with the 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 and in the absence of any such provision, the perquisites shall be valued at actual cost.

4. **Commission:**

Over and above the remuneration aforesaid, he shall be eligible for commission at the rate of 1% of the net profits or such other percent as the Board of Directors may fix every year.

5. **Sitting Fees:**

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

In addition to the remuneration specified above, Mr. Anjan Chatterjee may also draw remuneration from other companies, in the capacity of a managerial person, 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 in the Companies Act.

RESOLVED FURTHER THAT during the tenure of Mr. Anjan Chatterjee as the 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 the overall limits prescribed under Section II, Part II of Schedule V of the Companies Act;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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 the Companies Act;

RESOLVED FURTHER THAT the Board of Directors or any Committees authorised by the Board of Directors in this behalf be and are hereby authorised to take such steps and to do all such acts, deeds, matters, things and settle any such 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. V.S. Satyamoorthy, Company Secretary be and are hereby severally authorized to file various forms as required to be filed under the Companies Act, electronically, from time to time, with the Registrar of Companies, West Bengal or such other concerned authorities."

5. Re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 (the "Companies Act"), Schedule V of the Companies Act and the Articles of Association of the Company and subject to such consents, approvals and permissions as may be required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Suchhanda Chatterjee (DIN : 00226893) as the Whole-time Director of the Company (designated as Director-Interior and Design), liable to retire by rotation, for a period of three years with effect from July 1, 2015 on the following remuneration, allowances, perquisites and benefits, as approved by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on May 27, 2015, and on such other terms and conditions as set out in the explanatory statement;

Remuneration:

1. **Basic Salary:** The basic salary in the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2015 it shall be ₹ 87,500/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall be due from July 1, 2016.

2. Allowances:

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

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

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

3. Perquisites:

In addition to the aforesaid basic salary and allowances, Mrs. Suchhanda Chatterjee shall be entitled to gratuity, mediclaim policy for herself and her family, personal accident insurance for herself and such other benefits she is entitled to in accordance with the 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 and in the absence of any such provision, the perquisites shall be valued at actual cost.

4. Sitting Fees:

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

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

RESOLVED FURTHER THAT during the tenure of Mrs. Suchhanda Chatterjee as the Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mrs. Suchhanda Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances and perquisites 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 of Directors 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 of Directors and Mrs. Suchhanda Chatterjee, subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board of Directors or any Committee authorised by the Board of Directors 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, Managing Director, Mr. Indranil Chatterjee, Director-Commercial Operations and Mr. V.S. Satyamoorthy, Company Secretary 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."



6. Re-appointment of Mr. Indranil Chatterjee as a Whole-time Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 (the **“Companies Act”**), Schedule V of the Companies Act and the Articles of Association of the Company and subject to such consents, approvals and permissions as may be required, consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Indranil Chatterjee (DIN : 00200577) as the Whole-time Director of the Company (designated as Director-Commercial Operations), liable to retire by rotation, for a period of three years with effect from July 1, 2015 on the following remuneration, allowances, perquisites and benefits, as approved by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on May 27, 2015, and on such other terms and conditions as set out in the explanatory statement;

Remuneration:

1. **Basic Salary:** The basic salary shall be payable in the range of ₹ 50,000/- to ₹ 3,00,000/- per month. For the period starting from July 1, 2015 it shall be ₹ 87,500/- per month. Thereafter, the Board of Directors shall fix annual increments every year within the above ceiling. First increment shall be due from July 1, 2016.

2. Allowances:

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

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

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

3. Perquisites:

In addition to the aforesaid basic salary and allowances, Mr. Indranil Chatterjee shall be entitled to gratuity, mediclaim policy for himself and his family, personal accident insurance for himself and such other benefits he is entitled to in accordance with the 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 and in the absence of any such provision, the perquisites shall be valued at actual cost.

4. Sitting Fees:

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

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

RESOLVED FURTHER THAT during the tenure of Mr. Indranil Chatterjee as the Whole-time Director of the Company, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Indranil Chatterjee shall be eligible to draw the remuneration by way of basic salary, allowances and perquisites 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 of Directors 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 of Directors and Mr. Indranil Chatterjee subject to the limits prescribed under the Companies Act;

RESOLVED FURTHER THAT the Board of Directors or any Committee authorised by the Board of Directors 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, Managing Director and Mr. V.S. Satyamoorthy, Company Secretary 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.”

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

**V.S.Satyamoorthy
Company Secretary**

Place: Mumbai.
Date: May 27, 2015

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.

Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the “**Companies Act**”) relating to the special business to be transacted at the 16th AGM, as set out in the notice to the 16th 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 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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM, FOR 16th 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 16th 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 would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days’ notice in writing of the intention to inspect the proxies lodged is given to the Company.
6. Members/proxies should bring the duly filled Attendance Slip enclosed 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, upto the date of the meeting.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, August 15, 2015, to Wednesday, August 26, 2015 (both days inclusive) in order to determine the names of members eligible for dividend on the equity shares of the Company, if declared at the meeting.
9. The dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting will be credited/despatched on or after September 1, 2015 to those members whose names appear on the Company’s Register of Members as on the close of the business hours on August 14, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to the beneficial owners of the shares, whose names are furnished by National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively, the “**Depository Participants**”), as on the close of the business hours on August 14, 2015.
10. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078 (the “**Registrar**” or “**Transfer Agent**”).
11. 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.
12. Unclaimed dividend for the financial years 2012-13 and 2013-14 are held in separate bank accounts and members who have not received the dividend/encashed the warrants are advised to correspond with Mr. V.S. Satyamoorthy, Company Secretary, 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.
13. Copies of the Annual Report for the financial year 2014-15 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 2014-15 are being sent by the permitted modes of service of documents.
14. 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.
15. Members may also note that the Notice and the Annual Report for the financial year 2014-15 is 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.



16. **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 and the revised Clause 35 of the listing agreement entered into by the Company with the Stock Exchanges on which the Company's equity shares have been listed (the "**Listing Agreement**"), the Company is pleased to provide members with the facility to exercise their right to vote at the 16th AGM by electronic means and all the businesses specified in the Notice, may be transacted through such voting.
- (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 may exercise their vote through ballot paper.
- (c) The Company has appointed CDSL (the "**Service Provider**") for facilitating remote e-voting to enable the Members of the Company to cast their votes electronically pursuant to Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (d) In terms of Section 108 of the Companies Act read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the remote e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Wednesday, August 19, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "**Remote e-voting**"). The Remote e-voting commences on Sunday, August 23, 2015 (10:00 a.m. IST) and ends on Tuesday, August 25, 2015 (5.00 p.m. IST). 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 amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of ballot at the 16th 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, may vote at the 16th 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 16th 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 Wednesday, August 19, 2015.
- (f) The Board of Directors 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 of Directors of the Company, Mr. Tarun Chatterjee, Practising Company Secretary, not later than Tuesday, August 25, 2015 (5.00 p.m. IST).
- (h) Ballot Form received after August 25, 2015 will be treated as invalid.
- (i) During the remote e-voting period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Wednesday, August 19, 2015, may cast their vote by electronic means in the manner and process set out herein. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. The remote e-voting module shall be disabled by CDSL thereafter.

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.

- (j) At the end of the remote e-voting period, the facility shall be blocked for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of Ballot at the meeting.
- (k) The Scrutinizer shall within a period not exceeding three working days 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 a person authorised by him.
- (l) The results of the resolutions, provided in the Notice, shall be declared not later than 72 hours from the conclusion of the 16th AGM and the resolutions will be deemed to be passed on the date of the 16th AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

The results of voting will be declared and published, alongwith 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 72 hours from the conclusion of the 16th AGM.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period commences on Sunday, August 23, 2015 at 10:00 a.m. (IST) and ends on Tuesday, August 25, 2015 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 Wednesday, August 19, 2015, may cast their vote by electronic means in the manner and process set out hereinbelow. The remote e-voting module shall be disabled by CDSL thereafter.



- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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. Wednesday, August 19, 2015, he/she may follow the same procedure as mentioned below.

A. In case of Members receiving e-mail:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders”.
- Now enter your User ID as follows:
 - Members registered with CDSL enter your 16 digits beneficiary ID.
 - Members registered with NSDL enter your 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and click on “Login”.
- If you are already registered with the Service Provider for e-voting, then please use your existing password.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (“PAN”)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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. <ul style="list-style-type: none"> • 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).

- After entering these details appropriately, click on “Submit” tab.
- 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 should be used by the demat holders while voting for resolutions of any other company in which they are eligible to vote, provided that such company opts for e-voting through the CDSL platform. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the “EVSN” for ‘Speciality Restaurants Limited’ on which you choose to vote.
- 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.
- Click on the “Resolutions File Link” if you wish to view the entire resolution details.
- 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.
- Once you “Confirm” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- If you have forgotten your 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.
- 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 (xvi) specified above to cast vote.

17. Pursuant to Clause 49 of the Listing Agreement, the profile of Directors seeking re-appointment at the 16th AGM has been annexed to this Notice.
18. 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.
19. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Registered Office on all working days, except Saturdays, during business hours, upto the date of the Meeting.

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

1. The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 4 to 6 of the Notice dated May 27, 2015.

Item No.4

2. Mr. Anjan Chatterjee was appointed as the Managing Director of the Company at the meeting of the Board of Directors held on November 6, 2012 for a period of five years effective from December 27, 2012.
3. At the annual general meeting held on August 13, 2013, the Members of the Company had approved the appointment of Mr. Anjan Chatterjee and details of remuneration payable to him ("**August 13, 2013 Resolution**").
4. In terms of August 13, 2013 Resolution, if the Company has no profits or if its profits are inadequate in any financial year, Mr. Anjan Chatterjee, Managing Director of the Company shall be entitled to draw remuneration not exceeding the limits prescribed in Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof. As there was inadequacy of profits in the financial year 2014-15, Mr. Anjan Chatterjee was eligible to draw the remuneration to the extent of ₹ 60 lakhs per annum based on the effective capital of the Company, in terms of Section II of Part II of Schedule V of the Companies Act. The remuneration paid to Mr. Anjan Chatterjee for the financial year 2014-15 was well within the limits as specified above.
5. Mr. Anjan Chatterjee has also been holding the managerial position in Situations Advertising and Marketing Services Pvt. Ltd. and has drawn a remuneration of ₹ 36 lakhs for the financial year 2014-15. Since Mr. Anjan Chatterjee was drawing remuneration in more than one company, in terms of Section V of Part II of Schedule V of the Companies Act, the total remuneration drawn by him from both the companies should not exceed the higher of the maximum limit admissible from any one of the companies in which he is a managerial person.
6. The total remuneration drawn by Mr. Anjan Chatterjee from both the companies for the financial year 2014-15 was in excess of the limits prescribed under Section II of Part II of Schedule V of the Companies Act.
7. The limits on the remuneration payable to a managerial personnel prescribed in Section II of Part II of Schedule V of the Companies Act may be doubled if the approval of the Members has been obtained by the Company by way of a Special Resolution.
8. Since the total remuneration drawn by Mr. Anjan Chatterjee from both the companies exceeded the limits specified in Section II of Part II of Schedule V of the Companies Act, the Company seeks the approval of the members for ratification of the excess remuneration paid to Mr. Anjan Chatterjee for the financial year 2014-15. The Company also seeks the approval of the Members for payment of minimum remuneration, in the case of inadequacy of profits for the period including and upto December 26, 2017 as recommended by Nomination and Remuneration Committee and approved by the Board in their meetings held on May 27, 2015.
9. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anjan Chatterjee and Mrs. Suchhanda Chatterjee (who is related to Mr. Anjan Chatterjee) are concerned or interested in the resolution set out as Resolution No. 4 of the Notice.
10. The Board recommends the Special Resolution for your approval.
11. 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		
	2014-15	2013-14	2012-13
Paid-up Capital	469.58	469.58	469.58
Reserves and Surplus	2606.63	2569.61	2435.61
Turnover & Other Income	3070.91	2736.83	2360.41
Net Profit as per Profit and Loss Account (after tax)	94.52	188.94	234.14
Profit as computed under Section 198 of the Companies Act, 2013	115.24	246.95	304.82
Amount of Dividend (including Dividend Tax)	56.57	54.94	54.94
Rate of Dividend declared	10%	10%	10%

(v) Foreign investment or collaborations, if any:

The Company has entered into a joint venture 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 Company had invested 4,90,000 QAR (Qatari Riyal) in the the Joint Venture Company by way of subscription of 490 fully paid-up equity shares of QAR 1000 each of Mainland China Restaurant LLC.

II. Information about Mr. Anjan Chatterjee:

(i) **Background details:** Please refer to paragraphs 2 to 9 of Item No. 4 mentioned above.

(ii) **Past remuneration:**

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

- Financial year 2012-13: ₹ 3.35 million
- Financial year 2013-14: ₹ 6.00 million
- Financial year 2014-15: ₹ 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 award are given on page no. 37 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. 4 of this Notice subject to the provisions of Schedule V of the Companies Act, 2013.

The Company proposes to double the limit on maximum remuneration payable to Mr. Anjan Chatterjee from both the companies as per Section II of Part II of Schedule V of the Companies Act. The components of remuneration may be determined by Nomination and Remuneration Committee of the Board of Directors from time to time.

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

Taking into consideration the size of the Company, the profile of Mr. 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 which have been approved by Audit Committee/Board of Directors, Mr. Anjan Chatterjee has no other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

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

High rate of inflation coupled with reduction in discretionary spending power of consumers 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 lower profits.



(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 etc.:

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. 64 of the Annual Report.

Item No. 5

12. Mrs. Suchhanda Chatterjee was appointed as a Whole-time Director of the Company at the meeting of the Board of Directors held on July 21, 2010 for a period of five years with effect from July 1, 2010.
13. At the annual general meetings held on September 30, 2010 and August 13, 2013, the Members had approved the appointment and terms of remuneration of Mrs. Suchhanda Chatterjee. The term of office of Mrs. Suchhanda Chatterjee as a Whole-time Director shall expire on June 30, 2015.
14. Based on the recommendation of Nomination and Remuneration Committee and considering her qualification, experience, increased responsibilities on account of new projects proposed to be implemented and the significant contribution made by her to the Company, the Board of Directors of the Company at their meeting held on May 27, 2015 has, subject to the approval of the Members of the Company, approved the re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company, designated as Director-Interior and Design, liable to retire by rotation, for a period of three years with effect from July 1, 2015. The Board has also approved the terms of remuneration payable to her during her tenure as Whole-time Director. The appointment of Mrs. Suchhanda Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the Members of the Company and subject to further approvals of any statutory or regulatory authorities wherever applicable.
15. Mrs. Suchhanda Chatterjee holds a Bachelor's degree in Arts and has been the Whole-time Director of the Company since July, 2010. She has over 15 years of experience in the Hospitality Industry.
A draft of the letter of appointment proposed to be issued by the Company to Mrs. Suchhanda Chatterjee in connection with her re-appointment as Whole-time Director of the Company and setting out the terms and conditions of her re-appointment, including the remuneration, is available for inspection by the members at the Registered Office on all working days, except Saturdays, during business hours, upto the date of the meeting.
16. The other terms and conditions of re-appointment of Mrs. Suchhanda Chatterjee as Whole-time Director as set out in the draft letter of appointment are given below:-
 - (i) She shall adhere with the Company's Code of Conduct; ensure that she has no conflict of interest with the Company, its intellectual property and maintain confidentiality.
 - (ii) She shall not become interested or otherwise concerned, directly or through her spouse and/or children, in any selling agency of the Company.
 - (iii) The appointment may be terminated by either party giving the other party 180 days' notice in writing or the Company paying 180 days' salary in lieu thereof. On the expiry of the period of such notice, the letter of re-appointment, as specified above, shall stand terminated. If the Whole-time Director resigns from her office by notice in writing to the Company as provided above or otherwise ceases to hold office of the Whole-time Director, she shall nevertheless continue to hold the office of director of the Company and to exercise all the rights and privileges as a director of the Company.
17. Mr. Anjan Chatterjee, being a director of the Company is related to Mrs. Suchhanda Chatterjee and may be deemed to be interested or concerned in the re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director of the Company.
18. None of the Director of the Company or Key Managerial Personnel or their relatives except Mrs. Suchhanda Chatterjee and Mr. Anjan Chatterjee (who is related to Mrs. Suchhanda Chatterjee) are concerned or interested in the re-appointment of Mrs. Suchhanda Chatterjee as a Whole-time Director, as set out in the Resolution No. 5 of the Notice.
19. The Board recommends the Special Resolution for your approval.
20. 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		
	2014-15	2013-14	2012-13
Paid-up Capital	469.58	469.58	469.58
Reserves and Surplus	2606.63	2569.61	2435.61
Turnover & Other Income	3070.91	2736.83	2360.41
Net Profit as per Profit and Loss Account (after tax)	94.52	188.94	234.14
Profit as computed under Section 198 of the Companies Act, 2013	115.24	246.95	304.82
Amount of Dividend (including Dividend Tax)	56.57	54.94	54.94
Rate of Dividend declared	10%	10%	10%

(v) Foreign investment or collaborations, if any:

The Company has entered into a joint venture 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 Company had invested 4,90,000 QAR (Qatari Riyal) in the Joint Venture Company by way of subscription of 490 fully paid-up equity shares of QAR 1000 each of Mainland China Restaurant LLC.

II. Information about Mrs. Suchhanda Chatterjee:

(i) **Background details:** Please refer to paragraphs 12 to 18 of Item No. 5 mentioned above.

(ii) **Past remuneration:**

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

- Financial year 2012-13: ₹ 1.88 million
- Financial year 2013-14: ₹ 2.10 million
- Financial year 2014-15: ₹ 2.10 million

(iii) **Recognition or Awards:**

The Company has won multiple awards for various brands. The details of the award are given on page no. 37 of the Annual Report.

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

Mrs. Suchhanda Chatterjee has over 15 years of experience in the field of Hospitality Industry. She has contributed significantly to the achievements of the Company and the Board is of the opinion that her continuing appointment would be beneficial to the Company.

(v) **Remuneration proposed:**

The proposed remuneration comprises of basic salary, allowances, perquisites and benefits as mentioned under Item No. 5 of this Notice subject to the provisions of Schedule V of the Companies Act, 2013.

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

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

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

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

Except for the remuneration paid to her and the related party transactions entered into with the Company by Mrs. Suchhanda Chatterjee and her relatives which have been approved by Audit Committee/Board of Directors, Mrs. Suchhanda Chatterjee has no other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

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

High rate of inflation coupled with reduction in discretionary spending power of consumers 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 lower profits.

(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 etc.:**

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. 64 of the Annual Report.

Item No. 6

21. Mr. Indranil Chatterjee was appointed as a Whole-time Director of the Company at the meeting of the Board of Directors held on July 21, 2010 for a period of five years with effect from July 1, 2010.
22. At the annual general meetings held on September 30, 2010 and August 13, 2013, the Members had approved the appointment and terms of remuneration of Mr. Indranil Chatterjee, Whole-time Director of the Company. The term of office of Mr. Indranil Chatterjee as Whole-time Director of the Company shall expire on June 30, 2015.
23. Based on the recommendation of Nomination and Remuneration Committee and considering his significant contributions made by him to the Company, the Board of Directors of the Company at their meeting held on May 27, 2015 has, subject to the approval of the members of the Company, approved the re-appointment of Mr. Indranil Chatterjee as Whole-time Director of the Company, designated as Director-Commercial Operations, for a period of three years with effect from July 1, 2015. The Board has also approved the terms of remuneration payable to him during his tenure as Whole-time Director. The appointment of Mr. Indranil Chatterjee as Whole-time Director and payment of remuneration is subject to the approval of the members of the Company and subject to further approvals of any regulatory or statutory authorities.
24. Mr. Indranil Chatterjee holds a Bachelor's degree in Commerce and a post graduate Diploma in Business Management and has been the Whole-time Director of the Company since July, 2010. He has over 30 years of experience in the field of Finance and Marketing.
A draft of the letter of appointment proposed to be issued by the Company to Mr. Indranil Chatterjee in connection with his re-appointment as Whole-time Director of the Company which sets out the terms and conditions of his re-appointment including the proposed remuneration is available for inspection by the members at the Registered Office on all working days, except Saturdays, during business hours, upto the date of the meeting.
25. The other terms and conditions of re-appointment of Mr. Indranil Chatterjee as Whole-time Director as set out in the draft letter of appointment are given below:-
 - (i) He shall adhere with the Company's Code of Conduct; ensure that he has no conflict of interest with the Company, its intellectual property and maintain confidentiality.
 - (ii) He shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
 - (iii) The appointment may be terminated by either party giving the other party 180 days' notice in writing or the Company paying 180 days' salary in lieu thereof. On the expiry of the period of such notice the letter of re-appointment, as specified above, shall stand terminated. If the Whole-time Director resigns from his office by notice in writing to the Company as provided above or otherwise ceases to hold office of the Whole-time Director, he shall nevertheless continue to hold the office of director of the Company and to exercise all the rights and privileges as a director of the Company.
26. None of the Director of the Company or Key Managerial Personnel or their relatives except Mr. Indranil Chatterjee are concerned or interested in the re-appointment of Mr. Indranil Chatterjee as a Whole-time Director as set out in the Resolution No. 6 of the Notice.
27. The Board recommends the Special Resolution for your approval.
28. 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		
	2014-15	2013-14	2012-13
Paid-up Capital	469.58	469.58	469.58
Reserves and Surplus	2606.63	2569.61	2435.61
Turnover & Other Income	3070.91	2736.83	2360.41
Net Profit as per Profit and Loss Account (after tax)	94.52	188.94	234.14
Profit as computed under Section 198 of the Companies Act, 2013	115.24	246.95	304.82
Amount of Dividend (including Dividend Tax)	56.57	54.94	54.94
Rate of Dividend declared	10%	10%	10%



(v) Foreign investment or collaborations, if any:

The Company has entered into a joint venture with the Al Mohammadi 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 Company had invested 4,90,000 QAR (Qatari Riyal) in the Joint Venture Company by way of subscription of 490 fully paid-up equity shares of QAR 1000 each of Mainland China Restaurant LLC.

II. Information about Mr. Indranil Chatterjee:

(i) Background details: Please refer to paragraphs 21 to 26 of Item No. 6 mentioned above.

(ii) Past remuneration:

The remuneration drawn by Mr. Indranil Chatterjee in the last three financial years was as under:-

- a) Financial year 2012-13: ₹ 1.73 million
- b) Financial year 2013-14: ₹ 2.10 million
- c) Financial year 2014-15: ₹ 2.10 million

(iii) Recognition or Awards:

The Company has won multiple awards for various brands. The details of the award are given on page no. 37 of the Annual Report.

(iv) Job profile and his suitability:

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

(v) Remuneration proposed:

The proposed remuneration comprises of basic salary, allowances, perquisites and benefits as mentioned under Item No. 6 of this Notice subject to the provisions of Schedule V of the Companies Act, 2013.

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

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

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

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

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

III. Other Information:

(i) Reasons of loss or inadequate profits:

High rate of inflation coupled with reduction in discretionary spending power of consumers 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 lower profits.

(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 etc.:

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. 64 of the Annual Report.

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

**V.S.Satyamoorthy
Company Secretary**

Place: Mumbai.
Date: May 27, 2015

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.



**Details of the Directors seeking re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Mrs. Suchhanda Chatterjee	Mr. Indranil Chatterjee
Date of Birth	9-10-1965	22-04-1960
Date of Appointment	1-12-1999	18.8.2005
Qualifications	B.A.	B.Com. Post Graduate Diploma in Business Management
Expertise in specific functional areas	Over 15 years of experience in the field of Hospitality Industry	Close to 30 years of experience in the field of Finance and Marketing.
Directorship in other Companies*	Nil	Nil
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee)	None	None
No. of Shares held in the Company	1,19,70,000	1,299

Note: Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

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