



SPECIALITY
RESTAURANTS LTD.

Morya Land Mark – 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai - 53
Tel No. (022) 3341 6700 Fax No. (022) 3340 6878 Website. www.speciality.co.in

August 2, 2016

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.**

Dear Sir/ Madam,

Sub: Submission of notice for the 17th Annual General Meeting ("AGM") and intimation of cut-off date for voting.

Please find enclosed the Notice for the AGM of Speciality Restaurants Limited ("the Company") which is scheduled to be held on Wednesday, August 24, 2016 at 11:00 a.m. at Kolkata.

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

Pursuant to the Companies (Management and Administration) Rules, 2014, the Company has fixed August 17, 2016 as the cut off date for the purpose of determining the eligibility of members to vote by electronic means or in the AGM.

Kindly take this on record.

Thanking you,

Yours sincerely,

For Speciality Restaurants Limited


Authorized Signatory

Name: Avinash Kinhikar
Designation: Company Secretary & Legal Head

Encl: As above.

NOTICE

Notice is hereby given that the 17th Annual General Meeting (the “17th AGM”) of the Members of **SPECIALITY RESTAURANTS LIMITED** (the “Company”) will be held on Wednesday, August 24, 2016 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 as at and for the financial year ended March 31, 2016, the Audited Balance Sheet as at and for the financial year ended March 31, 2016, the Report of the Board of Directors of the Company (the “Board”) and the Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Indranil Chatterjee (DIN: 00200577), who is liable to retire by rotation and being eligible, has offered himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors and fixing their remuneration:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and the rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration Number: 117366 W/W-100018), as the statutory auditors of the Company to hold office from the conclusion of this 17th AGM until the conclusion of the next annual general meeting of the members of the Company on such remuneration to be fixed by the Board based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses including applicable taxes in connection with the audit of accounts of the Company for the financial year ending on March 31, 2017.”

SPECIAL BUSINESS:

4. **Payment of remuneration to Non-Executive Directors:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the Articles of Association of the Company, approval of the Members be and is hereby accorded to the payment of remuneration not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 197 and 198 of the Companies Act, to all the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 1, 2016;

RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate in any financial year, the Company shall pay the remuneration to the Non-Executive Directors at such amount as may be determined in accordance with the provisions of Schedule V of the Companies Act and the Nomination and Remuneration policy of the Company and in the event, the Company is unable to comply with such provisions, with the previous approval of the Central Government in this regard;

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committees or general meetings, including travelling and other expenses, or for any other purpose whatsoever as may be decided by the Board and reimbursement of such expenses;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard.”

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

Avinash Kinshikar
Company Secretary & Legal Head

Place: Mumbai.

Date: May 28, 2016

Registered Office: Uniworth House,
3A, Gurusaday Road, Kolkata 700 019.

CIN: L55101WB1999PLC090672.

E-mail: corporate@speciality.co.in

Phone: 033-22837964/65/66.

Fax No: 033-22809282.

Website: www.speciality.co.in

Notes:

1. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 (the “Companies Act”) and the rules made thereunder, relating to the special business to be transacted at the 17th AGM, as set out in the notice to the 17th AGM (the “Notice”) (the “Explanatory Statement”) is annexed hereto and forms part of the Notice.
2. **A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the

Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.

3. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED WITH THE COMPANY EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN RELATION TO WHICH THEY ARE DEPOSITED. A PROXY FORM, FOR 17th 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 17th AGM.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote on any Resolution would be entitled to inspect the proxies lodged between 9.00 a.m and 6.00 p.m. during such period, provided that notice in writing of the intention to inspect the proxies lodged is given to the Company at least three days before the commencement of the Meeting.
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, up to the date of the meeting. Copies of the relevant documents referred to above are also open for inspection in physical or electronic form by the Members at the Corporate Office of the Company at Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate, Off New Link Road, Andheri West, Mumbai- 400053 on all working days, except Saturdays, during business hours, up to the date of the meeting.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, August 18, 2016 to Wednesday, August 24, 2016 (both days inclusive).
9. Members are requested to address all correspondence including dividend matters, to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078 (the "**Registrar**" or "**Transfer Agent**").
10. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar.
11. Unclaimed dividend for the financial years from 2012-13 to 2014-15 are held in separate bank accounts and members who have not received the dividend/encashed the warrants are advised to correspond with Mr. Avinash Kinikar, Company Secretary & Legal Head, at the Company's Corporate Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund established by the Central Government as per Section 124 of the Companies Act.
12. Copies of the Annual Report for the financial year 2015-16 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 2015-16 are being sent by the permitted modes of service of documents.
13. The Notice, *inter-alia* indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form, will be sent by electronic mode to all members whose e-mail addresses are registered with the Company/ Depository Participants, unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents.
14. Members may also note that the Notice and the Annual Report for the financial year 2015-16 will also be available on the Company's website www.speciality.co.in. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection on all working days except Saturdays, during business hours. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at investor@speciality.co.in.
15. **Voting through electronic means:**
 - (a) In compliance with Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM) through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions specified in this Notice.
 - (b) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot shall be able to exercise their right at the meeting.
 - (c) The Remote e-voting commences on Sunday, August 21, 2016 (10:00 a.m. Indian Standard Time "IST") and ends on Tuesday, August 23, 2016 (5.00 p.m. IST). E-voting shall not be allowed after the aforesaid date and time. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, being Wednesday, August 17, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter.
 - (d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Detail of the process and manner of Remote e-voting along with the user ID and password is being sent to all the members along with the Notice.

- (e) In terms of the Companies (Management and Administration) Rules, 2014, as amended, with respect to voting through electronic means, the Company is also offering the facility for voting by way of ballot at the 17th AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting and by ballot, may vote at the 17th 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 17th 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 17, 2016.
- (f) The Board of Directors (the “**Board**”) has appointed Mr. Tarun Chatterjee (Membership No.A17195/C.P. No. 6935) of M/s T. Chatterjee & Associates, Practising Company Secretaries, (the “**Scrutinizer**”) as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (g) Members who do not have access to e-voting facility may send duly completed Ballot Form in the self-addressed prepaid postage envelope, enclosed with the Annual Report, directly to the Scrutinizer so as to reach the Scrutinizer appointed by the Board, Mr. Tarun Chatterjee, Practising Company Secretary, not later than Tuesday, August 23, 2016 (5.00 p.m., IST).
- (h) Ballot Form received after Tuesday, August 23, 2016, at 5.00 p.m. IST will be treated as invalid.
- (i) Members have the option to request for duplicate physical copy of the Ballot Form by sending an e-mail to investor@speciality.co.in by mentioning their Folio / DP ID and Client ID. However, the duly completed Ballot Form should reach Scrutinizer appointed by the Board, Mr. Tarun Chatterjee, Practising Company Secretary, not later than Tuesday, August 23, 2016 (5.00 p.m. IST).
- (j) In case you have any queries or issues regarding e-voting, you may refer to the frequently asked questions (“**FAQs**”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- (k) The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.
- (l) The Chairman or in his absence any other Director authorised by the Board shall forthwith on receipt of the Consolidated Scrutinizer’s Report, declare the results of the voting. The Result declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.speciality.co.in and on the website of CDSL immediately after their declaration, and communicated to the BSE Limited and the National Stock Exchange of India Limited.
- (m) The results of voting will be declared and published, alongwith consolidated Scrutinizer’s Report, on the website of the Company www.speciality.co.in and on CDSL website www.cdslindia.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the 17th AGM.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period commences on Sunday, August 21, 2016 at 10:00 a.m. (IST) and ends on Tuesday, August 23, 2016, 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 17, 2016, may cast their vote by electronic means in the manner and process set out herein. The remote e-voting module shall be disabled by CDSL thereafter.
- Shareholders who have cast their vote by remote e-voting prior to the meeting or by ballot form prior to the AGM may also attend the meeting, however, shall not be entitled to cast their vote again at the meeting.
- Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- In case a person has become a member of the Company after the despatch of the Notice but on or before the cut-off date i.e. Wednesday, August 17, 2016, he/she may follow the same procedure as mentioned below.

A. In case of Members receiving e-mail:

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

(vi) 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).

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the "New Password" field. Kindly note that this password 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.

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

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

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

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

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

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

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

(xvi) If 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.

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

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

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

B. In case of Members receiving the physical copy:

Please follow all steps from serial no. A. (i) to (xviii) specified above to cast vote.

- Pursuant to Regulation 36(3) of the Listing Regulations, the details of Director seeking re-appointment at the 17th AGM have been annexed to this Notice.
- 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.
- A route map showing directions to reach the venue of the 17th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard (SS-2) on "General Meetings".

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

1. The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 3 & 4 of the Notice dated May 28, 2016.

Item No. 3:- Ratification of appointment of Statutory Auditors and fixing their remuneration

2. This Explanatory Statement is provided as an additional information to the Members though not statutorily required as per Section 102 of the Companies Act.
3. M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (“AGM”) of the Company held on September 15, 2014, from the conclusion of the 15th AGM until the conclusion of the 20th AGM to be held in the year 2019.
4. As per the provisions of Section 139(1) of the Companies Act, their appointment for the above tenure is subject to ratification by Members at every AGM.
5. Accordingly, ratification of the Members is being sought for the appointment of the Statutory Auditors, as per the proposal contained in the Resolution set out at Item No. 3 of the Notice.
6. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution at Item No. 3 of the Notice.
7. The Board recommends the resolution as set out at Item No. 3 for approval of the Members to be passed as an Ordinary Resolution.

Item No. 4:- Payment of remuneration to Non-Executive Directors

8. In view of Sections 149, 197 and other relevant provisions of the Companies Act, and taking into consideration the roles and responsibilities of the Non-Executive Directors, it is proposed that the Non-Executive Directors be paid for each of the five financial years commencing from April 1, 2016 and extending upto and including the financial year of the Company ending on March 31, 2021 remuneration not exceeding one per cent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act. This remuneration will be distributed amongst all the Non-Executive Directors of the Company in accordance with the directions given by the Board, subject to the provisions of the Companies Act. This remuneration shall be in addition to the fee payable to the Non-Executive Directors for attending the meetings of the Board or its Committees or general meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of such expenses.
9. Accordingly approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act for payment of remuneration to the Non-Executive Directors of the Company for a period of five financial years commencing from April 1, 2016 and extending upto and including the financial year of the Company ending on March 31, 2021.
10. Subject to the approval of the Central Government as prescribed under Section 197 and Schedule V of the Companies Act and in accordance with the Nomination and Remuneration Policy of the Company, in case of inadequacy of profits or no profits, the Company shall pay remuneration to the Non-Executive Directors of the Company at such amount as may be decided by the Board.
11. All the Non-Executive Directors and their relatives of the Company may be deemed to be concerned or interested in the Resolution set out at Item No. 4 of the Notice to the extent of the remuneration that may be received by them. None of the other directors or key managerial personnel or their relatives are in any way concerned or interested financially or otherwise in this resolution.
12. The Board recommends the resolution as set out at Item No. 4 for approval of the Members to be passed as a Special Resolution.

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

**Avinash Kinshikar
Company Secretary & Legal Head**

Place: Mumbai
Date: May 28, 2016

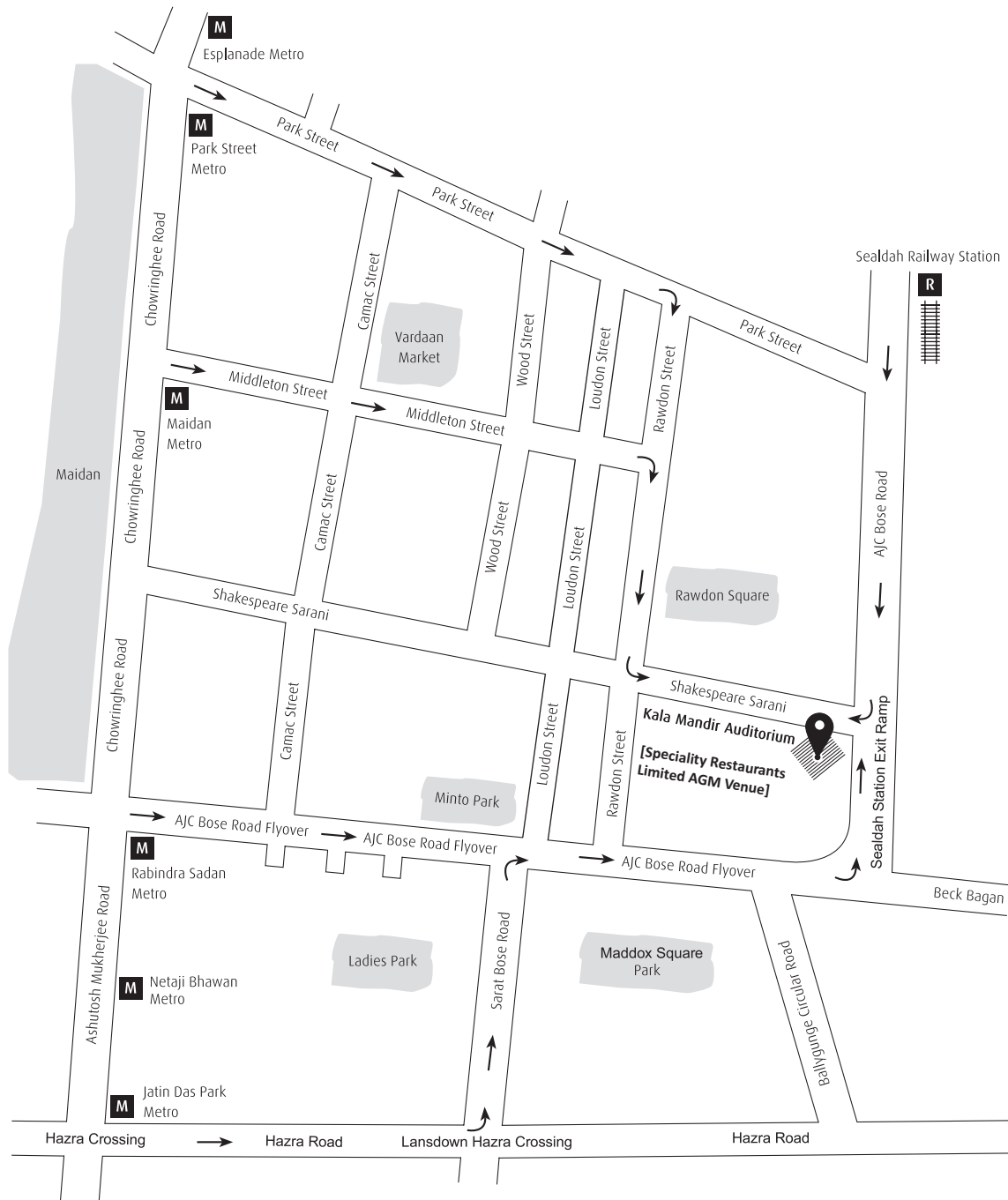
Registered Office: Uniworth House,
3A, Gurusaday Road, Kolkata 700 019.
CIN: L55101WB1999PLC090672.
E-mail: corporate@speciality.co.in
Phone: 033-2283 7964/65/66.
Fax: 033-22809282.
Website: www.speciality.co.in

Details of the Director seeking re-appointment at the 17th AGM

(Pursuant to Regulation 36 (3) of the Listing Regulations and
Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Indranil Chatterjee
Date of Birth and Age	April 22, 1960, 56 years
Date of First Appointment on the Board	August 18, 2005
Qualifications	B.Com., Post Graduate Diploma in Business Management
Brief Resume	Mr. Indranil Chatterjee, is a whole-time Director of the Company. He has been a Director of the Company since August 18, 2005. He holds a Bachelor's Degree in Commerce from University of Calcutta and a Post Graduate Diploma in Business Management from Institute of Modern Management, Calcutta.
Current Designation	Whole-time Director designated as Director-Commercial Operations.
Nature of expertise in specific functional areas	Over 30 years of experience in the field of Finance and Marketing.
Details of other Directorships/Membership/Chairmanships of the Committees of other Boards	Director of the following Companies <ol style="list-style-type: none"> 1. Havik Leasing and Financial Services Private Limited 2. Span Promotions Private Limited 3. Speciality Hotels India Private Limited 4. Mad Orders Private Limited
(i) Names of listed entities in which the person holds the Directorship and (ii) the Membership of Committees of the Board	<ul style="list-style-type: none"> • Director of Speciality Restaurants Limited. • Member of Stakeholders Relationship Committee and Risk Management Committee of Speciality Restaurants Limited.
Disclosure of relationship with other Directors inter se, Manager, and other Key Managerial Personnel of the Company.	Not related to any Director, Manager, and other Key Managerial Personnel of the Company.
No. of shares held in the Company	1,299
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation.
Details of remuneration sought to be paid	Not Applicable since the Director is liable to retire by rotation and Members have already approved the Special Resolution for re-appointment of Mr. Indranil Chatterjee as a Whole time Director of the Company at the 16th AGM held on August 26, 2015.
Last drawn remuneration	₹ 21,00,000/- for the financial year 2015-16.
No of meetings of the Board attended during the financial year 2015-16	5 Meetings

Route map of 17th AGM Venue of Speciality Restaurants Limited





SPECIALITY
RESTAURANTS LTD.

Corporate Identity Number (CIN):-L55101WB1999PLC090672

Registered Office: Uniworth House, 3A, Gurusaday Road, Kolkata 700019.

Tel.No. (91 33) 2283 7964/65/66. Fax No: (91 33) 2280 9282

Corporate Office: Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate,

Off. New Link Road, Andheri West, Mumbai- 400053.

Tel.No. (91 22) 3341 6700. Fax No: (91 22) 3340 6878;

Website: www.speciality.co.in Email: corporate@speciality.co.in

ATTENDANCE SLIP

17th ANNUAL GENERAL MEETING ON AUGUST 24, 2016 AT KOLKATA.

Registered Folio / DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	
Number of Shares held	

I hereby record my presence at the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Company held at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 on **Wednesday, August 24, 2016 at 11.00 a.m. and at any adjournment thereof.**

.....
Name of Member/Proxy* /
Authorised Representative

.....
Signature of Member/Proxy* /
Authorised Representative

(in Block Letters)

* Strike out whichever is not applicable.

1. Please bring the Attendance Slip duly signed and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**
2. Members/Proxy holders are requested to bring the copy of the annual report and the attendance slip to the Annual General Meeting.
3. Members receiving the Annual Report along with the Attendance Slip and Proxy Form through email at the address registered with the Registrar/Depository Participants are requested to print the copy of this Attendance Slip and bring the same duly signed and hand it over at the Entrance of the Meeting Hall.
4. The Company is offering the facility of voting through electronic means to its Members in respect of the business to be transacted at the Seventeenth Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Company has engaged the services of Central Depository Services (India) Limited as authorised agency to provide remote e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Default PAN#
160713013		

Note: Please read the instructions for remote e-voting given in Notice convening the 17th Annual General Meeting carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.

Only members who have not updated their PAN with the company / Depository Participants shall use the default PAN in the PAN field.



SPECIALITY
RESTAURANTS LTD.

Corporate Identity Number (CIN):- L55101WB1999PLC090672
Registered Office: Uniworth House, 3A, Gurusaday Road, Kolkata 700019.
Tel.No. (91 33) 2283 7964/65/66. Fax No: (91 33) 2280 9282
Corporate Office: Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate,
Off. New Link Road, Andheri West, Mumbai- 400053.
Tel.No. (91 22) 3341 6700. Fax No: (91 22) 3340 6878;
Website: www.speciality.co.in • Email: corporate@speciality.co.in

PROXY FORM

(Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s) :
Registered Address :
E-mail ID :
Folio No./Client ID :
DP ID :

I/We being the Member (s) of _____ shares of **Speciality Restaurants Limited** hereby appoint:-

1. Name:
Address:
E-mail Id: _____ Signature _____ or failing him
2. Name:
Address:
E-mail Id: _____ Signature _____ or failing him
3. Name:
Address:
E-mail Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Company to be held on **Wednesday, August 24, 2016 at 11.00 a.m.** at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof, in respect of the resolutions, as are indicated below:

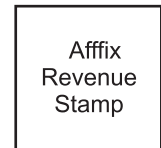
Resolution Nos.

1. To receive, consider and adopt the Audited Statement of Profit and Loss as at and for the financial year ended March 31, 2016, the Audited Balance Sheet as at and for the financial year ended March 31, 2016, the Report of the Board of Directors of the Company and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Indranil Chatterjee (DIN: 00200577), who is liable to retire by rotation and being eligible, has offered himself for re-appointment.
3. Ratification of appointment of Statutory Auditors and fixing their remuneration.
4. Payment of remuneration to Non-Executive Directors

Signed this _____ day of _____, 2016.

Signature of the Member(s): _____

Signature of the Proxyholder (s): _____



Note: This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.