



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 26, 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,

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

Sub: Submission of voting results of the 17th Annual General Meeting (the "AGM") of the Members of Speciality Restaurants Limited (the "Company") held on August 24, 2016.

This is to inform you that the AGM of the Members of the Company was held on August 24, 2016 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017, wherein the Members transacted and approved all the items of business contained in the notice of the AGM with the requisite majority.

The details of the combined voting results (i.e. the results of remote e-voting together with the votes casted by ballot forms received from the Members and votes casted by ballot forms at the AGM venue) under Regulation 44(3) of the Listing Regulations in the format prescribed under SEBI Circular bearing number CIR/CFD/CMD/8/2015 dated November 4, 2015, along with the consolidated report from the Scrutinizer dated August 25, 2016 which are enclosed as **Annexure A** and **Annexure B**, respectively.

You are requested to kindly take the same on record.

Kindly acknowledge the receipt.

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


Authorized Signatory



Name: Avinash Kinhikar
Designation: Company Secretary & Legal Head

ANNEXURE A

SPECIALITY RESTAURANTS LIMITED

Name of the Company	SPECIALITY RESTAURANTS LIMITED
Date of Annual General Meeting	Wednesday, August 24, 2016
Total Number of Shareholders on record Date	As on Cut-off date (August 17, 2016) 16,702
No. of Shareholders present in the meeting either in person or through proxy	568
-Promoters and Promoters Group	2
-Public	566
No. of Shareholders attended the meeting through Video Conferencing	
-Promoters and Promoters Group	
-Public	Not Applicable



Speciality Restaurants Limited

Agenda-wise disclosure

Resolution Required : Ordinary		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.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000			
	Poll at AGM	2,40,40,057	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000			
Public Institutions	E-Voting		68,62,503	59.3729	68,62,503	0	100.0000	0.0000			
	Poll at AGM	1,15,58,306	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		68,62,503	59.3729	68,62,503	0	100.0000	0.0000			
Public Non Institutions	E-Voting		1,500	0.0132	1,500	0	100.0000	0.0000			
	Poll at AGM	1,13,59,294	3,825	0.0337	3,825	0	100.0000	0.0000			
	Postal Ballot		1,055	0.0093	905	150	85.7820	14.2180			
	Total		6,380	0.0562	6,230	150	97.6489	2.3511			
Total		4,69,57,657	3,09,08,883	65.8229	3,09,08,733	150	99.9995	0.0005			



Speciality Restaurants Limited

Resolution Required : Ordinary		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000
	Poll at AGM	2,40,40,057	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000
Public Institutions	E-Voting		68,62,503	59.3729	68,62,503	0	100.0000	0.0000
	Poll at AGM	1,15,58,306	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		68,62,503	59.3729	68,62,503	0	100.0000	0.0000
Public Non Institutions	E-Voting		1,500	0.0132	1,500	0	100.0000	0.0000
	Poll at AGM	1,13,59,294	3,825	0.0337	3,825	0	100.0000	0.0000
	Postal Ballot		1,055	0.0093	905	150	85.7820	14.2180
	Total		6,380	0.0562	6,230	150	97.6489	2.3511
Total		4,69,57,657	3,09,08,883	65.8229	3,09,08,733	150	99.9995	0.0005



Speciality Restaurants Limited

Resolution Required : Ordinary		3 - Ratification of appointment of Statutory Auditors and fixing their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000			
	Poll at AGM		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	2,40,40,057	0	0.0000	0	0	0.0000	0.0000			
	Total		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000			
Public Institutions	E-Voting		68,62,503	59.3729	68,62,503	0	100.0000	0.0000			
	Poll at AGM		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	1,15,58,306	0	0.0000	0	0	0.0000	0.0000			
	Total		68,62,503	59.3729	68,62,503	0	100.0000	0.0000			
Public Non Institutions	E-Voting		1,500	0.0132	1,500	0	100.0000	0.0000			
	Poll at AGM		3,825	0.0337	3,825	0	100.0000	0.0000			
	Postal Ballot	1,13,59,294	1,055	0.0093	905	150	85.7820	14.2180			
	Total		6,380	0.0562	6,230	150	97.6489	2.3511			
Total		4,69,57,657	3,09,08,883	65.8229	3,09,08,733	150	99.9995	0.0005			



Speciality Restaurants Limited

4 - Payment of remuneration to Non-Executive Directors									
Resolution Required : Special									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting		2,40,40,000	99.9998	2,40,40,000	0	100.0000	0.0000	
	Poll at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	2,40,40,057							
	Total			99.9998	2,40,40,000	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		68,62,503	59.3729	68,62,503	0	100.0000	0.0000	
	Poll at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	1,15,58,306							
	Total			59.3729	68,62,503	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting		1,500	0.0132	1,500	0	100.0000	0.0000	
	Poll at AGM		3,825	0.0337	3,825	0	100.0000	0.0000	
	Postal Ballot	1,13,59,294							
	Total			0.0093	905	150	85.7820	14.2180	
Total		4,69,57,657	3,09,08,883	65.8229	3,09,08,733	150	97.6489	2.3511	0.0005



T. Chatterjee & Associates

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152, S. P. Mukherjee Road, Kolkata - 700026
Phone : (033) 4060 5149, 6459 7983, Mobile : 9433239319
E-mail : tchatterjeeassociates@gmail.com, tarunchatterjee_2@hotmail.com
Website : www.tcacorporateadvisors.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of Seventeenth Annual General Meeting of the Members of Speciality Restaurants Limited (the Company) held on Wednesday, 24th August, 2016 at 11 a.m., at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017.

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Chairman of the 17th Annual General Meeting of Speciality Restaurants Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice dated 28th May 2016 of the 17th Annual General Meeting (AGM) of the members of the Company, held on 24th August, 2016 at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017.

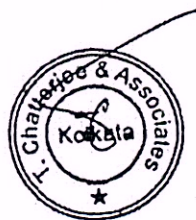
- After the declaration of voting by ballot by the Chairman, 2 ballot boxes kept for voting was locked in my presence with due identification mark placed by me.
- The locked ballot boxes were subsequently opened in the presence of two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



2. The Company had also provided the remote e-voting facility for its members as per the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which remained open from August 21, 2016 (10:00 A.M) to August 23, 2016 (5.00 P.M). The Board of Directors of Speciality Restaurants Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 17th Annual General Meeting dated August 24, 2016.

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting, voting by ballot at Annual General Meeting on the resolutions contained in the Notice dated 28th May 2016 of the 17th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit a Consolidated Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Companies Act, 2013.

4. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting as well as on remote e-voting process on the resolutions contained in the Notice of the 17th Annual General Meeting (AGM) dated May 28, 2016 of the members of the Company:-



Ordinary Business

Item No. 1: Adoption of Accounts for the year ended 31st March, 2016

Ordinary Resolution:

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.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	16	29	35	80
Number of shares held	30904003	1055	3825	30908883
Number of voters voted in favour of the Resolution	16	28	35	79
Number of voters voted against the Resolution	0	1	0	1
Number of votes in favour of the Resolution	30904003	905	3825	30908733
Percentage of votes in favour of the Resolution	100	85.78	100	100
Number of votes against the Resolution	0	150	0	150
Percentage of votes against the Resolution	0	14.22	0	0

Item No. 2: Re-appointment of Mr. Indranil Chatterjee (DIN 00200577) as a Director

Ordinary Resolution:

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.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	16	29	35	80
Number of shares held	30904003	1055	3825	30908883
Number of voters voted in favour of the Resolution	16	28	35	79
Number of voters voted against the Resolution	0	1	0	1
Number of votes in favour of the Resolution	30904003	905	3825	30908733
Percentage of votes in favour of the Resolution	100	85.78	100	100
Number of votes against the Resolution	0	150	0	150
Percentage of votes against the Resolution	0	14.22	0	0



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

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.”

The Results of voting conducted are as under:

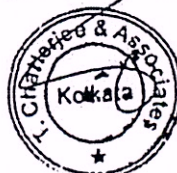
	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	16	29	35	80
Number of shares held	30904003	1055	3825	30908883
Number of voters voted in favour of the Resolution	16	28	35	79
Number of voters voted against the Resolution	0	1	0	1
Number of votes in favour of the Resolution	30904003	905	3825	30908733
Percentage of votes in favour of the Resolution	100	85.78	100	100
Number of votes against the Resolution	0	150	0	150
Percentage of votes against the Resolution	0	14.22	0	0

Special Business

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

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;

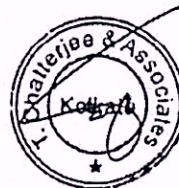
RESOLVED FURTHER THAT if the Company has no profits or its profits are inadequate in any financial year, the Company shall pay the remuneration to the Non-Executive Directors at such amount as may be determined in accordance with the provisions of Schedule V of the Companies Act and the Nomination and 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."

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Poll at AGM	Total
Number of Shareholders voted	16	29	35	80
Number of shares held	30904003	1055	3825	30908883
Number of voters voted in favour of the Resolution	16	28	35	79
Number of voters voted against the Resolution	0	1	0	1
Number of votes in favour of the Resolution	30904003	905	3825	30908733
Percentage of votes in favour of the Resolution	100	85.78	100	100
Number of votes against the Resolution	0	150	0	150
Percentage of votes against the Resolution	0	14.22	0	0



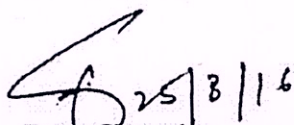
Total Number of Ballot Forms Rejected

	No. of Ballot	Reason of Rejection
Postal Ballot	9	<ul style="list-style-type: none">• Folio Mismatch• Number of Shares not Mentioned• Signature Mismatch• Number of Share Mismatch
Poll Ballot	15	<ul style="list-style-type: none">• Folio Mismatch• Number of Shares not Mentioned• Signature Mismatch• Number of Share Mismatch

5. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.
6. The Poll papers, Postal Ballot and all other relevant records were sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting.

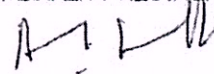
Thanking you,

Yours faithfully


Tarun Chatterjee
Practicing Company Secretary
Membership No. 17195

Place: Kolkata
Date: 25-08-2016

FOR SPECIALITY RESTAURANTS LIMITED



DIRECTOR



