

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : Speciality Restaurants Limited
2. Quarter ending : December 31, 2016

I. Composition of Board of Directors								
Title (Mr. / MS)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
"same as previous quarter"								
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. Tenure of each Independent Director increased by 3 months from the date of last quarter ended on September 30, 2016.</p>								



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
"same as previous quarter"		
§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.		

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
August 11, 2016	October 6, 2016	55 days
	November 9, 2016	33 days



<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee Meeting October 6, 2016 November 9, 2016	Yes Yes	August 11, 2016 -	55 days -
Risk Management Committee Meeting October 6, 2016	Yes	-	-
Corporate Social Responsibility Committee Meeting October 6, 2016	Yes	-	-
Stakeholders Relationship Committee Meeting November 9, 2016	Yes	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### **Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.



## VI. Affirmations

1. The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").
2. The composition of the following committees is in terms of the SEBI Listing Regulations:
  - (a). Audit Committee
  - (b). Nomination and Remuneration Committee
  - (c). Stakeholders' Relationship Committee
  - (d). Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Listing Regulations.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in the SEBI Listing Regulations.
5. This report shall be placed before Board of Directors in the ensuing Board Meeting. In the event of any comments/ observations/ advice of the Board of Directors of the Company, the same shall be separately intimated to the stock exchanges. The report submitted for the previous quarter ended September 30, 2016 has been placed before the Board of Directors at their meeting held on November 9, 2016 and there were no comments/observations/advice of the Board of Directors.

Name:

  
Avinash Kinhikar



Designation: Company Secretary & Legal Head

### Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.