

SPECIALITY RESTAURANTS LIMITED

ONGOING FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. Overview:

In accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Regulations**”) and Schedule IV of the Companies Act, 2013, as amended, (the “**Companies Act**”) Speciality Restaurants Limited (the “**Company**”) has introduced a programme (the “**Programme**”) to familiarize the independent directors (the “**Independent Directors**”) of the Company including in relation to the business model of the Company, nature of industry in which the Company operates and the roles, rights and responsibilities of the Independent Directors.

2. Purpose:

The Programme aims to enable the Independent Directors to understand the business model of the Company and keep them updated on an ongoing basis about the significant changes which occur in the industry in which the Company operates.

3. Familiarization process:

The Company, through various presentations and/or discussions familiarises the Independent Directors on the overall economic trends, the performance of the food and beverage sector and analysis of the circumstances which have adversely impacted the Company’s performance and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, comparison of the Company's performance with its peers in the Industry as available in public domain, marketing/brand strategy, business risks and mitigation plan etc. Besides this, the Independent Directors are also updated, from time to time, about the disclosures required to be made under the Companies Act, the SEBI Regulations, the code of conduct applicable to the Independent Directors and other regulations and policies applicable to them and also appraised about food and beverages’ sector specific laws, including the Food Safety and Standards Act, 2006 and the Legal Metrology Act, 2009.

As part of the ongoing familiarization programme the presentations were made to the Independent Directors during the Financial Year 2016-17 on Way forward strategy and Budget 2017, Briefing on CSR Project progress, Presentation on Review of the Enterprise Risk Management by Consultants, Presentation on Internal Financial Controls System by Consultants, Impact and Update on GST and Ind-AS preparedness of the Company.

Apart from above, presentations on financial results of the Company and presentation on new developments were part of Board discussions which inter alia covered the following:-

1. Presentation on financial statements of the Company by Executive Director – Finance & CFO
2. Updates on various statutory and regulatory changes, including on the upcoming Goods and Service Tax and IND-AS.
3. New initiatives by the Company at Business units.

In the Financial year 2016-17, approximately five (5) hours on a cumulative basis were spent by the Independent Directors on the above programmes.