

T. Chatterjee & Associates

Practicing Company Secretaries
FRN - P2007WB067100

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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]

The
Chairman
Speciality Restaurants Limited
(CIN: L55101WB1999PLC090672)
'Uniworth House'
3A, Gurusaday Road
Kolkata 700019

Sir,

1. I, Binita Pandey, Partner of, M/s. T. Chatterjee & Associates, FRN-P2007WB067100 (erstwhile S2007WB097600) Company Secretaries firm in Practice, has been appointed by the Board of Directors of Speciality Restaurants Limited (the "Company") as a Scrutiniser for the purpose of Scrutinizing the remote e-voting process 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 as amended by Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings and read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and scrutinizing the e-voting conducted at the venue of 19th Annual General Meeting (AGM) of the Members of the Company held on Monday, 27th August, 2018 at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700017, for all the Resolutions contained in the notice dated 26th May, 2018.
2. The Company had provided 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 which remained open from 24th August, 2018 (10:00 A.M. IST) to 26th August, 2018 (5.00 P.M. IST). The Company had also provided e-voting facility at the AGM venue for the Members who were present and had not voted through remote e-voting to cast their vote.



3. The votes cast were unblocked on 27th August, 2018 at 01:30 p.m. in the presence of 2 witnesses, Mr. Ankit Kumar and Mr. Biswarup Ganguly who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.
4. 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 and e-voting at the venue of AGM on the resolutions contained in the Notice dated 26th May, 2018 of the 19th Annual General Meeting (AGM) of the members of the Company.
My responsibility as a Scrutinizer of remote e-voting and e-voting at the venue of AGM is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions passed by the members of the Company, as required by the Act.
5. I do hereby submit the Consolidated Report of vote casted at the venue of AGM and on remote e-voting on the resolutions contained in the Notice of the 19th Annual General Meeting (AGM) dated May 26, 2018 as under:

Ordinary Business:

Item No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Board of Directors of the Company and the Auditor's Report thereon.

(I) Voted in favour of the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
76	27886628	100

(II) Voted against the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
6	107	0

(III) Invalid Votes:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
N.A.	N.A.	N.A.

The above resolution was carried by requisite majority of votes.



Item No. 2: Ordinary Resolution:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Auditor's Report thereon.

(I) Voted in favour of the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
75	27886623	100

(II) Voted against the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
6	107	0

(III) Invalid Votes:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
N.A.	N.A.	N.A.

The above resolution was carried by requisite majority of votes.

Item No. 3: Ordinary Resolution: To appoint director in place of Mr. Anjan Chatterjee (DIN: 00200443), who retires by rotation and being eligible, has offered himself for re-appointment.

(I) Voted in favour of the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
77	27087138	97.13

(II) Voted against the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
4	799592	2.87

(III) Invalid Votes:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
N.A.	N.A.	N.A.

The above resolution was carried by requisite majority of votes.



Special Business:

Item No. 4: Ordinary Resolution:

Re-appointment of Mrs. Suchhanda Chatterjee (DIN: 00226893) as a Whole-time Director of the Company

(I) Voted in favour of the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
76	27885911	100

(II) Voted against the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
6	824	0

(III) Invalid Votes:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
N.A.	N.A.	N.A.

The above resolution was carried by requisite majority of votes.

Item No. 5: Ordinary Resolution:

Re-appointment of Mr. Indranil Chatterjee (DIN: 00200577) as a Whole-time Director of the Company

(I) Voted in favour of the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
76	27886269	99

(II) Voted against the Resolution:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
6	466	0

(III) Invalid Votes:

No. of members who voted electronically	No. of votes cast by them	% of total number of valid votes cast
N.A.	N.A.	N.A.

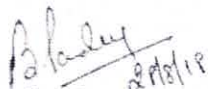
The above resolution was carried by requisite majority of votes.

6. 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.



7. All relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Yours faithfully,
M/s. T. Chatterjee & Associates
Practising Company Secretaries Firm
(FRN No. P2007WB067100)


Binita Pandey, Partner
Practising Company Secretary
Certificate of Practice No. 19730

Place: Kolkata
Date: 28th August, 2018

