

SCRUTINEER'S REPORT

To the Chairman of the 15<sup>th</sup> Annual General Meeting of the Members of **Speciality Restaurants Limited** ( the Company) to be held at Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata 700046 , on Monday, 15<sup>th</sup> September,2014 at 11 a.m.

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited , as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company by e-voting carried out as per the Provisions of section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 and postal ballot carried out as per the Provisions of Section 109(5) of the Companies Act, 2013 read with Rules 21(1) ( c) of the Companies (Management and Administration) Rules,2014 on the resolutions contained in the Notice of the 15<sup>th</sup> Annual General Meeting of the members , dated 28-05-2014, to be held at Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata 700046 , on Monday, 15<sup>th</sup> September,2014 at 11 a.m.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions contained in the Notice of the 15<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and postal ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited ("CDSL")** , the authorized agency to provide e-voting facilities, engaged by the Company and postal ballot received by Link Intime India Pvt. Ltd, the Registrar and Transfer Agent of the Company
3. Further to my report on e-voting and postal ballot ,I submit combine report of e-voting and postal ballot as under:-



**Item No. 1**

To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2014 and the Audited Balance Sheet as on that date and the Report of the Board of Directors and the Auditors thereon.

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	51
Number of voters voted against the Resolution	2
<b>Number of votes in favour of the Resolution</b>	<b>32714800</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>1505</b>
Percentage of votes against the Resolution	0.01

**Item No. 2**

To declare dividend for the Financial Year ended March 31, 2014

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	52
Number of voters voted against the Resolution	1
<b>Number of votes in favour of the Resolution</b>	<b>32716300</b>
Percentage of votes in favour of the Resolution	100.00
<b>Number of votes against the Resolution</b>	<b>5</b>
Percentage of votes against the Resolution	-



### Item No. 3

To re-appoint Mr. Vishal Sood (DIN: 01780814) who is liable to retire by rotation and being eligible as a non-executive director, has offered himself for re-appointment.

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716205
Number of voters voted in favour of the Resolution	49
Number of voters voted against the Resolution	4
<b>Number of votes in favour of the Resolution</b>	<b>32029806</b>
Percentage of votes in favour of the Resolution	97.90
<b>Number of votes against the Resolution</b>	<b>686399</b>
Percentage of votes against the Resolution	2.10

### Item No. 4

To re-appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration Number: 117366W/W-100018), be and are hereby appointed as the auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the AGM to be held in the year 2019 (subject to such appointment being ratified by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee of the Board of Directors in consultation with the auditors."

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32714135</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>2170</b>
Percentage of votes against the Resolution	0.01



#### Item No. 5

#### **Appointment of Mr. Susim Mukul Datta as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Susim Mukul Datta (DIN: 00032812), one of the Directors of the Company who is liable to retire by rotation at the AGM and pursuant to a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention of Mr. Susim Mukul Datta to be nominated as a candidate for the office of Director of the Company, be and is hereby appointed as a Director who is an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019, not liable to retire by rotation."

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32714130</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>2175</b>
Percentage of votes against the Resolution	0.01

#### Item No. 6

#### **Appointment of Mr. Jyotin Mehta as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Jyotin Mehta (DIN: 00033518), one of the Directors of the Company who is liable to retire by rotation at the AGM and pursuant to a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention of Mr. Jyotin Mehta, to be nominated as a candidate for the office of Director of the Company, be and is hereby appointed as a Director who is an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019, not liable to retire by rotation."



The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32714135</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>2170</b>
Percentage of votes against the Resolution	0.01

**Item No. 7**

**Appointment of Mr. Tara Sankar Bhattacharya as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Tara Sankar Bhattacharya (DIN: 00157305), one of the Directors of the Company who is liable to retire by rotation and pursuant to a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention of Mr. Tara Sankar Bhattacharya to be nominated as a candidate for the office of Director of the Company, be and is hereby appointed as a Director who is an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019, not liable to retire by rotation.”

The combine Results of e voting & postal ballot conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32714135</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>2170</b>
Percentage of votes against the Resolution	0.01



**Item No. 8**

**Appointment of Mr. Dushyant Mehta as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Dushyant Mehta (DIN: 00126977), one of the Directors of the Company who is liable to retire by rotation and pursuant to a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention of Mr. Dushyant Mehta to be nominated as a candidate for the office of Director of the Company, be and is hereby appointed as a Director who is an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019, not liable to retire by rotation.”

The Results of e voting conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32714135</b>
Percentage of votes in favour of the Resolution	99.99
<b>Number of votes against the Resolution</b>	<b>2170</b>
Percentage of votes against the Resolution	0.01

**Item No. 9**

**Amendment to the Articles of Association.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended as under:

(a) The existing Article 108 is deleted and substituted by the following new Article 108.

**108. One-third of Directors to retire every year:** At the Annual General Meeting of the Company to be held in every year, one third of such of the directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided that the Managing Director appointed or the



Director/s appointed as a Debenture Director/s and Special Directors under Articles hereto or the Independent Directors appointed pursuant to the provisions of the Companies Act, 2013 shall not be liable to retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

(b) The existing Clause (e) Article 138 is deleted and substituted by the following new Article 138(e).

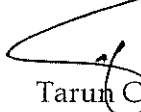
138 (e) The Managing Director shall not be liable to retire by rotation as long as he holds office as Managing Director."

The Results of e voting conducted are as under:

Number of Shareholders voted	53
Number of shares held	32716305
Number of voters voted in favour of the Resolution	50
Number of voters voted against the Resolution	3
<b>Number of votes in favour of the Resolution</b>	<b>32638875</b>
Percentage of votes in favour of the Resolution	99.76
<b>Number of votes against the Resolution</b>	<b>77430</b>
Percentage of votes against the Resolution	0.24

Thanking you

Yours faithfully



Tarun Chatterjee  
Practicing Company Secretary  
Membership No.17195

Place : Kolkata

Date : 12-09-2014

