



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

January 14, 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,

Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2015

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Compliance Report on Corporate Governance for the quarter ended December 31, 2015 in the prescribed format (Annexure I).

Kindly take the same on record.

Thanking you,
Yours sincerely,

For Speciality Restaurants Limited

Authorized Signatory

**Name: V. S. Satyamoorthy
Designation: Company Secretary**

Encl: As above.



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**Name: V. S. Satyamoorthy
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ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Speciality Restaurants Limited**
2. Quarter ending : **December 31, 2015**

i. Composition of Board of Directors								
Title (Mr. / MS)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ⁸	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)
Mr	Susim Mukul Datta	PAN No. - AAGPD6963M DIN No. - 00032812	Chairman – Non – Executive Independent Director	01-04-2014 for 5 Years	**09-02-2011 4 years 11 months	5	10	2
Mr	Anjan Snehmoy Chatterjee	PAN No. - AABPC1526A DIN No. - 00200443	Executive - Managing Director	27-12-2012 for 5 Years	-	1	2	-
Mrs	Suchhanda Anjan Chatterjee	PAN No. - AADPC1258M DIN No. - 00226893	Executive- Whole-time Director	01-07-2015 for 3 years	-	1	-	-



Mr	Indranil Ananda Chatterjee	PAN No. - AAJPC2507R DIN No. - 00200577	Executive-Whole-time Director	01-07-2015 for 3 years	-	1	1	-
Mr	Jyotin Kantilal Mehta	PAN No. - AAHPM2575M DIN No. - 00033518	Non – Executive Independent Director	01-04-2014 for 5 Years	** 09-02-2011 4 years 11 months	2	3	2
Mr	Dushyant Rajnikant Mehta	PAN No. - AGKPM6791N DIN No. - 00126977	Non – Executive Independent Director	01-04-2014 for 5 Years	** 18-08-2009 6 years 4 months	2	1	-
Mr	Tara Sankar Sudhir Bhattacharya	PAN No. - AECPB7078M DIN No. - 00157305	Non – Executive Independent Director	01-04-2014 for 5 Years	** 09-02-2011 4 years 11 months	6	3	0

** Original date of appointment

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& 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

* 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.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	1. Mr. Jyotin Kantilal Mehta 2. Mr. Susim Mukul Datta 3. Mr. Tara Sankar Sudhir Bhattacharya 4. Mr. Anjan Snehmoy Chatterjee 5. Mr. Dushyant Rajnikant Mehta	Chairperson Non – Executive - Independent Director Non – Executive - Independent Director Non – Executive - Independent Director Executive Director (Managing Director) Non – Executive - Independent Director
2. Nomination & Remuneration Committee	1. Mr. Dushyant Rajnikant Mehta 2. Mr. Jyotin Kantilal Mehta 3. Mr. Susim Mukul Datta	Chairperson Non – Executive - Independent Director Non – Executive - Independent Director Non – Executive - Independent Director
3. Risk Management Committee(if applicable)	1. Mr. Jyotin Kantilal Mehta 2. Mr. Indranil Ananda Chatterjee 3. Mr. Tara Sankar Sudhir Bhattacharya 4. Mr. Dushyant Rajnikant Mehta	Chairperson Non – Executive- Independent Director Executive Director (Whole-time Director) Non – Executive - Independent Director Non – Executive - Independent Director



4. Stakeholders Relationship Committee	1. Mr. Susim Mukul Datta 2. Mr. Anjan Snehmoy Chatterjee 3. Mr. Indranil Ananda Chatterjee	Chairperson Non – Executive - Independent Director Executive Director (Managing Director) Executive Director (Whole-time Director)
5. Corporate Social Responsibility Committee	1. Mr. Jyotin Kantilal Mehta 2. Mr. Dushyant Rajnikant Mehta 3. Mrs. Suchhanda Anjan Chatterjee	Chairperson Non – Executive - Independent Director Non – Executive - Independent Director Executive Director (Whole-time Director)
&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 12, 2015	November 7, 2015	87 days



IV. Meeting of Committees			
<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 November 7, 2015	Yes	August 12, 2015	87 days
Stakeholder Relationship Committee November 7, 2015	Yes	-	NA
Nomination and Remuneration Committee November 7, 2015	Yes	-	NA
* 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

Subject	Compliance status (Yes/No/NA)refer note below
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.

Name: V. S. Satyamoorthy

Designation: Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st 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.

