



**SPECIALITY RESTAURANTS LIMITED**  
**Speciality Restaurants Limited**

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

April 15, 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 March 31, 2016**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Reports on Corporate Governance for the quarter ended March 31, 2016 in Annexure I & for the financial year ended on that date in Annexure II.

Kindly take the above documents on record.

Thanking you,  
Yours sincerely,

**For Speciality Restaurants Limited**

**Authorized Signatory**

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

**Encl's: As above.**



**SPECIALITY RESTAURANTS LIMITED**

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](http://www.speciality.co.in)

April 15, 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 March 31, 2016**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Reports on Corporate Governance for the quarter ended March 31, 2016 in Annexure I & for the financial year ended on that date in Annexure II.

Kindly take the above documents on record.

Thanking you,  
Yours sincerely,

For **Speciality Restaurants Limited**

**Authorized Signatory**

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

Encl's: As above.

Quarterly Compliance Report on Corporate Governance

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

I. Composition of Board of Directors									
Title (Mr. / MS)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	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 5 years 2 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 5 years 2 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 7 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 5 years 2 months	5	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

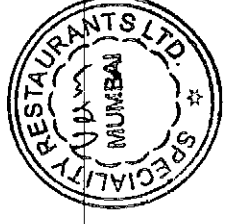
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
-------------------	---------------------------	---

"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.



<b>III. Meeting of Board of Directors</b>		
<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>
November 7, 2015	February 5, 2016	89 days
	March 23, 2016	46 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 January 28, 2016 February 5, 2016 March 23, 2016	Yes Yes Yes	November 7, 2015	81 days 7 days 46 days
Risk Management Committee January 28, 2016	Yes	-	NA
Corporate Social Responsibility Committee Meeting January 28, 2016 March 23, 2016	Yes Yes	-	NA



Nomination and Remuneration Committee March 23, 2016	Yes	November 7, 2015	NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

<b>V. Related Party Transactions</b>		<i>Compliance status (Yes/No/NA)refer note below</i>
<b>Subject</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	
<b>Note</b>	<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	



## 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 December 31, 2015 has been placed before the Board of Directors at their Meeting held on February 5, 2016 and there were no comments/observations/advice of the Board of Directors.

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.

## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes*





Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

\*The information specified in Part A, Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable and as may be available, shall be and has been placed before the Board of Directors.



**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy – Yes

The Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – The Company has complied with the Corporate Governance requirements of the subsidiary Company viz., Love Sugar and Dough Private Limited till it ceased to be a subsidiary of the Company (i.e. Till 3.8.2015).



Name : V. S. Satyamoorthy

Designation: ~~Company Secretary / Compliance Officer / Managing Director / CEO~~