

NOTICE

Notice is hereby given that the 15th Annual General Meeting (AGM) of the Members of SPECIALITY RESTAURANTS LIMITED will be held on Monday, September 15, 2014 at 11.00 a.m. at Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata-700046 to transact the following business:-

ORDINARY BUSINESS:

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.
2. To declare dividend for the Financial Year ended March 31, 2014.
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.
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: 117366 W/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.”

SPECIAL BUSINESS:

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.”

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.”

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

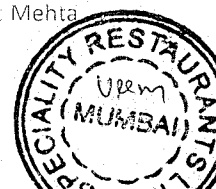
To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

“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.”

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."

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."

**By Order of the Board,
For Speciality Restaurants Limited,**

**V.S. Satyamoorthy
Company Secretary**

Place: Mumbai.
Date: May 28, 2014

Registered Office: Uniworth House,
3A, Gurusaday Road,
Kolkata-700019.
CIN: L55101WB1999PLC090672
E-mail: corporate@speciality.co.in
Phone: 033-22837964/65/66
Fax No: 033-22809282

Notes:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business set out in the Notice to be transacted at the AGM is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM, FOR THIS AGM IS ENCLOSED.**
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
6. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
7. Relevant documents referred to in this Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, September 8, 2014, to Monday, September 15, 2014 (both days inclusive) in order to determine the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
9. The dividend on Equity Shares, if declared at the Meeting will be credited/ despatched on or after September 19, 2014 to those members whose names shall appear on the Company's Register of Members on September 5, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished



by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on such date.

10. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or bank mandate to their respective Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar.
11. Members are requested to address all correspondence including dividend matters, to the Registrar and Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078.
12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. V.S. Satyamoorthy, Company Secretary, at the Company's Corporate Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) be transferred to Investor Education and Protection Fund.
13. Copies of the Annual Report for the financial year 2013-2014 are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for financial year 2013-2014 are being sent by the permitted modes of service of documents.
14. The Notice of the 15th AGM of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted modes of service of documents.
15. Members may also note that the Notice for the 15th AGM and the Annual Report for the financial year 2013-2014 will also be available on the Company's website www.speciality.co.in. The physical copies of the aforesaid documents will also be available at the Company's registered office in Kolkata for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at investors@speciality.co.in.
16. Voting through Electronic means
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote at the 15th AGM by electronic means.
 - II. The Company has appointed Central Depository Services (India) Limited (hereinafter called as "CDSL") ("Service Provider") for facilitating e-voting to enable the members of the Company to cast their votes electronically pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

In this regard, please note the following process and the manner for voting for members opting for e-voting as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, please follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.



DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details.	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on the "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will reach 'Password Creation' menu wherein they will be required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Speciality Restaurants Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

- III. The e-voting period begins on Tuesday, September 9, 2014 (9.00 a.m.) and ends on Thursday, September 11, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 5, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 5, 2014.
18. A member desirous of exercising his vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the scrutiniser in the enclosed self-addressed pre-paid postage business reply envelope. Postal charges will be borne and payable by the Company. However, if the member decides to courier or send by registered post or delivers his/her Postal Ballot Form in person, expenses will be borne by such member.
19. Members can choose only one of the two options, namely e-voting or voting through physical assent/ dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and



those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.

20. The Postal Ballot Form, duly completed and signed by the member should be returned in the self-addressed pre-paid postage business reply envelope directly to the Scrutinizer before September 11, 2014. Any Postal Ballot Form received after such date shall be treated as if the reply from the member has not been received.
21. M/s. Tarun Chatterjee of M/s. T. Chatterjee and Associates, Practising Company Secretaries has been appointed as the Scrutinizer, to scrutinise the e-voting process in a fair and transparent manner.
22. The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The results of the e-voting shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM subject to the receipt of requisite number of votes in favour of the resolution. The results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.speciality.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
24. Profile of Directors seeking appointment/re-appointment at the 15th AGM as required in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchange (s) is annexed to this Notice.
25. The Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.

Item No. 5: Appointment of Mr. Susim Mukul Datta as an Independent Director.

Mr. Susim Mukul Datta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 2011.

He is liable to retire by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Susim Mukul Datta being eligible and offering himself for appointment as an Independent Director of the Company. It is proposed that Mr. Susim Mukul Datta be appointed as an Independent Director for a term of five years with effect from April 1, 2014 upto March 31, 2019.

The Company has received a notice in writing from a member along with the required deposit under Section 160 of the Companies Act, 2013 and the rules made thereunder proposing the candidature of Mr. Susim Mukul Datta for the office of Director of the Company.

Further, Mr. Susim Mukul Datta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the rules made thereunder and have given his consent to act as Director. The Company has also received a declaration from Mr. Susim Mukul Datta, to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The resolution seeks the approval of the members for the appointment of Mr. Susim Mukul Datta as an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Susim Mukul Datta, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment of Mr. Susim Mukul Datta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Susim Mukul Datta as an Independent Director.

No Director/ Key Managerial Personnel / their relatives, except Mr. Susim Mukul Datta, to the extent of his appointment as an Independent Director of the Company is interested or concerned with his appointment as an Independent Director of the Company.

The Board recommends the resolution set out in Item No. 5 for the approval of the members.

Item No. 6: Appointment of Mr. Jyotin Mehta as an Independent Director.

Mr. Jyotin Mehta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 2011.

He is liable to retire by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder



Mr. Jyotin Mehta being eligible and offering himself for appointment as an Independent Director of the Company. It is proposed that Mr. Jyotin Mehta be appointed as an Independent Director for a term of five years with effect from April 1, 2014 upto March 31, 2019.

The Company has received a notice in writing from a member along with the required deposit under Section 160 of the Companies Act, 2013 and the rules made thereunder, proposing the candidature of Mr. Jyotin Mehta for the office of a Director of the Company. Mr. Jyotin Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received a declaration from Mr. Jyotin Mehta to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement.

The resolution seeks the approval of the members for the appointment of Mr. Jyotin Mehta as an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Jyotin Mehta, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment of Mr. Jyotin Mehta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jyotin Mehta as an Independent Director.

No Director/Key Managerial Personnel/ or their relatives, except Mr. Jyotin Mehta, to the extent of his appointment as an Independent Director of the Company is interested or concerned with his appointment as an Independent Director of the Company.

The Board recommends the resolution set out in Item No. 6 for the approval of the members.

Item No. 7: Appointment of Mr. Tara Sankar Bhattacharya as an Independent Director.

Mr. Tara Sankar Bhattacharya is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 2011.

He is liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Tara Sankar Bhattacharya, being eligible and offering himself for appointment as an Independent Director. It is proposed that Mr. Tara Sankar Bhattacharya be appointed as an Independent Director for a term of five years with effect from April 1, 2014 upto March 31, 2019.

The Company has received a notice in writing from a member along with the required deposit under Section 160 of the Companies Act, 2013 and the rules made thereunder proposing the candidature of Mr. Tara Sankar Bhattacharya for the office of Director of the Company. Mr. Tara Sankar Bhattacharya is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received a declaration from Mr. Tara Sankar Bhattacharya to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement.

The resolution seeks the approval of the members for the appointment of Mr. Tara Sankar Bhattacharya as an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Tara Sankar Bhattacharya, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment of Mr. Tara Sankar Bhattacharya as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Tara Sankar Bhattacharya as an Independent Director.

No Director/Key Managerial Personnel/ or their relatives, except Mr. Tara Sankar Bhattacharya to the extent of his appointment as an Independent Director, is interested or concerned with his appointment as an Independent Director of the Company.

The Board recommends the resolution set out in Item No. 7 for the approval of the members.

Item No. 8: Appointment of Mr. Dushyant Mehta as an Independent Director.

Mr. Dushyant Mehta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2009.

He is liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Dushyant Mehta,



being eligible and offering himself for appointment as an Independent Director. It is proposed that Mr. Dushyant Mehta be appointed as an Independent Director for a term of five years with effect from April 1, 2014 upto March 31, 2019.

The Company has received a notice in writing from a member along with the required deposit under Section 160 of the Companies Act, 2013 and the rules made thereunder proposing the candidature of Mr. Dushyant Mehta for the office of Director of the Company. Mr. Dushyant Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the rules made thereunder and have given his consent to act as Director. The Company has also received a declaration from Mr. Dushyant Mehta to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement.

The resolution seeks the approval of the members for the appointment of Mr. Dushyant Mehta as an Independent Director of the Company for a term of five years with effect from April 1, 2014 upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Dushyant Mehta, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment of Mr. Dushyant Mehta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Dushyant Mehta as an Independent Director.

No Director/Key Managerial Personnel/ or their relatives, except Mr. Dushyant Mehta, to the extent of his appointment as an Independent Director of the Company is interested or concerned with his appointment as an Independent Director of the Company.

The Board recommends the resolution set out in Item No. 8 for the approval of the members.

Item No. 9. Amendment of Articles of Association.

In terms of Article 108 of the Articles of Association, the Managing Director or Whole-time Directors appointed shall not retire by rotation under that Article and they shall not be included in calculating the total number of Directors of whom one third shall retire from office under that Article.

Further, in terms of Article 138 (e) of the Articles of Association the Managing Director and/or the Whole-time Director shall not be liable to retirement by rotation as long as office is held as Managing Director or Whole-time Director.

In accordance with the provisions of section 152 (6) of the Companies Act, 2013, in order to arrive at the number of directors liable to retire by rotation, the independent directors are to be excluded.

In order to give effect to the above provisions of the Companies Act, 2013, it is necessary to amend the Articles of Association for incorporation of necessary changes therein.

The resolution seeks the approval of the members for the amendment to the Articles of Association pursuant to Section 14(1) and other applicable provisions of the Companies Act, 1956 and the Rules made thereunder.

No Director/ Key Managerial Personnel/ their relatives is interested or concerned in the resolution except to the extent of the tenure of appointment of the Managing Director, Whole-time director and independent directors.

The Board recommends the resolution set out in Item No. 9 for the approval of the members.

By Order of the Board,
For Speciality Restaurants Limited,

Place: Mumbai.
Date: May 28, 2014

V.S.Satyamoorthy
Company Secretary

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