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

November 30, 2015

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,

Ref: Clause 35A of the Listing Agreement

Sub: Result of Postal Ballot on the resolutions proposed in the Postal Ballot Notice dated August 12, 2015 and disclosure of voting results as per Clause 35A of the Listing Agreement.

This is in reference to our letter dated October 26, 2015 enclosing therewith the Postal Ballot Notice dated August 12, 2015 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

In this connection we wish to inform you as under:-

Mr. Tarun Chatterjee of M/s. T. Chatterjee & Associates, Practicing Company Secretaries, who was appointed as Scrutiniser for the aforesaid Postal Ballot process has submitted his report dated November 30, 2015 to the Chairman or the authorised Directors of the Company. In accordance with the said report, the results were declared today.

We attach herewith a copy of the Scrutinizer's Report dated November 30, 2015 and disclosure of voting results of the Postal Ballot as per Clause 35A of the Listing Agreement.

The summarised result of the Postal Ballot is as follows:-

Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1. Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company - Special Resolution	100.00	-

Speciality Restaurants Ltd. Mumbai

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2. Adoption of new set of Articles of Association of the Company – Special Resolution	100.00	-
3. Variation of the terms of the objects of the issue - Special Resolution	100.00	-

Accordingly, the aforesaid resolutions were passed by the Shareholders of the Company with requisite majority.

You are requested to kindly take note of the same and bring it to the notice of all concerned.

For details of the said results pursuant to e-voting and Postal Ballot, please refer to the Annexure attached in the prescribed format.

Thanking you,
Yours sincerely,
For **Speciality Restaurants Limited**

Speciality Restaurants Ltd. Mumbai

Authorized Signatory

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

Encl's: As above.

ANNEXURE – Clause 35(A)

Speciality Restaurants Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:1 Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company							
Mode of Voting: (E-voting)							
Promoter and Prom	24040057	24040000	99.9998	24040000	0	100.0000	0.0000
Public Institutional	12554982	12310223	98.0505	12310223	0	100.0000	0.0000
Public-Others	10362618	4996878	48.2202	4996804	74	99.9985	0.0015
Total(A)	**46957657**	41347101	88.0519	41347027	74	**99.9998**	**0.0002**
Mode of Voting: (Postal Ballot)							
Promoter and Prom	24040057	0	0.0000	0	0	0.0000	0.0000
Public Institutional	12554982	0	0.0000	0	0	0.0000	0.0000
Public-Others	10362618	7661	0.0739	7301	360	95.3009	4.6991
Total(B)	**46957657**	7661	0.0163	7301	360	**95.3009**	**4.6991**
Result (A+B)	**46957657**	41354762	88.0682	41354328	434	**99.9990**	**0.0010**

Speciality Restaurants Ltd. Mumbai

Promoter /Public	Number of Shares	Number of Votes	% of votes polled on Outstanding shares
Promoter and Promoter Group	2404		
Public Institutional	1255		
Public-Others	1036		
Total(A)	4695		
Promoter and Promoter Group	2404		
Public Institutional	1255		
Public-Others	1036		
Total(B)	4695		
Result (A+B)	4695		

Specialty Restaurants Ltd.
Mumbai

Speciality Restaurants Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:3 Variation in the terms of the objects of the issue							
Mode of Voting: (E-voting)							
Promoter and Prom	24040057	24040000	99.9998	24040000	0	100.0000	0.0000
Public Institutional	12554982	12310223	98.0505	12310223	0	100.0000	0.0000
Public-Others	10362618	4996878	48.2202	4996831	47	99.9991	0.0009
Total(A)	**46957657**	**41347101**	**88.0519**	**41347054**	**47**	**99.9999**	**0.0001**
Mode of Voting: (Postal Ballot)							
Promoter and Prom	24040057	0	0.0000	0	0	0.0000	0.0000
Public Institutional	12554982	0	0.0000	0	0	0.0000	0.0000
Public-Others	10362618	7323	0.0707	6765	558	92.3802	7.6198
Total(B)	**46957657**	**7323**	**0.0156**	**6765**	**558**	**92.3802**	**7.6198**
Result (A+B)	**46957657**	**41354424**	**88.0675**	**41353819**	**605**	**99.9985**	**0.0015**

Speciality Restaurants Ltd. Mumbai

T. Chatterjee & Associates

Office : "**ABHISHEK POINT**" (4th Floor)
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Phone : (033) 4060 5149, 6459 7983, Mobile : 9433239319
E-mail : tchatterjeeassociates@gmail.com
tarunchatterjee_2@hotmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014]

To,
The
Chairman/Authorized Director(s)
Speciality Restaurants Limited **(CIN L55101WB1999PLC090672)**
'Uniworth House'
3A , Gurusaday Road
Kolkata 700019

Scrutinizers Report – Passing of resolutions through Postal Ballot and or remote e-voting under notice dated 12-08-2015.

Dear Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Board of Directors of Speciality Restaurants Limited, as a Scrutinizer vide Board Resolution dated 12-08-2015 for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company through Postal ballot and or e-voting carried out as per the provisions of section 110 of the Companies Act, 2013 read with Rules 22 of the Companies (Management and Administration) Rules, 2014.

2. The Company had also provided the e-voting facility to its members as per the Provisions Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 29th October, 2015 (10:00 a.m.) to 27th November, 2015 (5.00 p.m.). My responsibility as a Scrutinizer for the e-voting process 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.

3. Further to the above, I submit as under:-

i) The e-voting period remained open from Thursday, October 29,2015 (10.00 a.m.) to Friday , November 27,2015 (5 p.m.)

ii) The members of the Company as on the "cut-off date i.e. 16th October,2015 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice dated 12-08-2015.

iii) The results of EVSN 151021003 , ISIN INE247M01014 was downloaded from CDSL website on 29-11-2015 11:50 a.m. in the presence of 2 witnesses, CS. Shraddha Gupta and CS.Shivani Jaiswal who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.

iv) Thereafter, the details containing *inter alia,* list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e. https://evotingindia.com/ and based on such reports generated, the result of the e-voting is made.

4. The ballot papers were opened in the presence of the following witnesses and all ballots were counted in their presence, the witnesses are not in the employment of the Company. They have signed below in confirmation of the fact :

CS. Shraddha Gupta : Shraddha Gupta

CS.Shivani Jaiswal : Shivani Jaiswal.

Thereafter, the details containing *inter alia,* list of Equity Share Holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated and based on such reports generated, the result of the postal ballot is prepared .

- The Postal Ballot papers received till the time fixed for closing of Postal Ballot i.e. 5 p.m. on 27th November, 2015 were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting, voting by Postal Ballot on the resolutions contained in the Notice dated August 12, 2015 through Postal Ballot including voting by electronic means. My responsibility as a Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Act.

6. I do hereby submit the Consolidated Scrutinizer Report of vote casted through postal ballot as well as on e-voting on the resolutions contained in the Notice dated August 12, 2015.

Special Business:-

Item No.1: **Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company - Special Resolution.**

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7661	41354762
Number of voters voted in favour of the Resolution	38	72	110
Number of voters voted against the Resolution	4	3	7
Number of votes in favour of the Resolution	41347027	7301	41354328
Percentage of votes in favour of the Resolution	100	95.30	100
Number of votes against the Resolution	74	360	434
Percentage of votes against the Resolution	-	4.70	-

Item No.2: Adoption of new set of Articles of Association of the Company – Special Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7423	41354524
Number of voters voted in favour of the Resolution	38	70	108
Number of voters voted against the Resolution	4	5	9
Number of votes in favour of the Resolution	41347029	6958	41353987
Percentage of votes in favour of the Resolution	100	93.74	100
Number of votes against the Resolution	72	465	537
Percentage of votes against the Resolution	-	6.26	-

Item No. 3: Variation of the terms of the objects of the issue - Special Resolution.

The Results of voting conducted are as under:

	E-voting	Postal Ballot	Total
Number of Shareholders voted	42	75	117
Number of shares held	41347101	7323	41354424
Number of voters voted in favour of the Resolution	39	70	109
Number of voters voted against the Resolution	3	5	8

Total Number of Ballot Forms Rejected (Invalid votes)

	No. of Ballot	No. of shares	Reason of rejection	Remarks
Postal Ballot	9	751	***Signatures not tallied with the record***	

5. The Postal Ballots along with the Electronic data and all other relevant records relating to postal ballot and e-voting are sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting.

Thanking you,

Yours faithfully

20/11/15

FOR SPECIALITY RESTAURANTS LIMITED