



**SPECIALITY
RESTAURANTS LIMITED**

CIN: L55101WB1999PLC090672 Email : corporate@speciality.co.in
Morya Land Mark - 1, 4th Floor, B-25, Veera Industrial Estate, Off New Link Road, Andheri (W), Mumbai 400 053
Tel. No. (022) 62686700 Website-www.speciality.co.in

May 15, 2024

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.**

Scrip Code : 534425

Scrip Code : SPECIALITY

Dear Sir/ Madam,

Sub: Monitoring Agency Report for the quarter ended March 31, 2024.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 162A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we are enclosing herewith the Monitoring Agency Report dated May 15, 2024 issued by CRISIL Ratings Limited, Monitoring Agency, for the quarter ended March 31, 2024 in respect of utilization of proceeds of the issuance of Warrants convertible into Equity Shares, on preferential basis.

This will also be hosted on Company's website at www.speciality.co.in.

We request you to kindly take the above on record.

Yours sincerely,

For **Speciality Restaurants Limited**

AVINASH
MADHUKA
R KINHIKAR

Digitally signed by
AVINASH MADHUKAR
KINHIKAR
Date: 2024.05.15
16:00:02 +05'30'

Authorized Signatory

Name: Avinash KINHIKAR
Designation: Company Secretary and Legal Head

Registered Office: 'Uniworth House' 3A, Gurusaday Road, Kolkata - 700019.

Ratings

CRISIL
An S&P Global Company

Monitoring Agency Report
for
Speciality Restaurants Limited
for the quarter ended
March 31, 2024

CRISIL Ratings Limited
(A subsidiary of CRISIL Limited)
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001
www.crisilratings.com

Ratings



CRI/MAR/SRPLTD/2023-24/1110

May 15, 2024

To

Speciality Restaurants Limited

Uniworth House, 3A Gurusaday Road
Kolkata, West Bengal - 700019

Dear Sir,

Monitoring Agency Report for the quarter ended March 31, 2024 - in relation to the Preferential Issue of warrants convertible into equity shares of Speciality Restaurants Limited ("the Company")

Pursuant to Regulation 162A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated February 27, 2023, we enclose the Monitoring Agency Report, issued by CRISIL Ratings Limited, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of Preferential Issue for the quarter ended March 31, 2024.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of CRISIL Ratings Limited

Sushant Sarode
Director, Ratings (LCG)

CRISIL Ratings Limited
(A subsidiary of CRISIL Limited)
Corporate Identity Number: U67100MH2019PLC326247

Report of the Monitoring Agency (MA)

Name of the issuer: Speciality Restaurants Limited

For quarter ended: March 31, 2024

Name of the Monitoring Agency: CRISIL Ratings Limited

(a) Deviation from the objects: No

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature: 

Name and designation of the Authorized Signatory: Sushant Sarode

Designation of Authorized person/Signing Authority: Director, Ratings (LCG)

Ratings

1) Issuer Details:

Name of the issuer:	Speciality Restaurants Limited
Names of the promoter:	a. Anjan Snehamoy Chatterjee b. Suchhanda Anjan Chatterjee
Industry/sector to which it belongs:	Restaurants

2) Issue Details

Issue Period:	Wednesday, January 25, 2023, to Wednesday, February 1, 2023
Type of issue:	Preferential Issue
Type of specified securities:	Warrants convertible into equity shares
IPO Grading, if any:	NA
Issue size:	Rs 127.23 crore* (assuming full conversion) Upto 60,00,000 warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company of face value of Rs 10 each at a price of Rs 212.05 aggregating upto Rs 127.23 crore

*CRISIL Ratings shall be monitoring the proceeds raised through issue of fully convertible share warrants vide offer letter dated January 24, 2023

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the offer document?	Yes	Bank Statement, Offer Document, Management Undertaking, Independent Chartered Accountant Certificate [^]	Utilization is as per objects of the Preferential Issue as stated in Notice of EGM dated December 21, 2022	Yes
Whether shareholder approval has been obtained in case of material deviations* from expenditures disclosed in the offer document?	Not applicable		No deviations from expenditures as disclosed in the Offer Letter.	Not Applicable

Ratings

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
		Management Undertaking, Independent Chartered Accountant Certificate [^]	Hence Shareholders approval is not required to be obtained	
Whether the means of Finance for the disclosed objects of the issue has changed?	No		No Comments	No
Is there any major deviation observed over the earlier monitoring agency reports? *	No		No Comments	No
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable		Government approval related to the objects are not required.	Not Applicable
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Yes		The Company has taken technical assistance/collaboration with outside agencies for execution of development of new Restaurants	Yes
Are there any favourable events improving the viability of these object(s)?	Yes		The overall sentiment in the Indian economy as well as hospitality Sector is positive.	Yes
Are there any unfavourable events affecting the viability of these object(s)?	No		No Comments	No
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No

Ratings

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
<p>*Where material deviation may be defined to mean:- (a) Deviation in the objects or purposes for which the funds have been raised. (b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.</p>				

^Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098).

4). Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/ certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in crore)	Revised Cost (Rs in crore)	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Existing Restaurants Upgrade	Management undertaking, Independent Chartered Accountant Certificate ^, Offer Document	36.00	NA	No Revision	NA	NA	NA
2	Development of New Restaurants/ Confectionaries/ Commissaries in various cities of India - Capital Expenditure/ Lease Deposits	Management undertaking, Independent Chartered Accountant Certificate ^, Offer Document	59.50	NA	No Revision	NA	NA	NA

Ratings



Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in crore)	Revised Cost (Rs in crore)	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
3	General Corporate Purpose [#]	Management undertaking, Independent Chartered Accountant Certificate ^, Offer Document	31.73	NA	No Revision	NA	NA	NA
	Total	-	127.23					

[#]The amount utilised for general corporate purposes does not exceed 25% (Rs 31.81 crore) of the gross proceeds from the Issue.

[^]Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098).

Ratings

ii. Progress in the object(s):

Sr. No.	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in crore)	Amount utilized (Rs in crore)			Total unutilized amount* (Rs in crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Existing Restaurants Upgrade	Bank Statement, Offer document, Management Undertaking, Independent Chartered Accountant Certificate^	36.00	3.12	1.52	4.64	31.36	Refer Note 1	NA	NA
2	Development of New Restaurants/ Confectionaries/ Commissaries in various cities of India - Capital Expenditure/ Lease Deposits	Bank Statement, Offer document, Management Undertaking, Independent Chartered Accountant Certificate^	59.50	14.79	4.28	19.07	40.43	Refer Note 1	NA	NA
3	General Corporate Purpose	Bank Statement, Offer document, Management Undertaking, Independent Chartered Accountant Certificate^	31.73	1.49	0.00	1.49	30.24	Refer Note 1	NA	NA
		Total	127.23	19.40#	5.80	25.20	102.03			

Ratings



Note 1: The Company has received only Rs 49.94 crore till the quarter ended December 31, 2023. No fresh proceeds have been received during the reported quarter. Out of unutilised proceeds of Rs 102.03 crore, Rs 24.75 crore is parked in mutual funds and lying as balance in Warrant subscription account as shown in table (iii) below. Balance of Rs 77.28 crore is yet to be received by the Company.

** During the reporting quarter an amount of Rs. 1.55 Lakhs was transferred from Bank Account maintained with Kotak Mahindra Bank Limited Account No. 09582560001262 to Warrants Subscription Account maintained with Kotak Mahindra Bank Limited Account No. 0747375423 for statutory payments which remained unutilized in the previous quarter.*

#An amount of Rs.0.236 Lakhs which was paid in the previous quarter was received from Central Depository Services (India) Limited in Warrant Subscription Account maintained with Kotak Mahindra Bank Limited towards refund of processing fees of Corporate Action for credit of equity shares after reconciliation of their accounts. This amount has been adjusted with utilised proceeds.

^Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098).

iii. Deployment of unutilized Preferential Issue proceeds[^]:

(Rs in crore)

Sr. No:	Type of instrument and name of the entity invested in	Amount invested*	Earnings	Return on investment (%)	Market Value as at 31-March-2024
1	SBI-Savings Fund-Direct Growth	6.40	0.15	8.07%	7.28
2	SBI-Arbitrage Opportunity-Direct PG	18.17	0.40	8.59%	19.14
3	Warrants Subscription Account	0.18	-	-	-
Total		24.75	0.61	-	26.42

**These amounts do not include any Notional and realised gains.*

^On the basis of management undertaking and Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098).

Ratings

iv. Delay in implementation of the object(s)^

Object(s)	Completion date as per offer document	Actual completion date (In case of continuing object(s), specify latest/ revised estimate of the completion date)	Delay (No. of days/ months)	Comments of Board of Directors	
				Reason of delay	Proposed course of action
Existing Restaurants Upgrade	FY 2022-23 Rs.6.00 Crores FY 2023-24 18.00 Crores Actual Spent for FY2023-24: Rs. 4.33 Crores	Estimated to be utilized during FY 2024-25	-	-	Progressively to be utilized
Development of New Restaurants/ Confectionaries/ Commissaries in various cities of India - Capital Expenditure/ Lease Deposits	FY 2022-23 Rs.5.00 Crores FY 2023-24 40.50 Crores- Actual Spent for FY 2023-24: Rs.15.55 Crores	Estimated to be utilized during FY 2024-25	-	-	Progressively to be utilized
General Corporate Purpose - 25% of the funds to be raised	FY 2022-23 31.73 Crore Actual Spent upto 31 st March 2024: Rs.1.49 Crores	Estimated to be utilized during FY 2024-25	-	-	Progressively to be utilized

^On the basis of management undertaking and Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098), in the light of amount received of Rs.49.94 crores from the warrant holders out of total issue size of Rs.127.23 crores till date, the Company assessed the circumstances and redeployed the funds towards the Objects of the Issue.

Note: As per the management undertaking, the schedule of deployment as set out in the table above is based on internal management estimates of the Company, assessed in light of current circumstances of the Company's business. The schedule of deployment is, however, dependent upon various factors beyond the Company's control, such as delays in execution by external contractors, availability of raw materials on commercially acceptable terms or at all, general economic conditions and political conditions and force majeure. Accordingly, the actual amounts to be spent in a particular financial year for the proposed object may be different than the amount set out in the table above. Furthermore, to the extent the Company is unable to utilise any portion of the funds towards the aforementioned object as per the estimated schedule of deployment set out above, such surplus amounts shall be deployed in subsequent financial years towards the aforementioned object.

Interim Use of Proceeds

Pending utilization for the purpose set forth above, the Company intends to invest the funds in high-quality interest-bearing liquid instruments including deposits with banks and investments in mutual funds/Bonds/INVIT for the necessary duration. The management in accordance with policies established by the Board from time to time, will have flexibility in deploying the Proceeds of the issue.

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Not Applicable on the basis of management undertaking and Certificate dated May 02, 2024, issued by M/s Ford Rhodes Parks & Co. LLP, Independent Chartered Accountants (Firm Registration Number: 102860W/W100098)

Disclaimers:

- a) *This Report is prepared by CRISIL Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.*
- b) *This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.*
- c) *Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.*
- d) *The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.*
- e) *The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.*
- f) *The MA report is intended for the jurisdiction of India only. This report does not constitute an offer of services. Without limiting the generality of the foregoing, nothing in the report is to be construed as CRL providing or intending to provide any services in jurisdictions outside India, where it does not have the necessary licenses and/or registration to carry out its business activities referred to above.*
- g) *Access or use of this report does not create a client relationship between CRL and the user.*
- h) *CRL is not aware that any user intends to rely on the report or of the manner in which a user intends to use the report. In preparing this report, MA has not taken into consideration the objectives or particular needs of any particular user.*
- i) *It is made abundantly clear that the report is not intended to and does not constitute an investment advice. The report is not an offer to sell or an offer to purchase or subscribe for any investment in any securities, instruments, facilities or solicitation of any kind to enter into any deal or transaction with the entity to which the report pertains. The report should not be a basis for any investment decision within the meaning of any law or regulation (including the laws and regulations applicable in the US).*
- j) *The report comprises professional opinion of CRL as of the date they are expressed, based on the information received from the issuer and other sources considered reliable by CRL. Any opinions expressed here are in good faith, are subject to change without notice, and are only current as of the stated date of their issue. The report does not constitute statements of fact or recommendations to purchase, hold or sell any securities/instruments or to make any investment decisions.*
- k) *Neither CRL nor its affiliates, third-party providers, as well as their directors, officers, shareholders, employees or agents guarantee the accuracy, completeness or adequacy of the report, and shall not have any liability for any errors, omissions or interruptions therein, regardless of the cause, or for the results obtained from the use of any part of the report. CRL and each aforesaid party disclaims any and all express or implied warranties, including but not limited to any warranties of merchantability, suitability or fitness for a particular purpose or use or use. In no event shall CRL or any aforesaid party be liable to any user for any direct, indirect, incidental,*

Ratings

exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees or losses (including, without limitation, lost income or lost profits and opportunity costs) in connection with any use of any part of the report even if advised of the possibility of such damages.

- l) CRL has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with the preparation of this report. CRL has in place a code of conduct and policies for managing conflict of interest.*
- m) Unless required under any applicable law, this report should not be reproduced or redistributed to any other person or in any form without prior written consent from CRL.*
- n) By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.*

---End of Report---