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**FORM PAS-1**

(Pursuant to Section 27 (1) and Rule 7 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014)

Advertisement giving details of notice of special resolution for varying the terms of the contract referred to in the prospectus or altering the objects for which the prospectus was issued.

**PUBLIC NOTICE**

Notice is hereby given that pursuant to a resolution dated February 14, 2018, the Board of Directors of Speciality Restaurants Limited (the "Company") has proposed to alter the terms of the objects of the issue provided in the prospectus dated May 22, 2012 (the "Prospectus"). The issue comprises an issue of 1,17,39,415 equity shares with a face value of ₹10 each, issued at a price of ₹150 per equity share (including a premium of ₹140 per equity share) aggregating to ₹1,760.9 million (the "Issue").

In pursuance of the said resolution, further notice is given for approving the said proposition, a special resolution is to be passed by postal ballot.

The details regarding such variation/alteration are as follows:

- The Members of the Company approved vide a special resolution dated November 27, 2015 variation in terms of objects from the funds intended for setting up restaurants and development of food plaza amounting to ₹578.5 million as of April 1, 2015 in the following manner:

(₹In million)

Particulars	Estimated schedule of deployment of unutilised proceeds			Total
	FY 2016	FY 2017	FY 2018	
Development of new restaurants/ conversion of existing restaurants	80.0	250.5	248.0	578.5

- Particulars of the proposed variation / alteration:

Whilst the Company has made its best efforts to utilise the proceeds of the Issue, the amount remained to be utilised is ₹239.9 million as of December 31, 2017 (the "Unutilised Amount") towards the Objects.

The Company now proposes to utilise the balance proceeds from the IPO in relation to the funds intended for Development of new restaurants/ conversion of existing restaurants for the further period of three (3) years with effect from April 1, 2018 amounting to ₹239.9 million.

- Reasons/justification for the variation:

The Company has been cautious in utilizing the unutilised amounts proposed to be utilized towards the development of new restaurants / conversion of existing restaurants due to:

- the economic slowdown over the last few years, challenging environment during the current financial year, economic factors, forcing the company to cautiously and progressively utilise the funds in a judicious manner keeping in view the interests of the stakeholders of the company;
- the growth was affected in the last two quarters of the financial year 2016-17, due to the impact of the demonetisation scheme; and
- introduction of Goods and Service Tax (GST) and withdrawal of GST input credit in the financial year 2017-18 with effect from November 15, 2017.

In view of the above, the Board considers it prudent to extend the time frame of deployment of the Unutilised Amount towards the object stated above for optimum utilization of Net Proceeds and maximise the return on investment for members and ensuring future growth of the Company.

- Effect of the proposed variation / alteration on the financial position of the Company:

The estimated financial impact of the proposed alteration cannot be quantified at this stage as it depends on a variety of factors. Whilst development of new restaurants would result in increased capital expenditure, the same is proposed to be entirely funded from the Unutilised Amount. In the event that the estimated expenditure increases due to factors such as inflation or escalation in the cost of raw materials, the Company would have to utilise internal accruals or external indebtedness to meet such shortfall. This may adversely affect the Company's financial statements. However, the income from such new restaurants may not be commensurate with internal expectations and may take longer than expected to become profitable.

- Major risk factors pertaining to the objects:

Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face:

- Our business, financial condition, results of operations and prospects may be adversely affected due to various factors, some of which may be outside our control, including (a) the inability to ensure continued consumer spending on non-essential products, services and our ability to respond to competitive pressures and changing consumer preferences is commensurate with or higher than our fixed costs; (b) the inability to anticipate and effectively react to changes in the cost of raw materials and supplies, costs of which depend on factors including, seasonality, supply and demand in local and international markets, and general economic conditions; (c) an increase in competition and changing guest traffic patterns, which could exert downward pressure on prices, lower demand for our products and restaurant concepts; and (d) negative publicity about the ingredients we use or the occurrence of food-borne illnesses or other problems at our restaurants.
- The expansion of our business in Indian cities, other locations and new restaurant formats may adversely affect our business, financial condition and prospects.
- The escalation in costs incurred in the development of new restaurants may adversely affect our anticipated growth in revenue and the profitability of our restaurant business.
- The effectiveness of our marketing and advertising programmes may materially or adversely affect our sales and profits growth due to factors like different competitive conditions, consumer tastes and discretionary spending patterns.
- Any failure to enter into definitive agreements to utilize the unutilised amount or to obtain approvals, licenses or consents for such operations, may have an adverse effect on our business, results of operations, financial condition and prospects.
- We may be unable to recoup costs incurred on interiors, fixtures and equipments due to their non-transferable nature and limited resale value, which in turn may have an adverse effect on our results of operation.
- The funds requirement and funding plans of the unutilised amount are as per our own estimates and have not been appraised by any bank/financial institution. The deployment of funds in the projects, or pending utilisation for such projects, is entirely at our own discretion and will not be monitored by any external agency.
- We may have to revise our management estimates from time to time and, consequently, our funding requirements may also change.

For additional details of the risk factors, please refer to point 11 of Item No. 1 under the Explanatory Statement of the Postal Ballot Notice dated February 14, 2018 available on the website of the Company www.speciality.co.in and website of Central Depository Services (India) Limited (CDSL).

- None of the Directors present at the Board Meeting held on February 14, 2018 voted against the proposed variation.

Any interested person may obtain a copy of the special resolution along with the explanatory statement free of charge at the registered office of the Company or at the office of the Company Secretary and Legal Head, Mr. Avinash Kinikar, at Morya Landmark I, 4th Floor, B/25, Veera Industrial Estate, Off New Link Road, Andheri West, Mumbai- 400 053 or visit the website of the Company or CDSL at www.speciality.co.in and www.evotingindia.com, respectively for a copy of the same.

By Order Of The Board Of Directors  
For Speciality Restaurants Limited  
Sd/-  
Avinash Kinikar  
Company Secretary & Legal Head

Place: Mumbai  
Date: February 21, 2018.

