



11<sup>th</sup> July, 2024

To,  
Dept of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Ref: Scrip Code: BSE – 506186

**Sub: Disclosure of Voting Results of Extra Ordinary General Meeting and Scrutinizer's Report.**

Dear Sir/ Madam,

Further to our letter dated 10<sup>th</sup> July, 2024 in respect of the proceedings of the Extra Ordinary General Meeting (“EGM”) of the Company held on Wednesday, 10<sup>th</sup> July, 2024 at 11:30 AM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), please find enclosed herewith the following:

- (a) Results of Voting pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (b) Report of Scrutinizer dated 10<sup>th</sup> July, 2024 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

We request you to take the above on your records.

Thanking You,

Yours faithfully,  
For **Galaxy Cloud Kitchens Limited**

**Harsh Joshi**  
**Company Secretary and Compliance Officer**

**CIN: L15100MH1981PLC024988**

**Registered Office** Knowledge House, Shyam Nagar Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060.  
Tel: 022 2803 9405 Email: investors@galaxycloudkitchens.in Website: www.galaxycloudkitchens.in



**GALAXY**  
CLOUD  
KITCHENS  
LIMITED

**Details of voting result in terms of Regulation 44 of the Securities and Exchange Board of Indian (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Date of Extra Ordinary General Meeting	10 <sup>th</sup> July, 2024
Total no. of Shareholders as on cut-off date (3 <sup>rd</sup> July, 2024)	3857
No. of shareholders present in meeting either in person or through proxy	
Promoter and Promoter group	Not Applicable
Public	Not Applicable
Total	Not Applicable
No. of shareholder attended the meeting through video conferencing*:	
Promoter and Promoter group	0
Public	47
Total	47

\* Video Conferencing includes video Conferencing (VC)/Other Audio Video Means (OAVM)

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Galaxy Cloud Kitchens Limited									
Resolution Required :Special		1 - Alteration of the Objects Clause of the Memorandum of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E- Voting	17727729	9357910	52.7869	9357910	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9357910</b>	<b>52.7869</b>	<b>9357910</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E- Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E- Voting	27209945	15091909	55.4647	15091848	61	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15091909</b>	<b>55.4647</b>	<b>15091848</b>	<b>61</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>
<b>Total</b>		<b>44937674</b>	<b>24449819</b>	<b>54.4083</b>	<b>24449758</b>	<b>61</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>

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Galaxy Cloud Kitchens Limited									
Resolution Required :Special		2 - To consider and approve issuance of compulsorily convertible debentures by way of a preferential issue on a private placement basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes*							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E- Voting	17727729	9357910	52.7869	9357910	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9357910</b>	<b>52.7869</b>	<b>9357910</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E- Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E- Voting	27209945	15091909	55.4647	15091848	61	99.9996	0.0004	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15091909</b>	<b>55.4647</b>	<b>15091848</b>	<b>61</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>
<b>Total</b>		<b>44937674</b>	<b>24449819</b>	<b>54.4083</b>	<b>24449758</b>	<b>61</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>

\*Promoter/Promoter Group are interested in the resolution since the proposed allottees belong to the Promoter group. However, the transaction is not considered as Related Party Transaction pursuant to the first proviso of Regulation 2(zc) of the SEBI (LODR) Regulations, 2015.

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**COMBINED SCRUTINIZERS' REPORT**

**REMOTE E-VOTING AND VOTING AT EGM**

**CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING**

**OF**

**GALAXY CLOUD KITCHENS LIMITED**

**HELD ON 10<sup>TH</sup> JULY, 2024**

**ASCO**

AMIT  
HASMUKH  
SAMANI

## **Report of the Scrutinizers**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

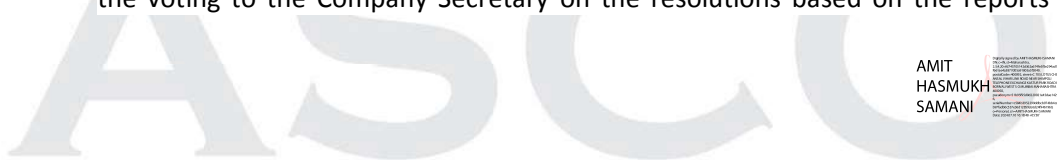
To,  
The Chairman,  
Of the Extra Ordinary General Meeting of the Equity Shareholders of Galaxy Cloud Kitchens Limited held on 10<sup>th</sup> July, 2024 at 11:30 a.m.

Dear Sir,

I, Amit Samani of M/s Amit Samani & Co., Company Secretaries, Mumbai appointed as Scrutinizer for the purpose of scrutinizing both remote e-voting process and e-voting done at the Extra Ordinary General Meeting (“EGM”) of Galaxy Cloud Kitchens Limited (CIN: L15100MH1981PLC024988) (“the Company”) held on Wednesday, 10<sup>th</sup> July, 2024 at 11.30 a.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 and General Circular No. 9/2023 dated 25th September, 2023 read with General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 (collectively referred to as “MCA Circulars”) read with proviso to Section 110(1)(a) of the Companies Act, 2013, permitted holding of Extra-ordinary General Meeting (“EGM”) through VC/OAVM including obtaining approval for the businesses to be transacted only through Postal Ballot be transacted at a general meeting, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, on the resolutions contained in the Notice calling the said EGM .

We submit our report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and e- voting at EGM by the shareholders on the resolutions proposed in the Notice calling the Extra Ordinary General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer’s report on the voting to the Company Secretary on the resolutions based on the reports



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generated from the electronic voting system by the National Securities Depository Limited (NSDL).

- b) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and the SEBI Listing Regulations.
- c) The remote e-voting period commenced on Sunday, 7<sup>th</sup> July, 2024 from 9:00 a.m. and concluded on Tuesday, 9<sup>th</sup> July, 2024 at 5:00 p.m.
- d) The Equity Shareholders holding shares as on 3<sup>rd</sup> July, 2024, "Cut off date" were entitled to vote on the resolutions stated in the Notice calling the Extra General Meeting of the Company .
- e) At the Extra Ordinary General Meeting of the Company held on 10<sup>th</sup> July, 2024, the Chairman of the meeting requested for the voting as per MCA Circulars.
- f) The Shareholders of the Company as on the cut off date were entitled to avail the facility of remote e-voting as well as voting at the EGM on the proposed resolutions.
- g) The votes were unblocked on 10<sup>th</sup> July, 2024, after the conclusion of the Extra Ordinary General Meeting.
- h) I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the Extra Ordinary General Meeting.
- i) The shareholders exercised their voting by remote e-voting.
- j) The Company had also provided facility to the members present in the EGM through VC/OAVM and who had not cast their vote earlier.
- k) The votes were unblocked on 10<sup>th</sup> July, 2024 at 12.17 p.m after the conclusion of EGM.
- l) The consolidated result of the voting is as under:

### **A. RESOLUTION NO.1 – SPECIAL RESOLUTION**

#### **Alteration of the Objects Clause of the Memorandum of Association of the Company:**

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>63</b>	<b>24449758</b>	<b>99.99%</b>

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(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	61	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstain votes:

Abstain
0

## B. **RESOLUTION NO.2: SPECIAL RESOLUTION**

**To consider and approve issuance of compulsorily convertible debentures by way of a preferential issue on a private placement basis.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
63	24449758	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	61	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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(iv) Abstain votes:

Abstain
0

Based on the foregoing, the Resolution No.(s) 1 to 2 shall be deemed to have been passed with the requisite majority.

Thanking you,  
Sincerely,

AMIT  
HASMUKH  
SAMANI

Amit Samani

F.C.S No.7397,  
Certificate of Practice No.7966  
Practising Company Secretary

Countersigned by :

**For GALAXY CLOUD KITCHENS LIMITED**

Harsh Joshi

Digitally signed  
by Harsh Joshi  
Date: 2024.07.10  
19:39:42 +05'30'

**Harsh Joshi**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date : 10.07.2024  
UDIN : F007397F000711971

**ASCO**

1310, Ghanshyam Enclave, Near Laljipada Police Station, Link Road, Kandivali (West), Mumbai 400 067.

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