



April 30, 2021

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

Dear Sirs,

**Sub: Proceeding of Extraordinary General Meeting (EGM) of the Company.**

**Ref: Scrip Code: BSE - 506186**

Pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, we hereby submit the proceedings of the Extraordinary General Meeting of the Company as mentioned below:

**Summary of proceedings of the Extraordinary General Meeting:**

The Extraordinary General Meeting (EGM) of the Company was held on Thursday, April 29, 2021 at 11.30 a.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') and concluded at 12.30 p.m. in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ("SEBI") from time to time.

Mr. Rajesh Mittal, Director of the Company, chaired the Meeting and welcomed the Members and introduced the Directors. All the Directors of the Company except Mrs. Udit Jhunjhunwala, who had intimated her inability to attend the EGM, joined the Meeting through Video Conferencing. He also welcomed the representatives of Statutory Audit firm, Secretarial Auditor, Scrutinizer and other senior personnel of the Company.

The Chairman declared that the requisite quorum was present and called the meeting in order. The members were informed that this EGM is conducted through VC/OAVM, the requirement for appointment of proxy and related compliances are not applicable.

With the permission of the members, the Chairman declared that the Notice convening the Meeting, having been circulated to the members to be taken as read.

(Formerly known as **Galaxy Entertainment Corporation Limited**)

**CIN: L15100MH1981PLC024988**

**Registered Office:** Eyelet House, M.S. Patel Compound, Near John Baker Bus Stop, Opp. Shah Industrial Estate, Saki - Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.

Tel: 022 2803 9405 Email: investors@galaxycloudkitchens.in Website: www.galaxycloudkitchens.in



Mr. Arvind Agrawal, Managing Director of the Company, explained the members the financial performance and also briefed the members on COVID-19 Impact, Current Scenario and various other operational aspects of the Company.

The Chairman informed that the Company had provided facility for remote e-voting to Members through NSDL e-voting platform, commenced from Monday, April 26, 2021 at 09.00 a.m. and ended on Wednesday, April 28, 2021 at 05.00 p.m. (IST). He further informed the Members that the electronic voting facility was also activated and made available during the Meeting on NSDL platform, to enable the members who had not casted their votes through remote e-voting to exercise their voting rights at the Meeting. He also briefed about the guidelines for the Speaker shareholder who wish to raise their questions / seek clarification during the course of the meeting.

Mr. Amit Samani, of M/s. Amit Samani & Co., Practising Company Secretary, was appointed as Scrutinizer for the remote e-voting as well as e-voting process at EGM and declare the voting results.

The following Special business as set out in the Notice convening the EGM were transacted at the meeting:

<b>Sr. No.</b>	<b>Details of the Items</b>	<b>Resolution required (Ordinary/Special)</b>
1.	Increase in Authorised Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company.	Ordinary
2.	Issuance of equity shares on preferential basis.	Special

The Chairman of the meeting invited the registered speaker shareholder to ask their questions or any seek clarification(s) on the Notice. Mr. Arvind Agrawal, Managing Director of the Company and Mr. Sanjay Rathi, Head-Corporate Governance, Future Group replied to the concerns and queries raised by the Shareholders. The Chairman of the meeting then requested scrutinizer to complete the electronic voting process and then submit report to Company Secretary authorized by him.

The Chairman of the meeting expressed his gratitude towards all members for participating and informed that the evoting facility at the EGM remained open for 15 minutes from the conclusion of the Meeting.

The Chairman then stated that the results along with Scrutinizer's Consolidated Report on the e-voting done during the Meeting and voting done through remote

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e-voting will be submitted to the stock exchange and will also be placed on the website of the Company.

We request you to kindly take note of the same.

**For Galaxy Cloud Kitchens Limited**

**Suchita Rajput**  
**Company Secretary**

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April 30, 2021

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

Dear Sirs,

**Sub: Disclosure pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015.**

We are pleased to inform that the Extraordinary General Meeting (EGM) of the Company was held on Thursday, April 29, 2021 at 11.30 a.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA) and Securities and Exchange Board of India ("SEBI") from time to time.

In this regard, please find enclosed the consolidated scrutinizer Report dated 30/04/2021, pursuant to section 108 of the Companies Act, 2013 and Rule 30 of the Companies (Management and Administration) Rules, 2014, which also includes the voting results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations.

We request you to kindly take note of the same.

**For Galaxy Cloud Kitchens Limited**

**Suchita Rajput**  
**Company Secretary**

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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 Extraordinary General Meeting	April 29, 2021
Total no. of Shareholders as on cut-off date (April 22, 2021)	3026
No. of shareholders present physically in meeting either in person or through proxy:	
Promoter and Promoter group	0
Public	0
Total	0
No. of shareholder attended the meeting through video conferencing:	
Promoter and Promoter group	7
Public	60
Total	67

Mode of voting: Remote e-voting and e-voting at EGM

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Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda-resolution?				Ordinary				
Description of resolution considered				No				
				Increase in Authorised Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company				
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
		(1)	(2)	(3)=[(2)/(1)] 100	(4)	(5)	(6)=[(4)/(2)] 100	(7)=[(5)/(2)] 100
Promoter and Promoter Group	E-Voting		21958957	100.0000	21958957	0	100.0000	0.0000
	Poll	21958957	0	0.0000	0	0	0	0
	Postal Ballot (if applic		0	0.0000	0	0	0	0
	<b>Total</b>	21958957	21958957	100.0000	21958957	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applic		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		15804357	68.7782	15804357	0	100.0000	0.0000
	Poll	22978717	0	0.0000	0	0	0	0
	Postal Ballot (if applic		0	0.0000	0	0	0	0
	<b>Total</b>	22978717	15804357	68.7782	15804357	0	100.0000	0.0000
<b>Total</b>		44937674	37763314	84.0349	37763314	0	100.0000	0.0000

*S. Roy*

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issuance of equity shares on preferential basis				
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
		(1)	(2)	$[(3)/[(2)/(1)]]*100$	(4)	(5)	$[(6)/[(4)/(2)]]*100$	$[(7)/[(5)/(2)]]*100$
Promoter and Promoter Group	E-Voting	21958957	21958957	100.0000	21958957	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>21958957</b>	<b>21958957</b>	<b>100.0000</b>	<b>21958957</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	22978717	15804357	68.7782	15804357	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>22978717</b>	<b>15804357</b>	<b>68.7782</b>	<b>15804357</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>44937674</b>	<b>37763314</b>	<b>84.0349</b>	<b>37763314</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*S. Roy*

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**COMBINED SCRUTINIZERS' REPORT**

**ON**

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

**CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING OF**

**GALAXY CLOUD KITCHENS LIMITED**

**HELD ON 29<sup>TH</sup> APRIL, 2021**

AMIT  
HASMUK  
H SAMANI

Digitally signed by AMIT HASMUKH SAMANI  
DN: cn=AMIT HASMUKH SAMANI, o=AMIT HASMUKH SAMANI, ou=AMIT HASMUKH SAMANI, email=amit@asco-india.com, c=IN

**ASCO**

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

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**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 Extra Ordinary General Meeting of the Equity Shareholders of Galaxy Cloud Kitchens Limited held on Thursday, 29th day of April, 2021 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 electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 read with General Circular Nos 14/2020, 17/2020, 20/2020 & 39/2020 issued by the Ministry of corporate Affairs on April 08, 2020; April 13, 2020, May 5, 2020 & December 31, 2020 respectively and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 at the Extra Ordinary General Meeting on the resolutions contained in the Notice calling the Extra Ordinary General Meeting of the Galaxy Cloud Kitchens Limited (CIN: L15100MH1981PLC024988 ) (“the Company”) held on Thursday, 29th day of April, 2021 at 11.30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM):

- 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 generated from the electronic voting system by the National Securities Depository Limited (NSDL).
- b) The remote e-voting period commenced on Monday, 26th day of April, 2021 from 9.00 a.m. and concluded on Wednesday, 28th April, 2021 at 5.00 p.m.
- c) The Equity Shareholders holding shares as on 22nd April, 2021, “Cut-off date” were entitled to vote on the resolutions stated in the Notice calling the Extra Ordinary General Meeting of the Company

**ASCO**

# AMIT SAMANI & Co.

COMPANY SECRETARIES

- d) At the Extra Ordinary General Meeting of the Company held on 29th April, 2021, the Chairman of the meeting requested for the voting as per MCA Circulars.
- e) 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.
- f) The votes were unblocked on 29th April, 2021, after the conclusion of the Extra Ordinary General Meeting.
- g) 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.
- h) The shareholders exercised their voting either by remote e-voting or venue voting. There was no shareholder who opted for both the facilities.
- i) The consolidated result of the voting is as under:

**A. RESOLUTION NO.1 – ORDINARY RESOLUTION**

**Increase in Authorised Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company:**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	<b>86</b>	<b>37763312</b>	<b>99.99%</b>
Voting at EGM	<b>2</b>	<b>2</b>	<b>0.01%</b>
<b>TOTAL</b>	<b>88</b>	<b>37763314</b>	<b>100%</b>

- (ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	<b>0</b>	<b>0</b>	<b>0</b>
Voting at EGM	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

- (iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	<b>0</b>	<b>0</b>
Voting at EGM	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0</b>	<b>0</b>

**B. RESOLUTION NO.2: SPECIAL RESOLUTION**  
**Issuance of equity shares on preferential basis:**

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	<b>86</b>	<b>37763312</b>	<b>99.99%</b>
Voting at EGM	<b>2</b>	<b>2</b>	<b>0.01%</b>
<b>TOTAL</b>	<b>88</b>	<b>37763314</b>	<b>100%</b>

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	<b>0</b>	<b>0</b>	<b>0</b>
Voting at EGM	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	<b>0</b>	<b>0</b>
Voting at EGM	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0</b>	<b>0</b>

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

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

# AMIT SAMANI & Co.

COMPANY SECRETARIES

Thanking you,  
Sincerely,

AMIT  
HASMUKH  
SAMANI



Digital signed by: AMIT HASMUKH SAMANI  
DN: cn=Amit Samani,  
o=AMIT HASMUKH SAMANI,  
ou=AMIT HASMUKH SAMANI,  
c=IN  
Date: 2021.04.30 16:03:37 +05'30'

Amit Samani

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

Place: Mumbai  
Date : 30th April, 2021  
UDIN : F007397C000214769

Counter signed by :

For GALAXY CLOUD KITCHENS LIMITED

PantaSign  
CA 2014



Digital Signed: PantaSign CA 2014  
DN: cn=Suchita Rajput, o=PantaSign, ou=PantaSign, c=IN  
Certificate: C=IN, CN=PantaSign CA 2014, OU=PantaSign, O=PantaSign, CN=Suchita Rajput  
Date: 2021.04.30 16:03:37 +05'30'

Suchita Rajput  
Company Secretary

# ASCO

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