

Niyman Mall Management Company Private Limited

CIN: U70100MH2004PTC148031

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

Scrip Code: 506186

Sub: Proposed inter-se transfer of shares of Galaxy Cloud Kitchens Limited between Central Departmental Stores Private Limited ('the Company') and Niyman Mall Management Company Private Limited, in terms of Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations, 2011.

Dear Sir / Madam

This is with reference to the captioned subject, we hereby enclose our submission as detailed below:

1. Intimation under Regulation 10(5) of SEBI(SAST) Regulations, 2011;
2. Declaration by the Acquirer as Annexure – A and
3. Disclosure under Chapter- V as Annexure – B.

FOR NIYMAN MALL MANAGEMENT COMPANY PRIVATE LIMITED

**DIRECTOR
(ACQUIRER)**

Date: 20th November, 2023.

Place: Mumbai

Registered Address:

Pantaloom Knowledge Houseshyam Nagar Off Jogeshwari Vikroli Link Rd Jogeshwar(E) Mumbai 400060

Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | | | |
|----|---|---|--|---------------------------------------|--|
| 1 | Name of the Target Company (TC) | GALAXY CLOUD KITCHENS LIMITED (GCKL) | | | |
| 2 | Name of the acquirer(s) | NIYMAN MALL MANAGEMENT COMPANY PRIVATE LIMITED (NMMCPL) | | | |
| 3 | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | Yes Future Enterprises Limited (FEL) is part of promoter group of TC and NMMCPL and Central Departmental Stores Private Limited (CDSPL) are PAC and NMMCPL is subsidiary of CDSPL and thus forms part of qualifying persons as defined under Regulation 10(1)(iii) of Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | | |
| 4 | Details of the proposed acquisition | | | | |
| | a. Name of the person(s) from whom shares are to be acquired | CENTRAL DEPARTMENTAL STORES PRIVATE LIMITED | | | |
| | b. Proposed date of acquisition | On or after 28-11-2023 | | | |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 93,57,910 Equity Shares | | | |
| | d. Total shares to be acquired as % of share capital of TC | 20.82% | | | |
| | e. Price at which shares are proposed to be acquired | At prevailing market price | | | |
| | f. Rationale, if any, for the proposed transfer | Inter-se transfer between the promoter and the entity under the common control of promoter group. | | | |
| 5 | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | Regulation 10 (1) (a) (iii) | | | |
| 6 | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period | Volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on BSE is Rs.13.09 per Equity Share | | | |
| 7 | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | N.A. | | | |
| 8 | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | Enclosed as Annexure-A | | | |
| 9 | i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished. | Enclosed as Annexure-A Enclosed as Annexure-B | | | |
| 10 | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | Enclosed as Annexure-A | | | |
| 11 | Shareholding details | Before the proposed transaction | | After the proposed transaction | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| | a. Acquirer(s) and PACs (other than sellers)(*) | 1,26,01,047 | 28.05 | 2,19,58,957 | 48.87 |
| | b. Seller(s) | 93,57,910 | 20.82 | - | - |
| | Total | 2,19,58,957 | 48.87 | 2,19,58,957 | 48.87 |

Note:

(*) Shareholding of each entity may be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

| *Acquirer(s) and PACs (other than sellers) | Before the proposed transaction | | After the proposed transaction | |
|---|--|--------------|---------------------------------------|--------------|
| Central Departmental Stores Private Limited | 93,57,910 | 20.82 | - | - |
| Niyman Mall Management Company Private Limited | - | - | 93,57,910 | 20.82 |
| Atul Ashok Ruia | 50,000 | 0.11 | 50,000 | 0.11 |
| Future Enterprises Limited | 83,69,819 | 18.63 | 83,69,819 | 18.63 |
| Bellona Hospitality Services Limited | 36,86,491 | 8.20 | 36,86,491 | 8.20 |
| Ashbee Investments and Finance Private Limited | 3,50,000 | 0.78 | 3,50,000 | 0.78 |
| Senior Advisory Services Private Limited | 97,237 | 0.22 | 97,237 | 0.22 |
| Ashok Apparels Private Limited | 47,500 | 0.11 | 47,500 | 0.11 |
| Total | 2,19,58,957 | 48.87 | 2,19,58,957 | 48.87 |

FOR NIYMAN MALL MANAGEMENT COMPANY PRIVATE LIMITED

**DIRECTOR
(ACQUIRER)**

Date: 20th November, 2023

Place: Mumbai

| Trading Days | Date | Average Price | Total Traded Quantity | Turnover |
|--------------|-----------|---------------|-----------------------|----------|
| 60 | 17-Nov-23 | 13.06 | 39 | 46049 |
| 59 | 16-Nov-23 | 13.22 | 13 | 4152 |
| 58 | 15-Nov-23 | 13.23 | 40 | 69889 |
| 57 | 13-Nov-23 | 13.20 | 34 | 113636 |
| 56 | 12-Nov-23 | 13.89 | 13 | 12306 |
| 55 | 10-Nov-23 | 13.03 | 17 | 9109 |
| 54 | 09-Nov-23 | 13.15 | 18 | 17318 |
| 53 | 08-Nov-23 | 12.83 | 24 | 11525 |
| 52 | 07-Nov-23 | 13.14 | 15 | 17269 |
| 51 | 06-Nov-23 | 13.16 | 8 | 566 |
| 50 | 03-Nov-23 | 13.14 | 20 | 15533 |
| 49 | 02-Nov-23 | 13.37 | 24 | 24739 |
| 48 | 01-Nov-23 | 13.17 | 26 | 17257 |
| 47 | 31-Oct-23 | 13.12 | 18 | 16700 |
| 46 | 30-Oct-23 | 13.15 | 8 | 19767 |
| 45 | 27-Oct-23 | 12.90 | 24 | 22656 |
| 44 | 26-Oct-23 | 12.93 | 19 | 45177 |
| 43 | 25-Oct-23 | 13.48 | 19 | 10396 |
| 42 | 23-Oct-23 | 12.94 | 46 | 77856 |
| 41 | 20-Oct-23 | 13.55 | 17 | 20228 |
| 40 | 19-Oct-23 | 13.67 | 40 | 18867 |
| 39 | 18-Oct-23 | 13.45 | 36 | 30747 |
| 38 | 17-Oct-23 | 13.43 | 38 | 45114 |
| 37 | 16-Oct-23 | 12.87 | 32 | 196465 |
| 36 | 13-Oct-23 | 13.19 | 32 | 39632 |
| 35 | 12-Oct-23 | 13.27 | 43 | 122287 |
| 34 | 11-Oct-23 | 12.66 | 48 | 72507 |
| 33 | 10-Oct-23 | 13.25 | 28 | 26499 |
| 32 | 09-Oct-23 | 13.05 | 32 | 36530 |
| 31 | 06-Oct-23 | 13.07 | 36 | 16239 |
| 30 | 05-Oct-23 | 13.25 | 38 | 65300 |
| 29 | 04-Oct-23 | 13.63 | 44 | 69171 |
| 28 | 03-Oct-23 | 13.52 | 34 | 40621 |
| 27 | 29-Sep-23 | 13.60 | 35 | 15082 |
| 26 | 28-Sep-23 | 13.56 | 26 | 31278 |
| 25 | 27-Sep-23 | 13.90 | 25 | 16260 |
| 24 | 26-Sep-23 | 13.99 | 46 | 45101 |
| 23 | 25-Sep-23 | 13.88 | 36 | 24831 |
| 22 | 22-Sep-23 | 14.05 | 39 | 99022 |
| 21 | 21-Sep-23 | 13.67 | 51 | 67685 |
| 20 | 20-Sep-23 | 13.92 | 43 | 53475 |
| 19 | 18-Sep-23 | 14.06 | 74 | 112460 |
| 18 | 15-Sep-23 | 14.95 | 107 | 200564 |
| 17 | 14-Sep-23 | 15.82 | 55 | 62477 |
| 16 | 13-Sep-23 | 15.49 | 81 | 202982 |
| 15 | 12-Sep-23 | 15.91 | 168 | 449458 |
| 14 | 11-Sep-23 | 15.87 | 481 | 1694509 |
| 13 | 08-Sep-23 | 13.16 | 180 | 710872 |
| 12 | 07-Sep-23 | 11.86 | 46 | 54683 |
| 11 | 06-Sep-23 | 11.65 | 44 | 131789 |
| 10 | 05-Sep-23 | 11.44 | 51 | 197011 |
| 9 | 04-Sep-23 | 11.27 | 60 | 191848 |
| 8 | 01-Sep-23 | 11.45 | 22 | 20060 |
| 7 | 31-Aug-23 | 11.46 | 26 | 39095 |
| 6 | 30-Aug-23 | 11.14 | 20 | 8748 |
| 5 | 29-Aug-23 | 10.60 | 49 | 236068 |
| 4 | 28-Aug-23 | 10.51 | 77 | 410386 |
| 3 | 25-Aug-23 | 10.57 | 18 | 28273 |
| 2 | 24-Aug-23 | 10.83 | 33 | 37089 |
| 1 | 23-Aug-23 | 11.04 | 55 | 76134 |
| | | 13.09 | | |

Niyman Mall Management Company Private Limited

CIN: U70100MH2004PTC148031

Annexure - A

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

Scrip Code: 506186

Sub: Proposed inter-se transfer of shares of Galaxy Cloud Kitchens Limited between Central Departmental Stores Private Limited ('the Company') and Niyman Mall Management Company Private Limited, in terms of Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations, 2011.

Dear Sir / Madam

This is with reference to the captioned subject, it is hereby declare that:

1. the acquisition price would not be higher by more than 25 % of the price computed in accordance with regulation 8 of SEBI (SAST) Regulations, 2011;
2. the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) and will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)
3. all the applicable conditions as mentioned in Regulation 10(1)(a) of SEBI (SAST) Regulations, 2011 with respect to exemptions have been duly complied with.

FOR NIYMAN MALL MANAGEMENT COMPANY PRIVATE LIMITED

**DIRECTOR
(ACQUIRER)**

Date: 20th November, 2023.
Place: Mumbai

Registered Address:

Pantaloom Knowledge Houseshyam Nagar Off Jogeshwari Vikroli Link Rd Jogeshwar(E) Mumbai 400060

Annexure B

| A. By the Transferee - NIYMAN MALL MANAGEMENT COMPANY PRIVATE LIMITED | | | | | | |
|--|--|-----------------------------|---|--------------------------------------|---|----------------|
| Sl. No. | Regulation/ sub- regulation | Transaction date | Due date for compliance as mentioned in the regulation | Actual date of compliance | Delay, if any (in No. of days) Col. 4 - Col. 3 | Remarks |
| 1 | 2 | | 3 | 4 | 5 | 6 |
| | | | | | | |

| B. By the Transferor - CENTRAL DEPARTMENTAL STORES PRIVATE LIMITED | | | | | | |
|---|--|-----------------------------|---|--------------------------------------|---|----------------|
| Sl. No. | Regulation/ sub- regulation | Transaction date | Due date for compliance as mentioned in the regulation | Actual date of compliance | Delay, if any (in No. of days) Col. 4 - Col. 3 | Remarks |
| 1 | 2 | | 3 | 4 | 5 | 6 |
| 1 | 31(2) | 04-05-2022 | 13-05-2022 | 11-05-2022 | | |