



**GALAXY**  
CLOUD  
KITCHENS  
LIMITED

06<sup>th</sup> September, 2024

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

**Scrip Code: BSE - 506186**

Dear Sir/Madam,

**Sub: Annual Report for the financial year 2023-24 and Notice of Annual General Meeting of the Members of the Company**

Please take note that the 42<sup>nd</sup> Annual General Meeting of the Members of Galaxy Cloud Kitchens Limited is scheduled to be held on Monday, 30<sup>th</sup> September, 2024 at 02:00 PM (IST) through Video Conferencing / Other Audio Visual Means.

In terms of the provisions of Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, please find enclosed herewith Annual Report for the financial year 2023-24 together with Notice calling the aforesaid AGM.

The Annual Report for the financial year 2032-24 along with the Notice of AGM is also available on the website of the Company - [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

Kindly take the same on your records.

Thanking You

**For Galaxy Cloud Kitchens Limited**

**Harsh Joshi**  
**Company Secretary & 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](mailto:investors@galaxycloudkitchens.in) Website: [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)



**GALAXY**  
CLOUD  
KITCHENS  
LIMITED



**ANNUAL REPORT**  
**2023-2024**



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

- Mr. Nishant Dholakia** (DIN: 05200058) : Executive Director and Chief Executive Officer  
(Resigned w.e.f. December 20, 2023)
- Mr. Sunil Biyani** (DIN: 00006583) : Non-Executive Director
- Ms. Dimple Somani** (DIN: 09685900) : Independent Director
- Mr. Swapnil Kothari** (DIN: 05235636) : Non-Executive Director  
(Resigned w.e.f. August 17, 2023)
- Mr. Rajesh Mittal** (DIN: 00231710) : Independent Director  
(Resigned w.e.f. August 21, 2023)
- Mr. Manoj Khemka** (DIN: 0009686636) : Independent Director  
(Resigned w.e.f. September 24, 2023)
- Mr. Vijai Singh Dugar** (DIN: 06463399) : Independent Director  
(Appointed w.e.f. November 14, 2023)
- Mr. Sunil Samal** (DIN: 10468907) : Non-Executive Director  
(Appointed w.e.f. January 20, 2024)
- Ms. Mala Saxena** (DIN: 10474124) : Independent Director  
(Appointed w.e.f. January 20, 2024)
- Ms. Pinki Dixit** (DIN: 10469085) : Whole-time Director  
(Appointed w.e.f. January 20, 2024)

### KEY MANAGERIAL PERSONNEL

- Ms. Neelu Jain** : Company Secretary & Compliance Officer  
(Resigned w.e.f. May 6, 2023)
- Mr. Suraj Bhatt** : Chief Financial Officer  
(Resigned w.e.f. April 25, 2023)
- Mr. Prince Singh** : Deputy Chief Financial Officer  
(Appointed w.e.f. May 24, 2023)
- Ms. Jyoti Shetty** : Company Secretary & Compliance Officer  
(Appointed w.e.f. August 10, 2023 and resigned w.e.f. August 17, 2023)
- Mr. Harsh Joshi** : Company Secretary & Compliance Officer  
(Appointed w.e.f. April 19, 2024)

### STATUTORY AUDITORS

S A R A & Associates  
Chartered Accountants  
202, May Building, 297/299/301, Princess Street,  
Near Marine Lines Flyover, Mumbai-400002  
Tel: 4922 7200

### BANKERS

HDFC Bank Limited  
AXIS Bank  
State Bank of India  
ICICI Bank Limited

### REGISTERED OFFICE & CORPORATE OFFICE

Knowledge House, Shyam Nagar,  
Off Jogeshwari-Vikhroli Link Road  
Jogeshwari (East), Mumbai 400060  
Tel.: (022) 28039405  
CIN: L15100MH1981PLC024988  
E-mail: [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in)  
Website: [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited  
(Formerly known as TSR CONSULTANTS PRIVATE LIMITED)  
C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083.  
Tel.: (022) 49186000/ Fax: (022) 49186060  
Email: [Csg-unit@linkintime.co.in](mailto:Csg-unit@linkintime.co.in)

42<sup>nd</sup> Annual General Meeting  
on Monday, September 30, 2024 at 02:00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

**NOTICE** is hereby given that the Forty Second Annual General Meeting of the Members of Galaxy Cloud Kitchens Limited will be held on **Monday, 30<sup>th</sup> September, 2024, at 02:00 PM (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

## **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, the reports of the Board of Directors and auditors thereon;
2. To appoint a Director in place of Mr. Sunil Biyani (DIN: 00006583), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board, consent of the members of the Company be and is hereby accorded for appointment of M/s. Yogesh Kansal & Company., Chartered Accountants, Ghaziabad, bearing ICAI Firm Registration No. 507136C, allotted by The Institute of Chartered Accountants of India (ICAI) as the statutory auditors of the Company for a period of 5 years from the conclusion of 42<sup>nd</sup> annual general meeting till the conclusion of the 47<sup>th</sup> annual general meeting, and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out – of – pocket expenses as may be incurred connection with the Audit of Accounts of the Company.”

## **SPECIAL BUSINESS:**

4. Approval for Material Related Party Transaction(s)

To consider and if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial year 2024-25 and for the period from 1<sup>st</sup> April, 2025 to 30<sup>th</sup> September, 2025 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read along with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Rules”) (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authorities from time to time and as agreed to by Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include the Audit Committee of the Board or any Director or Official of the Company), the consent of the Members of the Company be and is hereby accorded to the Material Related Party Transactions as entered/ to be entered into by the Company during the financial year 2024-25 and for the period from 1<sup>st</sup> April, 2025 to 30<sup>th</sup> September, 2025, as per the details provided in the explanatory statement annexed in this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiation, finalising and executing of necessary agreements, undertakings, memorandum, deeds, documents and such other papers or writings as may

be deemed necessary or expedient in its own discretion and in the best interest of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and/or any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

## Registered Office:

Knowledge House, Shyam Nagar,  
Off. Jogeshwari – Vikhroli Link Road,  
Jogeshwari (East), Mumbai – 400060  
CIN: L15100MH1981PLC024988  
E-mail: [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in)  
Website: [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)  
Place: Mumbai  
Date: 12<sup>th</sup> August, 2024

**By Order of the Board**  
For Galaxy Cloud Kitchens Limited

**Sd/-**  
**Harsh Joshi**  
Company Secretary & Compliance Officer  
ACS: 51905

## NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 9/2023 dated 25<sup>th</sup> 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**”), permitted holding of Annual General Meeting (“**AGM**”) through VC/OAVM, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item no. 3 - Ordinary Business and Special Business to be transacted at the AGM set out in the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members can authorize representative(s) to attend the AGM and are requested to send a certified copy of the Board Resolution authorizing their representative or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing their representative to attend and vote on their behalf at the AGM through email at [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in)
5. In compliance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM will also be available on the Company’s website [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in), website of the Stock Exchange i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. Those Members, whose email address is not registered with the Company or with their respective Depository Participants, and who wish to receive the Notice of the AGM and all other communication sent by the Company, from time to time, can get their email address registered with the Company. The process of registration of email ids is given in the instruction for e-voting.
7. The Shareholders attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Information as required to be provided pursuant to the requirements of Regulation 36 of SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Director(s) seeking appointment at the AGM is annexed hereto as Annexure – I and forms part of the notice
9. The Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company (“RTA”) at the following address:

**Link Intime India Private Limited (“Link Intime”)** (Earlier TSR Consultants Private Limited – now merged with Link Intime)  
C-101, Embassy 247, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083  
Tel. No. +91 22 4918 6000 Fax No. +91 22 4918 6060  
Email ID: [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)

10. The Securities and Exchange Board of India (“SEBI”) has mandated submission of Income Tax Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
11. SEBI had vide its Circular(s) issued from time to time, mandated submission of PAN, KYC details and nomination by holders of physical securities. The Shareholders are requested to submit their PAN, KYC and nomination details to the RTA – Link Intime India Private Limited through email at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in). The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - [www.linkintime.co.in](http://www.linkintime.co.in) and are also available on Company’s website – [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in). In view of the same, we urge the shareholders to submit the required Investor Service Request form along with the supporting documents at the earliest. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.
12. The provisions of Regulation 40 of SEBI LODR Regulations, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of this and also to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.

The Members are also requested to note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25th January, 2022, has mandated that listed companies shall issue the securities only in demat mode while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make the service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the website of RTA - [www.linkintime.co.in](http://www.linkintime.co.in) and is also available on Company’s website – [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

It may be noted that any service request can be processed only after the folio is KYC compliant.

13. Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled, to the RTA - Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
15. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be made available for inspection by the Members electronically during the AGM on the website of the Company [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).
16. All documents in respect of items referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically, upon request being sent by the Member on [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in). The aforesaid documents will also be available for inspection through electronic mode by Members during the AGM on the website of the Company [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

17. The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request at [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in) mentioning their name, DP ID and Client ID/folio number, PAN and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

18. Instructions and other Information for Voting through Electronic Means:

- i. The Shareholders can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration/ Compensation Committee and Stakeholders Relationship Committee, auditors etc. can attend the Meeting without any restriction on account of first-come first-served principle.
- ii. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided the facility for voting through electronic means (“**E-voting**”) so as to enable the Shareholders, to cast their votes on the Resolution(s) as set out in this Notice. The Members can cast their votes through E-voting from any place other than voting at the AGM (“**Remote E-voting**”).
- iii. Accordingly, the Remote E-voting facility will commence from Wednesday, 25<sup>th</sup> September, 2024 at 09:00 AM and will end on Sunday, 29<sup>th</sup> September, 2024 at 5:00 PM. The Company is also providing the facility of E-Voting during the AGM to the Shareholders attending the Meeting and who have not cast their votes through Remote E- Voting.
- iv. The Company has engaged the services of The National Securities Depository Limited (“NSDL”) for facilitating Remote E-voting and E-voting during the AGM. The Members who have cast their vote by Remote E-voting may also attend the AGM but shall not be entitled to cast their vote again at the AGM. In case a Member votes by both the modes then the votes cast through Remote E-voting shall prevail and the votes cast during the AGM shall be considered invalid. The Shareholders are requested to follow the instructions mentioned in Note below.
- v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- vi. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 only shall be entitled to cast their vote electronically on the Resolution(s) set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 may obtain the User ID and password for Remote E-voting by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in).

However, if you are already registered with NSDL for Remote E-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/ Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the 022-4886 7000.

- vii. Mr. Amit Samani, Practising Company Secretary of M/s. Amit Samani & Co., Company Secretaries (Membership No: F7397 and Certificate of Practice No: 7966), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process during the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast by E-voting during the AGM and through Remote E-voting, not later than (2) two working days from the conclusion of the AGM make a consolidated Scrutinizer’s report and submit the same to the Chairman. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in) and on the website of NSDL and shall also be communicated to BSE Limited.



Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e. 30<sup>th</sup> September, 2024.

The instructions for Members for Remote E-voting and joining AGM are as under:

**The Remote E-voting period begins on Wednesday, 25<sup>th</sup> September, 2024 at 9:00 AM and ends on Sunday, 29<sup>th</sup> September, 2024 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23<sup>rd</sup> September, 2024.**

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - (i) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [team@sgkadvisory.com](mailto:team@sgkadvisory.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 19) The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support “Green Initiative”, the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents/communication via email. Members who hold shares in physical form are requested to register their e-mail address with the Company’s RTA- Link Intime India Private Limited.

<p><b>Registered Office:</b> Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060 CIN: L15100MH1981PLC024988 E-mail: <a href="mailto:investors@galaxycloudkitchens.in">investors@galaxycloudkitchens.in</a> Website: <a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a> Place: Mumbai Date: 12<sup>th</sup> August, 2024</p>	<p style="text-align: right;"><b>By Order of the Board For Galaxy Cloud Kitchens Limited</b></p> <p style="text-align: right;"><b>Sd/- Harsh Joshi Company Secretary &amp; Compliance Officer ACS: 51905</b></p>
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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 3**

The Members of the Company at the 37<sup>th</sup> Annual General Meeting (“AGM”) held on September 16, 2019 approved the appointment of M/s. S A R A & Associates., Chartered Accountants (Firm Registration No. 120927W) (“SARA”), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the said AGM until the conclusion of 42<sup>nd</sup> AGM of the Company, pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (as amended). Accordingly, SARA will complete their present term on conclusion of this 42<sup>nd</sup> AGM. The last remuneration of SARA in connection with the Statutory Audit/limited review for the financial year 2023-24 as mutually agreed and approved by the Board was INR 3.45 lakhs plus applicable taxes and out of pocket expenses. The Board of Directors of the Company (“Board”) at its meeting held on May 24, 2024, based on the recommendations of the Audit Committee, approved and recommended to the Members, the appointment of M/s. Yogesh Kansal & Company, Chartered Accountants (Firm Registration No.507136C) (“YKAC”), as the Statutory Auditors of the Company, in place of SARA whose tenure expires at 42<sup>nd</sup> AGM, for a period of five consecutive years from the conclusion of this 42<sup>nd</sup> AGM till the conclusion of the 47<sup>th</sup> AGM of the Company at an annual remuneration as may be decided by the Board subject to authorisation by Shareholders in that respect and on the basis of recommendations of the Audit Committee and/or decided mutually in connection with the statutory audit/limited review, as applicable including other certification charges and scope of work. The Board/Audit Committee considered various parameters such as audit experience, market standing of the firm, clientele served, technical knowledge, budgetary outlay, commensurate with size and scales of operations etc. found YKAC to be best suited to handle the statutory audit of the financial statements of the Company. YKAC has over 35 years of cumulative experience and provides range of services *inter alia* Audit & Assurance including Tax audit and Internal Financial Controls Audit, Corporate advisory and restructuring etc. The firm has presence in key cities in India namely Delhi, Ghaziabad, Hyderabad and Dehradun. YKAC has provided the confirmation and consent to the Company that they are eligible for appointment as the Statutory Auditors and appointment, if made, will be in accordance with the conditions prescribed under Section 139 and 141 of the Companies Act, 2013. The Board recommends the Resolution set out at Item No. 3 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution.

### **Item No. 4**

The Company is entering into a related party transaction(s) with its related parties for Purchase/Sale of Goods/Services, availing unsecured loans and dealing in other services. These transactions were approved by Audit Committee and the Board of Directors from time to time and further are at arm’s length basis and in the ordinary course of business and in line with Company’s Policy on Related Party Transactions.

Further, the approval of Members is required if as per the provisions of Section 188 (1) of the Act read with relevant rules framed thereunder, the amount of transaction exceed the threshold limit provided therein and/or if as per Regulation 23 of Listing Regulations, transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company. Accordingly, the approval of Members is sought for transactions mentioned as under.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 read with requirements prescribed under the Companies Act, 2013 and rules made thereunder is provided herein below:

Sr No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	(a) The Nilgiri Dairy Farm Private Limited (“TNDFPL”) (b) Nilgiris Mechanised Bakery Private Limited (“NMBPL”) (c) Aadhaar Wholesale Trading and Distribution Limited (“AWTADL”) (d) Integrated Food Park Limited (“IFPL”)

Sr No.	Particulars	Details
		<p>(e) Niyman Mall Management Company Private Limited (“NMMCPL”)</p> <p>(f) Nu Business Venture Private Limited (“NBVPL”)</p> <p>(g) Nu Futue Digital India Limited (“NFDIL”)</p> <p>(h) FDRT Consultancy Services Limited (“FCSL”)</p> <p>All the above entities are under common group control.</p>
2	Type, tenure, material terms and particulars	<p><u>For TNDFPL, NMBPL, IFPL:</u></p> <p>Purchase and Sale of Goods/Services.</p> <p><u>For AWTADL:</u></p> <p>Purchase and Sale of Goods/Services on routine basis for day-to-day retail operations of the Company, purchase of fixed/current assets.</p> <p><u>For NMMCPL, NBVPL, NFDIL, FCSL:</u></p> <p>Availing unsecured loan for working capital and operational requirements, servicing of loan by payment of interest and principal loan amount.</p> <p>Tenure: For FY 2024-25 and for the period from 1<sup>st</sup> April 2025 to 30<sup>th</sup> September, 2025</p> <p>The transactions shall be carried on arm’s length basis.</p>
3	Value of the transaction	<p>Aggregate limit of INR 10 crore each for TNDFPL, NMBPL and IFPL</p> <p>Aggregate limit of INR 30 crore for AWTADL</p> <p>Limit of INR 10 crore each for NMMCPL, NBVPL, NFDIL and FCSL</p>
4	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	<p>For TNDFPL, NMBPL and IFPL approval is sought for 100% based on turnover;</p> <p>For AWTADL, approval is sought for 300% based on turnover;</p> <p>For NMMCPL, NBVPL, NFDIL and FCSL, approval is sought for 100% each based on turnover;</p> <p><i>(the above percentages are based on annual consolidated turnover of the Company as on March 31, 2024, however in current financial year with the commencement of new business activity expected turnover would be comparatively higher and hence higher approvals have been sought)</i></p>
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	



Sr No.	Particulars	Details
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	<p>TNDFPL and NMBPL are into dairy and livestock products. IFPL is into end-to-end food processing from farm to market.</p> <p>AWTADL is into wholesale trading of FMCG and general household goods.</p> <p>Company's retail store operations require these goods at competitive price and on reasonable credit terms. Accordingly, aforesaid RPT transactions would be in the interest of the Company.</p> <p>Company is at present having stressed cash flows and at times is striving hard to match inward and outward cash flows. In order to breach deficit cash flow, company needs fallback and certain arrangements to raise requisite funding. Accordingly, aforesaid RPT transactions of unsecured loans from NMMCPL, NBVPL, NFDIL and FC SL would be in the interest of the Company.</p>
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NIL
8	Summary of the information provided by the management of the Company to the Audit Committee	Disclosure of nature of relationship, monetary value and period as mentioned above along with confirmation of doing all such RPTs at Arm's length basis and in ordinary course of business.
9	Any other information that may be relevant	NIL

Pursuant to Regulation 23 of the Listing Regulations, all entities falling under the definition "Related Party" shall abstain from voting in respect of the proposed resolution given in the notice, irrespective of whether the entity is a party to the particular transaction or not.

Your Directors recommends the Ordinary Resolution as set out in this Notice for the approval of the Members of the Company.

# Notice

Annual Report 2023-2024

None of the other Directors of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this Resolution.

<p><b>Registered Office:</b> Knowledge House, Shyam Nagar, Off. Jogeshwari – Vikhroli Link Road, Jogeshwari (East), Mumbai – 400060 CIN: L15100MH1981PLC024988 E-mail: <a href="mailto:investors@galaxycloudkitchens.in">investors@galaxycloudkitchens.in</a> Website: <a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a> Place: Mumbai Date: 12<sup>th</sup> August, 2024</p>	<p style="text-align: right;"><b>By Order of the Board For Galaxy Cloud Kitchens Limited</b></p> <p style="text-align: right;"><b>Sd/- Harsh Joshi Company Secretary &amp; Compliance Officer ACS: 51905</b></p>
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## Annexure - 1

**ADDITIONAL INFORMATION IN TERMS OF REGULATION 36 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT IN RESPECT OF DIRECTOR BEING PROPOSED TO BE RE-APPOINTED.**

1.	<b>Name of the Director</b>	Sunil Biyani
2.	<b>Date of birth</b>	24 <sup>th</sup> October, 1969
3.	<b>Date of first appointment on the Board</b>	27/05/2011
4.	<b>Director Identification Number</b>	00006583
5.	<b>Qualification</b>	Master’s in Business Administration
6.	<b>Expertise in specific Functional Areas</b>	Mr. Sunil Biyani is a Commerce graduate and obtained Masters in Business Administration. He is instrumental in setting up various formats in the future group. He has extensive experience in textiles, retail sectors, Building and Construction, property related transactions and project management.
7.	<b>Terms and conditions of re-appointment along with the details of remuneration sought to be drawn</b>	As approved in the Annual General Meeting held on September 28, 2011 and as stated in the resolution no. 2 of this Notice.  No remuneration is sought to be drawn apart from Director Sitting fees for attending Board and Committee Meetings.
8.	<b>Remuneration last drawn</b>	Not applicable
9.	<b>Number of Board Meeting attended during the year 2023-24</b>	5 (Five) out of 5 (Five)
10.	<b>Directorship held in other listed Companies (As on March 31, 2024)</b>	Future Market Networks Limited
11.	<b>Directorship in other Companies (excluding Foreign companies and Section 8 companies) (As on March 31, 2024)</b>	<ul style="list-style-type: none"> <li>• Apollo Design Apparel Parks Limited</li> <li>• Sun City properties Private Limited</li> <li>• Utility Developers Private Limited</li> <li>• Electio Trading Private Limited</li> <li>• Alphaneon Studioz Private Limited</li> <li>• Bansi Mall Management Company Private Limited</li> </ul>
12.	<b>Chairmanship/Membership of Committees of the Board of Directors of other listed Companies as on March 31, 2024</b>	<u>Future Market Networks Limited</u> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination &amp; Remuneration Committee - Member</li> <li>• Stakeholders Relationship Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul>
13.	<b>Chairmanship/Membership of Committees of the Board of Directors of other Companies as on March 31, 2024</b>	None

14.	<b>Relationship with other Directors/ key Managerial Personnel (“KMP”)</b>	Not related to any other Director or KMP of the Company.
15.	<b>Shareholding of Director in the Company including shareholding as a beneficial owner (As on March 31, 2024)</b>	Direct Shareholding - NIL Mr. Sunil Biyani and his family are beneficiary of family trust which in turn is beneficiary in other trusts which has indirect interest in the companies which holds 20.83% shares of the Company.

To,

**The Members of Galaxy Cloud Kitchens Limited**

Your Directors take pleasure in presenting the Forty-Second Annual Report of Galaxy Cloud Kitchens Limited on the business and operations of the Company along with audited financial statements for the financial year ended March 31, 2024.

**Financial Results**

The Company's financial performance for the year ended March 31, 2024 is as below:

**Standalone**

(Rs. in thousands)

Particulars	Year ended	Year ended
	31.03.2024	31.03.2023
Revenue from operations	21,232.30	1,08,372.06
Other Income	23,227.87	65,374.39
<b>Total Income</b>	<b>44,460.17</b>	<b>1,73,746.45</b>
Personnel Cost	16128.78	36361.20
Operating and other expenses	67045.07	121181.21
<b>Total Expenditure</b>	<b>83173.85</b>	<b>157542.41</b>
Profit before Interest, Depreciation and Tax	(38,713.68)	16,204.04
Less: Interest	11,640.27	5352.88
Less: Depreciation	3153.26	4024.51
<b>Profit/(Loss) from Ordinary Operation before tax</b>	<b>(53,507.21)</b>	<b>6826.65</b>
Less: Provision for Tax	-	-
Profit/(Loss) from Discontinued Operation	(88794.76)	(96785.68)
<b>Profit/(Loss) after Tax</b>	<b>(1,42,301.97)</b>	<b>(89,959.02)</b>
Other Comprehensive Income/Loss for the year (net of tax)	708.10	5406.02
Other Comprehensive Income/Loss for the year	(1,41,593.87)	(84,553.00)

**Result of Operations and the State of the Company's Affairs**

During the year under review, your Company had earned revenue from operations (Gross) of Rs. 21232.30 thousands. The loss before finance cost, depreciation and amortization was of Rs. 38713.68 thousands as against Profit of Rs. 16204.04 thousands in the previous year. The loss after tax was Rs. 142301.97 thousands as against loss of Rs. 89,959.02 thousands in the previous year.

**Promoter Reclassification**

During the year 2021-22, some of the Promoters of the Company had submitted their request to discontinue as Promoters of the Company and further requested the Company to re-classify them under public category. To give effect to the same, the Company had taken approval of the Shareholders by way of postal ballot, after receiving recommendation from the Board in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), based on which an application had been forwarded to the Bombay Stock Exchange ("BSE") where the shares of the Company are listed. BSE vide its letter dated 25<sup>th</sup> April, 2024 approved the said reclassification. Post the approval of reclassification application, the following Shareholders have been reclassified from 'Promoter/Promoter Group' to 'Public'.

Name of the Shareholder	No. of Shares held	Shareholding Percentage (%)
Atul Ruia	50,000	0.11
Bellona Hospitality Services Ltd	36,86,491	8.20
Ashbee Investments And Finance Private Limited	3,50,000	0.78
Senior Advisory Services Pvt. Ltd	97,237	0.22
Ashok Apparels Pvt Ltd	47,500	0.11
<b>TOTAL</b>	<b>42,31,228</b>	<b>9.42</b>

## Business Outlook

The Company operates Cloud Kitchens in Mumbai and Gurugram. Cloud Kitchens are mainly engaged in manufacturing of fresh foods ranging from fresh bakery, desserts, hot meals, cold meals to home meal convenience foods and ready to eat products. Currently the Company does private labelling for renowned players in retail industry and caters to QSR Companies having PAN India presence. The Company is currently operating in B2B model. However, in view of continued losses in the cloud kitchens business division resulting in continued negative cash flow, as per the decision of the management, the Company commenced its foray into retail supermarket operations business. Accordingly, the Company would be approaching shareholders for suitable approvals for commencement of the Supermarket operation business under name and style of 'Galaxy Supermarket' on review of success of its pilot store and after ascertaining the scope, viability, profitability etc. Based, on successful role out of the retail business operations, the Company aims to gradually phase-out of Cloud Kitchens business and focus in its Retail Supermarket operations in the times to come. The management is also planning to deal with its curated brands for specific product categories.

## Dividend

The Board of Directors of the Company have not recommended any dividend on equity shares in respect of the financial year 2023-24. Provisions of Regulation 43A of the SEBI Listing Regulations with regard to formulation of Dividend Distribution Policy are not applicable to the Company.

## Transfer to Reserves

The Company has not transferred any amount to reserves during the year and hence no information as per the provisions of Section 134 (3) (j) of the Companies Act, 2013 ("the Act") have been furnished.

## Share Capital

During the year under review, there was no change in the share capital of the Company.

## Change in nature of Business

During the year under review there were no change in the nature of business of the Company. However, post the end of FY 2023-24, the Company commenced its foray into retail supermarket operations business and basis positive feedback, the Company aims to gradually phase-out of Cloud Kitchens business and focus in Retail Supermarket operations in the times to come.

## Internal Controls

The Company has internal control systems and procedures commensurate with its nature of business which meets the following objectives:

- providing assurance regarding the effectiveness and efficiency of operations;
- efficient use and safeguarding of resources;
- compliance with policies, procedures, applicable laws and regulations; and
- transactions being accurately recorded and promptly reported.

The Company continues to have periodical audits conducted of all its functions and activities to ensure that systems and procedures are followed across all areas.

The Audit Committee of Board of Directors of the Company regularly reviews the adequacy of internal control systems through such audits. The Internal Auditor reports directly to the Audit Committee. The Company also has a budgetary control system to monitor expenditure against approved budgets on an ongoing basis.

## Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

## Risk Management

The Board of Directors of the Company have formulated a Risk Management Policy which aims at minimizing the risk and enhancing the value and reviews the elements of risks with regard to the business. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

## Cash Flow Statement

In conformity with the provisions of Regulation 34 of SEBI Listing Regulations, Cash Flow Statement for the year ended March 31, 2024 has been provided in the Annual Report and which forms part of this report.

## Management Discussion and Analysis

In terms of the provisions of Regulation 34 of SEBI Listing Regulations, the Management Discussion and Analysis for the year ended March 31, 2024 is set out in this Annual Report.

## Subsidiaries and Associates

The Company is not a holding Company in terms of Section 2 (46) of the Act. The Company does not have subsidiary, associate or joint venture companies within the meaning of Section 2(87) and Section 2(6) of the Act. Hence, Form AOC-1 pursuant to provisions of Section 129(3) of the Act, is not provided in this report.

## Secretarial Standard

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

## Listing on Stock Exchanges

The Company's shares are listed on BSE Limited.

## Particulars of Employees and other additional information

The ratio of the remuneration of each Key Managerial Personal (KMP) to the median of employee's remuneration as per section 197 of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 forms part of the Board's Report and are provided under **Annexure A**.

None of the employees are drawing remuneration as per the ceiling stipulated in terms of Rule 5 (2) (ii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## Disclosures under Section 134(3)(l) of the Companies Act, 2013

Except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year and date of this Report.

## Annual Return

The Annual Return as on March 31, 2024 in terms of the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and Rules thereto, is available on the website of the Company – [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

## Particulars of Contracts and arrangements with Related Parties

All Related Party Transactions that were entered into during the financial year were on arm's length and in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval. The Audit Committee has granted omnibus approval for Related Party Transactions as per the provisions of the Act and the SEBI Listing Regulations. Pursuant to Regulation 23 of the SEBI Listing Regulations, all Related Party Transactions were placed before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions for their review.

The information on transactions with Related Parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 under **Annexure B** which forms part of this Report.

The related party disclosures as specified in Para A of Schedule V read with Regulation 34(3) of the SEBI Listing Regulations are given in the Financial Statements.

## Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

## Corporate Governance

Our corporate governance practices are reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

As per Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, the auditor's certificate on corporate governance is enclosed as **Annexure C** to the Board's report. The auditor's certificate for financial year 2023-24 does not contain any qualification, reservation or adverse remark.

## Board Diversity

The Company recognizes and embraces the importance of a diverse board in success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experiences, cultural and geographical background, age, ethnicity, race and gender that will help us to retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity. The Board Diversity Policy is available on our website [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in). Additional details on Board diversity are available in the Corporate Governance report that forms part of this Annual Report.

## Disclosures related to Board, Committees, Policies and number of Board meetings

During the year, 5 (five) Board Meetings were convened and held through audio/video conferencing, the details of which are given in the Corporate Governance Report. The intervening gap between two consecutive meetings was within the period prescribed under the Act. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time.

On March 30, 2024, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Act and the provisions of SEBI Listing Regulations.

As on March 31, 2024, the Board had three statutory committees: the Audit Committee, Nomination, Remuneration and Compensation Committee and the Stakeholders Relationship Committee. The meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. Details of Committees of the Company along with their terms of reference, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this Annual Report.

## Directors and Key Managerial Personnel

The Board had judicious combination of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2024, the Board of Directors of the Company consisted of Ms. Pinki Dixit, Whole-time Director, Mr. Vijai Singh Dugar, Ms. Dimple Somani and Ms. Mala Saxena, Independent Directors, Mr. Sunil Biyani and Mr. Sunil Samal, Non-Executive Directors.



During the year under review, Mr. Nishant Dholakia, Executive Director and Chief Executive Officer (DIN:05200058) resigned from the Board with effect from 20<sup>th</sup> December 2023. The Company on the recommendation from Nomination, Remuneration and Compensation Committee and subject to the consent of Members at a General meeting, appointed Ms. Pinki Dixit as Additional Director and Whole-time Director with effect from 20<sup>th</sup> January 2024. The Company held its Extra-Ordinary General Meeting on 13<sup>th</sup> February 2024 wherein Members of the Company appointed Ms. Pinki Dixit as Whole-time Director for a period of three years.

During the year under review, Mr. Rajesh Mittal (DIN: 00231710) resigned from the Board as Independent Director with effect from 21<sup>st</sup> August 2023 due to personal reasons and confirmed that there is no other reason other than those stated in his resignation letter dated 21<sup>st</sup> August 2023. Consequently, Mr. Rajesh Mittal also ceased to be a member of Audit committee, Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee with effect from 21<sup>st</sup> August, 2023.

Mr. Manoj Khemka (DIN: 09686636) resigned from the Board as Independent Director with effect from 24<sup>th</sup> September 2023 due to personal reasons and confirmed that there is no other reason other than those stated in his resignation letter dated 24<sup>th</sup> September 2023. Consequently, Mr. Manoj Khemka also ceased to be a member of Audit Committee.

During the year under review, Company appointed Mr. Vijai Singh Dugar (DIN: 06463399) as Additional Independent Director with effect from 14<sup>th</sup> November 2023. Company further appointed Ms. Mala Saxena as Additional Independent Director with effect from 20<sup>th</sup> January, 2024. Further, at Extra-ordinary General Meeting ("EGM") held on 13<sup>th</sup> February 2024, both Mr. Vijai and Ms. Mala were appointed as Independent Directors for a period of five years.

During the year under review, Mr. Swapnil Kothari (DIN: 05235636) resigned as Non-Executive Director with effect from 17<sup>th</sup> August 2023 due to pre-occupation and confirmed that there is no other reason other than those stated in his resignation letter dated 17<sup>th</sup> August 2023. Consequently, Mr. Swapnil Kothari also ceased to be a member of Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee with effect from 17<sup>th</sup> August, 2023.

Company appointed Mr. Sunil Samal (DIN:10468907) with effect from 20<sup>th</sup> January 2024 as Additional Non-Executive Director who was later appointed as Non-Executive Director liable to retire by rotation at EGM held on 13<sup>th</sup> February 2024.

The Board is of the opinion that Independent Directors are persons of integrity and possess requisite expertise and experience required to fulfil the duties as an Independent Director of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and that of the Articles of Association, Mr. Sunil Biyani (DIN: 00006583) is liable to retire from the Board of the Company by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible, has offered himself for being re-appointed at the AGM. The Notice convening forthcoming AGM includes the proposal for re-appointment of Mr. Sunil Biyani. A brief resume of the Director seeking re-appointment at the forthcoming AGM and other details as required to be disclosed in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") forms part of the Notice calling the AGM.

The Board wishes to place on record their appreciation for the contributions made by each Director during their tenure as member of the Board of Directors of the Company.

During the year under review, Ms. Neelu Jain resigned as the Company Secretary of the Company from the close of the working hours of May 6, 2023. Ms. Jyoti Shetty, an associate member of the Institute of Company Secretaries of India, was appointed as the Company Secretary and Compliance Officer of the Company with effect from August 10, 2023 and she resigned from the said post with effect from August 17, 2023.

Post the year end, Company has appointed Mr. Harsh Joshi as Company Secretary and Compliance Officer of the Company with effect from 19<sup>th</sup> April 2024.

During the year under review, Mr. Suraj Bhatt resigned as the Chief Financial Officer of the Company from the close of the working hours of 25<sup>th</sup> April, 2023. Mr. Prince Singh was appointed as the Deputy Chief Financial Officer of the Company with effect from 24<sup>th</sup> May, 2023.

## Audit Committee

The Composition, terms of reference, powers and role of Audit Committee of the Company are disclosed in the Corporate Governance

Report, which forms part of this Annual Report. There were no instances where the Board did not accept the recommendations of the Audit Committee.

## Nomination, Remuneration and Compensation Committee

A Nomination, Remuneration and Compensation Committee is in existence in accordance with the provisions of sub-section (1) of Section 178 of the Act. Kindly refer section on Corporate Governance, which is forming part of this report, under head 'Nomination, Remuneration and Compensation Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

## Policy on Directors' Appointment and Remuneration

The current policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board and separate its function of governance and management. The policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Act is available on our website at [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

## Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

In a separate meeting of independent Directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive Director and non-executive Directors. The Directors expressed their satisfaction with the evaluation process.

The Board and the Nomination Remuneration and Compensation Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At a meeting of the Board of Directors, the performance of the Board, its Committees, and individual Directors was discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent Director being evaluated.

Moreover, further detail regarding skill, expertise and competencies of Directors are disclosed in the Corporate Governance Report which forms part of this Annual Report.

## Details of meetings of Shareholders

The last Annual General Meeting of the Company was held on September 29, 2023. The details regarding Shareholders Meeting and Postal Ballot are disclosed in the Corporate Governance Report, which forms part of this Annual Report..

## Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director that he/she meets the criteria of independence laid down in Section 149(6) of the Act along with Rules framed thereunder and Regulation 25 of the SEBI Listing Regulations.

## Director's Responsibility statement

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. in preparation of the annual accounts for the financial year, the applicable accounting standards have been followed and there are no material departures, wherever applicable;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year ended on that date;

- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Auditors and Auditor s' Report

As per Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of Companies Act, 2013. M/s. S A R A & Associates, Chartered Accountants, Mumbai, bearing ICAI Registration No. 120927W, Statutory Auditors of the Company, holds office till the conclusion of the ensuing 42<sup>nd</sup> Annual General Meeting ("AGM") and are not eligible for reappointment in line of completion of their maximum term.

Accordingly, Board of Directors recommend appointment of M/s. Yogesh Kansal & Company (FRN: 507136C) as Statutory Auditors of the Company for a period of five years. Necessary resolution pertaining to appointment of statutory auditors forms part of the Notice of ensuing AGM. M/s. Yogesh Kansal & Company have confirmed that they satisfy the independence criteria required under the Companies Act, 2013, the Code of Ethics issued by the Institute of Chartered Accountants of India. As required under the provisions of section 139 of the Act, the Company has obtained a written certificate from the Auditors to the effect that their appointment, if made, would be in conformity with the limits specified in the said section. The Board recommends their appointment. Members are requested to appoint the Statutory Auditors of the Company for a period of five consecutive from the financial year 2024-25 to 2028-29 and fix their remuneration.

The Auditors report to the members read together with the relevant notes thereon are self-explanatory and hence do not warrant any comments under section 134(2)(f) of the Act. As required under Regulation 33(d) of the Listing Regulations, the auditors have also confirmed that they hold a valid certificate issued in terms of the Peer Review issued by the Peer Review Board of the Institute of Chartered Accountants of India The Notes on financial statement referred to in the Auditor's Report are self – explanatory and do not call for any further explanation. The Auditor's Report does not contain any qualification, reservation or adverse remark or disclaimer and does not contain any instances of fraud as mentioned under Section 143 of the Act. The Auditors' Report contains Emphasis of Matter and Material Uncertainty Related to Going Concern which is given hereunder along with Management's explanation. The Auditors' Report is enclosed with the financial statements as a part of this Annual Report.

Auditors' Comments	Management's Response
<p><u>Emphasis of Matter:</u> We draw attention to Note 29 in the financial statements, which discloses a significant item related to discontinued operations in Hosur road Factory, Bangalore &amp; in Andheri (E) commissary, Mumbai. The Assets Held for sale of Rs. 6,230.31/- (in thousands) and the loss from discontinued operations amounting to Rs. 88,794.76/- (in thousands) which have material implications on the financial statements.</p>	<p>During the year under review, the Management had curtailed its operations in Mumbai and Bengaluru commissaries in order to reduce losses and conserve resources.</p>
<p><u>Material Uncertainty Related to Going Concern:</u> We draw attention to Note 32 in the financial statements, which indicates that, entire net worth of the Company has been eroded due to losses incurred in the current year and its current liabilities exceed its current assets, these events or conditions, along with other matters as set forth in Note 32, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern</p>	<p>Management believes that the present negative networth is a temporary phase and Management further believes that with the diversification of the Company into new Retail Supermarket division, Company will see positive cash flows. Further, Company's present action of closing down the non-profit making commissaries and further objective to phase-out of non-performing cloud kitchen business and shift its forte in the new division would ensure the positive cash flows, which would help in turning networth positive. Accordingly the accounts are prepared on going concern basis.</p>

## Secretarial Auditor and Secretarial Audit Report

Pursuant to Section 179 and 204 of the Act and rules made thereunder, M/s. Nidhi Bajaj & Associates, Practising Company Secretary (Membership No. 28907/Certificate of Practice No. 14596) was appointed as a Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2023-24. The Secretarial Auditors' Report for the financial year 2023-24 is enclosed as **Annexure D** which forms part of this Report.

The said Secretarial Auditors' Report does not contain any qualifications, reservations or adverse remarks. The Secretarial Auditors Report contains observations and comments which are mentioned hereunder along with Management's Response:

Auditors' Comments	Management's Response
<p>Post the resignation of the erstwhile Chief Financial Officer w.e.f 25<sup>th</sup> April 2023, the Company has not appointed new Chief Financial Officer as on date of this report as mandated under Section 203 of the Companies Act, 2013 read with Rules 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p>	<p>Company is in process of appointing a right candidate for the position of Chief Financial Officer ("CFO") after taking into consideration various candidature requirements and budgetary limitations. In the meantime, in order for smooth functioning of accounts and finance department, Company has already appointed Deputy Chief Financial Officer immediately at the next Board Meeting after the resignation of erstwhile CFO</p>
<p>BSE Limited has levied fines as per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) related to non-compliance of Regulation 6(1) and Regulation 18(1) and Regulation 20(2/2A) of SEBI (LODR) Regulations, 2015. As explained to us by the management and based on our review, Company has complied with the said non-compliance as on 31st March, 2024 (except compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 which was compiled with post the end of financial year and as on date of signing this report) and subsequently Company has applied to the Stock Exchange for Waiver of the fines imposed. Status of the waiver application as on date of this report is 'Case is under process with Listing Operation team'</p>	<p>Company witnessed resignation of Directors which affected composition of various statutory committees. However, Company has appointed new Directors and re-constituted statutory committees as per the provisions of SEBI (LODR) Regulations thereby regularising the non-compliance. Company could not comply with Regulation 6(1) of the SEBI (LODR) Regulations as on 31<sup>st</sup> March, 2024 which was regularised after appointing new Company Secretary and Compliance Officer on 19<sup>th</sup> April, 2024.</p>

## Cost records and Cost audit

Maintenance of cost records and requirements of cost audit as prescribed under Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

## Disclosure relating to equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

## Disclosure relating to Employee Stock Option Scheme and Employee Stock Purchase Scheme

The Company has not issued or granted any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the year under review and hence no information as per provisions of Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

## Disclosure relating to sweat equity shares

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

## Disclosures in respect of voting rights not directly exercised by employees

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

## Disclosure of orders passed by Regulators or Courts or Tribunal

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## Conservation of Energy, Technology Absorption and Foreign Exchange

Information required under Section 134 (3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo are enclosed as **Annexure E** to the Board's report.

## Declaration on adherence with Company's code of Conduct & Ethics

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, declaration stating that the members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct of Board of Directors and senior management is enclosed as **Annexure F**.

## Deposits from Public

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## Particulars of Loans, Guarantees or Investments under section 186 of the Act

During the year under review, the Company has not granted any loans, Guarantees nor made any Investments covered under the provisions of Section 186 of the Act.

## Prevention of Sexual Harassment Policy

The Company has in place a prevention of Sexual Harassment Policy in line with the requirements of the sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company follows a gender-neutral approach in handling complaints of sexual harassment and is compliant with law of the Land. Company has also constituted an Internal Committee to consider and address sexual harassment complaints in accordance with the Sexual Harassment of Women at Workplace (prevention, prohibition and Redressal) Act, 2013. All employees (Permanent, contractual, temporary and trainees) are covered under this policy. During the year 2023-24, no complaints were received by the Company related to sexual harassment.

## Vigil Mechanism

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behaviour. The details of the policy have been disclosed in the Corporate Governance Report, which is a part of this report and is also available on [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

## Detection of Fraud

During the year under review, no fraud has been reported by the auditor's viz. statutory and secretarial auditors to the Audit Committee or the Board in terms of Section 143(12) of the Act.

## The details of application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 (IBC, 2016) during the year along with status at the end of the financial year

The Company has not made any application nor is any proceeding pending against the company under IBC, 2016.

## The details of difference between amount of valuation done at the time of one time settlement and the valuation done while taking loan from banks and financial institutions along with reasons thereof

Since the Company has not entered into any One Time Settlement with Banks or Financial Institutions, furnishing details in this regard, is not applicable.

### Acknowledgement

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited**

**Sd/-  
Pinki Dixit  
Whole-time Director  
DIN: 10469085  
Place: Delhi  
Date: 24<sup>th</sup> May, 2024**

**Sd/-  
Sunil Biyani  
Director  
DIN: 00006583  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024**

## ANNEXURE - A

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- i. The ratio of remuneration of each Director to the median remuneration of the employees (MRE) of the Company for the financial year 2023-24 and the percentage (%) increase in remuneration of each Director and the key Managerial Personnel ("KMP") for the same period are under:

Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2023-24 (Rs. In Lakhs) (1)	% increase in Remuneration in the F.Y. 2023-24 (2)	Ratio of remuneration of each Director/KMP to MRE for financial year 2023-24 (3=(1)/MRE)
<b>Executive Director and Chief Executive Officer</b>			
Mr. Nishant Dholakia (Resigned as Executive Director w.e.f. 20th December 2023)	31.03	0%	29.27
<b>Whole-time Director</b>			
Ms. Pinki Dixit (Appointed w.e.f. 20th January, 2024)	0.94	NA	0.88
<b>Other Key Managerial Personnel</b>			
Mr. Suraj Bhatt Chief Financial Officer (Resigned w.e.f. 25th April, 2023)	1.63	NA	1.53
Mr. Prince Singh Deputy Chief Financial Officer (Appointed w.e.f. 24th May, 2023)	8.70	NA	8.20
Ms. Neelu Jain Company Secretary (Resigned w.e.f. 6th May, 2023)	0.54	NA	0.50
Ms. Jyoti Shetty (Appointed w.e.f. 10th August, 2023 and resigned w.e.f. 17th August, 2023)	0.17	NA	0.16

- ii. The Median Remuneration of Employees (MRE) of the Company during the F.Y. 2023-24 was Rs. 1,06,000/- and for the previous year it was Rs.1,46,228/-.
- iii. There is 27.52 % decrease in MRE in the financial year 2023-24 as compared to Financial Year 2022-23.
- iv. There were 23 permanent employees on the rolls of Company as on March 31, 2024 and for the previous year there were 109 employees.
- v. Average percentile increase made in the salaries of employees other than the managerial personnel in the F.Y. 2023-24 was 11.70% whereas Percentile increase/ (decrease) in the managerial remuneration was Nil
- vi. Justification, including any exceptional circumstances, for increase in the managerial remuneration: N.A.
- vii. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. There were no employees in the Company who were drawing a remuneration throughout the financial year 2023-24 as stipulated in Rule 5(2) (i).
- ii. There were no employees in the Company who were drawing a remuneration for any part of the financial year 2023-24 as stipulated in Rule 5(2) (ii).
- iii. None of the employees has received remuneration in excess of that drawn by the Executive Director of the Company nor directly or indirectly holds more than 2% of the equity shares of the Company.

**For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited**

**Sd/-  
Pinki Dixit  
Whole-time Director  
DIN: 10469085  
Place: Delhi  
Date: 24<sup>th</sup> May, 2024**

**Sd/-  
Sunil Biyani  
Director  
DIN: 00006583  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024**



## Annexure - B FORM AOC - 2

(Pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

<b>Name(s) of the related party and nature of relationship.</b>	<b>TNSI Retail Private Limited</b>	<b>Niyman Mall Management Company Private Limited</b>
Nature of contracts / arrangements / transactions.	Sale of goods & services	Availing Unsecured Loan
Duration of the contracts	As per requirement on routine basis	As per working capital requirement
Salient terms of the contracts / arrangements / transactions including the value, if any.	Arrangement is with respect to manufactured, packaged supply of goods & services at is set out in mutually agreed and signed rate arrangements/ purchase Order.	Arrangement is with respect to availing unsecured loan at 9% rate of interest per annum.
Date(s) of approval by the Board.	24-05-2023	24-05-2023
Amount paid as advances, if any.	Nil	Nil
Justification for entering into such contract or arrangement	Company is selling its goods/services through various retail outlets and since TNSI is also into retail selling of food products and services, the Company has entered into contract to increase its overall sales.	Company is facing tight liquidity issues and do not enjoy credit facilities from Banks/Financial Institutions. In order to access quick funds in case of exigencies, the Company is approaching and availed for meeting its Working capital requirements

**For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited**

**Sd/-**  
**Pinki Dixit**  
**Whole-time Director**  
**DIN: 10469085**  
Place: Delhi  
Date: 24<sup>th</sup> May, 2024

**Sd/-**  
**Sunil Biyani**  
**Director**  
**DIN: 00006583**  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024

## Annexure - C

### FORM NO. MR. 3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members  
**GALAXY CLOUD KITCHENS LIMITED**  
**CIN: L15100MH1981PLC024988**  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai MH 400060

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GALAXY CLOUD KITCHENS LIMITED** (CIN: L15100MH1981PLC024988) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, legal papers, minutes books, forms and returns filed and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 and made available to me, according to the provisions of:
  - i. The Companies Act, 2013 ('the Act') and the rules made thereunder to the extent applicable;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings, **Not applicable**;
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
    - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
    - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- vi. The Management has identified and confirmed the following laws as specifically applicable to the Company
    - i. Maharashtra Contract Labour (Regulation and Abolition) Rules, 1971,
    - ii. Maharashtra State Tax on Professions, Trades, Callings And Employments Act, 1975,
    - iii. Environment (Protection) Act, 1986,
    - iv. The Trade Marks Act, 1999,
  - v. Food Safety and Standards Act, 2006 and Food Safety and Standards Act, 2011 and applicable general business laws, rules, regulations and guidelines.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-
- a. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3. I have also examined compliance with applicable clauses of the following:
- i. Secretarial Standards issued by The institute of Company Secretaries of India with respect to Board and General meetings.
  - ii. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

## Note

- *Post the resignation of the erstwhile Chief Financial Officer w.e.f 25<sup>th</sup> April 2023, the Company has not appointed new Chief Financial Officer as on date of this report as mandated under Section 203 of the Companies Act, 2013 read with Rules 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- *BSE Limited has levied fines as per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) related to non-compliance of Regulation 6(1) and Regulation 18(1) and Regulation 20(2/2A) of SEBI (LODR) Regulations, 2015. As explained to us by the management and based on our review, Company has complied with the said non-compliance as on 31st March, 2024 (except compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 which was compiled with post the end of financial year and as on date of signing this report) and subsequently Company has applied to the Stock Exchange for Waiver of the fines imposed. Status of the waiver application as on date of this report is 'Case is under process with Listing Operation team'*

## We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes, the decisions of the Board Meetings were taken unanimously.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to communication received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For NIDHI BAJAJ & ASSOCIATES**  
COMPANY SECRETARIES

**Sd/-**  
**NIDHI BAJAJ**  
Proprietor  
Membership No. A28907  
COP. 14596  
Peer Review Certificate No. : 2458/2022  
UDIN: A028907F000442738

Date: 24<sup>th</sup> May, 2024  
Place: Thane

## Annexure - "A"

The Members  
**GALAXY CLOUD KITCHENS LIMITED**  
Mumbai

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For NIDHI BAJAJ & ASSOCIATES**  
COMPANY SECRETARIES

**Sd/-**  
**NIDHI BAJAJ**  
Proprietor  
Membership No. A28907  
COP. 14596  
Peer Review Certificate No. : 2458/2022  
UDIN: A028907F000442738

Date: 24<sup>th</sup> May, 2024  
Place: Thane

**'ANNEXURE - D' TO THE BOARD'S REPORT**  
**PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members  
**Galaxy Cloud Kitchens Limited**  
**CIN: L15100MH1981PLC024988**  
Knowledge House, Shyam Nagar,  
Off. Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai - 400060

I have examined the compliance of conditions of corporate governance by Galaxy Cloud Kitchens Limited ("the Company"), for the financial year ended March 31, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para-C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The compliance conditions carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Company Secretaries of India and was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

I further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Nidhi Bajaj & Associates**  
Company Secretaries

**Sd/-**  
**Nidhi Bajaj**  
Proprietor  
ACS - 28907  
COP - 14596  
Peer Review Certificate No. 2458/2022  
UDIN: A028907F000442969

**Date: 24<sup>th</sup> May, 2024**  
**Place: Thane**

## ANNEXURE - E

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134 (3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

#### A. CONSERVATION OF ENERGY

- Energy Conservation steps taken;
- Steps taken by the Company for utilizing alternate sources of energy and
- Capital investment on energy conservation equipment's.

**Disclosure for (a) to (c):** The Company's operations involve very low energy consumption. Wherever possible energy conservation measures have been implemented and there are no further areas where energy conservation measures can be taken. However, efforts to conserve and optimize the use of Energy through improved Operational methods and other means will continue.

The Company has no collaborations and is engaged in the manufacture of the products by its own developed methods/ operations. The Company has setup a Business Intelligence Team whose emphasis is on product development, product quality, Cost reduction, energy conservation and improvement in process productivity.

#### B. TECHNOLOGY ABSORPTION

##### Research and Development (R & D):

Specific areas in which R&D is carried out by the Company:	Nil
Benefits derived as a result of the above R & D	
Future Plan of Action	
<b>Expenditure on R &amp; D</b>	Nil
a. Capital	
b. Recurring	
c. Total	
d. Total R & D expenditure as a percentage of total turnover	

##### Technology absorption, adaptation and innovation:

Efforts in brief, made towards technology absorption, adaptation and innovation	Nil
Benefit derived like product improvement, cost reduction, product development, import substitution etc.	Nil
In case of Imported Technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	Nil
a) Technology Imported	
b) Year of Import	
c) Has technology been fully absorbed	
d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action	

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

	Current Year	Previous Year
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	-	-

## ANNEXURE - F

### DECLARATION ON ADHERENCE WITH COMPANY'S CODE OF CONDUCT & ETHICS

[Pursuant to Regulation 34(3) and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
Galaxy Cloud Kitchens Limited

**Sub: Declaration regarding compliance with the Company's Code of Conduct for Board of Directors and Senior Management Personnel.**

I hereby declare that the Board of Directors and Senior Managerial Personnel of the Company have affirmed their compliances with the Code of Conduct of Board of Directors and Senior Management Personnel for the year ended March 31, 2024.

Place: Delhi  
Date: 24<sup>th</sup> May, 2024

**For Galaxy Cloud Kitchens Limited**  
**Sd/-**  
**Pinki Dixit**  
**Whole-time Director**



## CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2024

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### Company's Philosophy on Code of Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of the Company.

During the financial year under review, the Company has complied with all the applicable provisions of the SEBI Listing Regulations *except non-compliance of Regulation 6, 18, 19 and 20 for a brief period which have been further regularised.*

- **Audits and internal checks**

The Company's accounts are audited by M/s. S A R A & Associates, Chartered Accountants, Mumbai. With respect to Internal Audit, an external firm acting as independent internal auditor reviews internal controls and operating systems and procedures.

With respect to Legal Compliances, the Company conducts its business with reasonable standards of legal, statutory and regulatory compliances.

- **Observance of Secretarial Standards issued by the Institute of Company Secretaries of India**

The Secretarial Standards on the Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are adhered to by the Company.

### Board of Directors

#### Code of Conduct

The members of the Board and Senior Management Personnel have affirmed compliance in terms of Regulation 17 of the SEBI Listing Regulations with the Code of Conduct applicable to them during the year ended March 31, 2024. A declaration signed by the Executive Director and Chief Executive Officer to this effect is attached to this Report. This Code has also been hosted on the Company's website [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

#### Composition of the Board

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ("Act").

None of the Directors on the Board:

- the Executive Director serves as IDs in more than three listed entities.

As per Regulation 26 of SEBI Listing Regulations, none of the Directors on the Board is a Member in more than 10 (ten) Committees and/or Chairman in more than 5 (five) Committees, across all public companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024 have been made by the Directors.

The Composition of the Board as on March 31, 2024 is as under:

Sr. No.	Name of the Directors	DIN	Category
1.	Mr. Pinki Dixit	10469085	Whole-time Director
2.	Mr. Vijai Singh Dugar	06463399	Independent Director
3.	Ms. Mala Saxena	10474124	Independent Director
4.	Ms. Dimple Somani	09685900	Independent Director
5.	Mr. Sunil Biyani	00006583	Non-Executive Director
6.	Mr. Sunil Samal	10468907	Non-Executive Director

No Director is inter-se, related to any other Directors on the Board nor is related to the other Key Managerial Personnel of the Company.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

## Meetings and attendance

During the financial year 2023-24, five meetings of Board of Directors were held on 24<sup>th</sup> May 2023, 10<sup>th</sup> August 2023, 14<sup>th</sup> November 2023, 20<sup>th</sup> January 2024 and 13<sup>th</sup> February 2024. The gap between two meetings did not exceed number of days as prescribed in the SEBI Listing Regulations and the Act. Details of meetings and attendance by the Directors of the Company are as under:

Name of Director	No. of Board Meetings		Attended AGM held on September 29, 2023
	Entitled to attend	Attended	
Mr. Nishant Dholakia	3	2	Yes
Mr. Sunil Biyani	5	5	Yes
Mr. Manoj Khemka	2	2	NA
Mrs. Dimple Somani	5	5	Yes
Mr. Swapnil Kothari	2	2	NA
Mr. Rajesh Mittal	2	2	NA
Mr. Vijai Singh Dugar	3	2	NA
Ms. Mala Saxena	2	1	NA
Ms. Pinki Dixit	2	1	NA
Mr. Sunil Samal	2	1	NA

Notes:

- Mr. Nishant Dholakia, Executive Director and Chief Executive Officer (DIN:05200058) resigned from the Board with effect from 20<sup>th</sup> December 2023.
- Ms. Pinki Dixit was appointed as Additional Director and Whole-time Director with effect from 20<sup>th</sup> January 2024. The Company held its Extra-Ordinary General Meeting on 13<sup>th</sup> February 2024 wherein Members of the Company appointed Ms. Pinki Dixit as Whole-time Director for a period of three years.

- *Mr. Rajesh Mittal (DIN: 00231710) resigned from the Board as Independent Director with effect from 21<sup>st</sup> August 2023 due to personal reasons and confirmed that there is no other reason other than those stated in his resignation letter dated 21<sup>st</sup> August 2023. Consequently, Mr. Rajesh Mittal also ceased to be a member of Audit committee, Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee with effect from 21<sup>st</sup> August, 2023.*
- *Mr. Manoj Khemka (DIN: 09686636) resigned from the Board as Independent Director with effect from 24<sup>th</sup> September 2023 due to personal reasons and confirmed that there is no other reason other than those stated in his resignation letter dated 24<sup>th</sup> September 2023. Consequently, Mr. Manoj Khemka also ceased to be a member of Audit Committee.*
- *Mr. Vijai Singh Dugar (DIN: 06463399) was appointed as Additional Independent Director with effect from 14<sup>th</sup> November 2023.*
- *Ms. Mala Saxena was appointed as Additional Independent Director with effect from 20<sup>th</sup> January, 2024. Further, at Extra-ordinary General Meeting (“EGM”) held on 13<sup>th</sup> February 2024, both Mr. Vijai and Ms. Mala were appointed as Independent Directors for a period of five years.*
- *Mr. Swapnil Kothari (DIN: 05235636) resigned as Non-Executive Director with effect from 17<sup>th</sup> August 2023 due to pre-occupation and confirmed that there is no other reason other than those stated in his resignation letter dated 17<sup>th</sup> August 2023. Consequently, Mr. Swapnil Kothari also ceased to be a member of Audit Ccommittee, Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee with effect from 17<sup>th</sup> August, 2023.*
- *Mr. Sunil Samal (DIN:10468907) was appointed with effect from 20<sup>th</sup> January 2024 as Additional Non-Executive Director who was later appointed as Non-Executive Director liable to retire by rotation at EGM held on 13<sup>th</sup> February 2024.*

**The information on composition of the Board, category and their Directorships/Committee membership across all the Companies in which they are directors as on March 31, 2024:**

Name of Directors	Directorships and Category of Directorship in other Listed entity	No. of Directorships		No. of membership/ Chairmanships of Committees in public Companies (including this listed entity)		No. of Equity shares held in the Company
		Public (including this listed entity)	Private	Memberships	Chairmanships	
Ms. Pinki Dixit	Nil	1	0	1	0	0
Mr. Sunil Samal	Nil	1	0	1	0	0
Mr. Sunil Biyani	Future Market Networks Limited - Non- Executive Director	4	4	5	0	0
Ms. Mala Saxena	Nil	1	0	1	1	0
Ms. Dimple Somani	Future Market Networks Limited – Independent Director	2	0	4	2	0
Mr. Vijai Singh Dugar	Nil	1	0	2	1	0

During FY 2023-24, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, had been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company.

None of the Directors of the Company hold any shares in the Company.

### Independent Directors meeting

During the year under review, one meeting of the Independent Directors was held on March 30, 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors.

## Terms of Appointment of Independent Directors

Terms and conditions of appointment/re-appointment of Independent Directors in terms of Regulation 46 of SEBI Listing Regulations and Section 149 read with schedule IV of the Act are available on the Company's website.

## Familiarization Programme of Independent Directors

The familiarisation programme for Independent Directors of Company aims at familiarising them with the overall structure of the Company, their roles, rights, responsibilities therein, nature of the industry in which the Company operates, business model of the Company, etc., in order to provide them with better understanding of the business and operations of the Company. Details of familiarisation programme imparted to Independent Directors is available at website of the Company at [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

## Matrix setting out skills/expertise/competence as identified by the Board

The following is the list of core skills /competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

- **Corporate Governance**

Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the company and protecting stakeholder's interest.

- **Financial Expertise**

Knowledge and skills in accounting, finance, treasury management, funding and financial reporting processes.

- **Industry specific**

Vendor Management, Business Development, Technology, Marketing & Communications and Operational efficacy.

- **Personal attributes & qualities**

Leadership, Effective Communication, Honesty, commitment, Professionalism and Independence.

- **Risk management**

Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.

## A Chart/Matrix setting out the Skills/Expertise/Competence of the Board of Directors with names and their expertise

Sr No.	Name of the Director	Corporate Governance	Financial Expertise	Personal attributes & qualities	Industry specific & Risk Management
1	Ms. Pinki Dixit	✓	✓	✓	✓
2	Mr. Sunil Samal	✓		✓	✓
3	Mr. Sunil Biyani	✓	✓	✓	✓
4	Ms. Mala Saxena	✓		✓	
5	Ms. Dimple Somani	✓	✓	✓	
6	Mr. Vijai Singh Dugar	✓	✓	✓	✓

## Committees of the Board

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. As on March 31, 2024 the Board has Three (3) Statutory Committees: Audit Committee, Stakeholders Relationship Committee and Nomination, Remuneration and Compensation Committee. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

## A. Audit Committee

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

During the financial year 2023-24, the Audit Committee met four times i.e. on 24<sup>th</sup> May 2023, 10<sup>th</sup> August 2023, 14<sup>th</sup> November 2023 and 13<sup>th</sup> February 2024 and the time interval between any two Audit Committee meetings was not more than 120 days. The Committee's composition meets with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Composition & attendance of the Audit Committee as on March 31, 2024 is as under:

Name of Member	Category	Position	No. of Meetings entitled to attend	No. of Meetings Attended
Ms. Dimple Somani	Independent Director	Chairperson	4	4
Ms. Pinki Dixit	Whole-time Director	Member	1	0
Mr. Vijai Singh Dugar	Independent Director	Member	2	2
Ms. Mala Saxena	Independent Director	Member	1	0
Mr. Manoj Khemka	Independent Director	Member	2	2
Mr. Rajesh Mittal	Independent Director	Chairman	2	2
Mr. Swapnil Kothari	Non-Executive Director	Member	2	2

Notes: (i) Mr. Rajesh Mittal was the Chairman of the Committee till 21<sup>st</sup> August, 2023.

(ii) Ms. Dimple Somani was appointed as Chairperson of the Committee w.e.f. 14<sup>th</sup> November 2023.

The Audit Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings. The Board of Directors reviews the minutes of the Audit Committee Meetings at subsequent Board Meetings. The previous AGM of the Company was held on September 29, 2023 and was attended by Ms. Dimple Somani, Member of the Audit Committee *since Chairperson of the committee had resigned prior to AGM.*

Company Secretary and Compliance Officer, acts as a secretary of the Committee.

### Terms of reference of the Audit Committee

Role of the Audit Committee, *inter-alia*, includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Section 134(5)(c) read with Section 134(3)(c) of the Act;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;

- Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - Approval or any subsequent modification of transactions of the Company with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Valuation of undertakings or assets of the Company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - Discussion with internal auditors of any significant findings and follow up there on;
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
  - To review the functioning of the Whistle Blower mechanism;
  - Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
  - Carrying out any other function as mentioned in the terms of reference of the Audit Committee; and
  - Reviewing the utilization of loans and/ or advances from/investment by the Holding Company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

#### **Review of information by Audit Committee:**

- The Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;

- The appointment, removal and terms of remuneration of the Chief Internal Auditor and;
- Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange.
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

## B. Nomination, Remuneration and Compensation Committee:

The Nomination, Remuneration and Compensation Committee comprises of three Independent Directors and one Non-Executive Director as on March 31, 2024. The Committee's constitution and terms of reference are in compliance with the Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act.

During the financial year 2023-24, the Nomination, Remuneration and Compensation Committee met four times on 24<sup>th</sup> May 2023, 10<sup>th</sup> August 2023, 14<sup>th</sup> November 2023 and 20<sup>th</sup> January 2024 and all the members of the committee were present at the meetings. The Board of Directors reviews the minutes of the Nomination, Remuneration and Compensation Committee Meetings at subsequent Board Meetings. The Company Secretary & Compliance Officer acts as the Secretary of the Committee. The previous AGM of the Company was held on September 29, 2023 and was attended by Ms. Dimple Somani, Member of the Committee *since Chairperson of the committee had resigned prior to AGM.*

Composition of the Nomination, Remuneration and Compensation Committee as on March 31, 2024 is as under:

Name of Members	Category	Position	No. of Meetings entitled to attend	No. of meetings attended
Ms. Mala Saxena	Independent Director	Chairperson	1	1
Mr. Vijai Singh Dugar	Independent Director	Member	1	1
Mr. Sunil Samal	Non-Executive Director	Member	1	1
Ms. Dimple Somani*	Independent Director	Member	4	4
Mr. Rajesh Mittal	Independent Director	Member	2	2
Mr. Swapnil Kothari	Non-Executive Director	Member	2	2

\*Ms. Dimple Somani was Chairperson of the Committee till 20th January, 2024 and subsequently acting as Member of the Committee.

### Terms of Reference of the Nomination, Remuneration and Compensation Committee, *inter-alia*, include the followings:

- Formulate of the criteria for determining qualifications, positive attributes and independence of a Directors and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- Formulate the criteria for evaluation of performance of Independent Directors and the Board;
- To devise a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Director;
- To recommend to the board, all remuneration, in whatever form, payable to senior management; and
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;

- To perform such other functions as may be necessary or appropriate for the performance of its duties;
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

## Performance evaluation criteria for Independent Directors

The performance evaluation criteria for independent directors is determined by the Nomination Remuneration and Compensation committee. An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

## C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee performs various functions conferred under the SEBI Listing Regulations and Section 178 of the Act, which mainly covers ensuing resolution of grievances of security holders of the Company.

One meeting of the Committee was held on 30<sup>th</sup> March, 2024. The Minutes of the Stakeholders' Relationship Committee are reviewed by the Board of Directors at the subsequent Board Meeting. Mr. Harsh Joshi, Company Secretary & Compliance Officer acts as the Secretary of the Committee as per the requirements of SEBI Listing Regulations. The previous AGM of the Company was held on 29<sup>th</sup> September, 2023 and was attended by Ms. Dimple Somani, Chairperson of the Committee.

Composition of the Stakeholders' Relationship Committee as on March 31, 2024 is as under:

Name of Members	Category	Position	No. of Meetings entitled to attend	No. of Meetings Attended
Mr. Vijai Singh Dugar	Independent Director	Chairman	1	1
Mr. Sunil Biyani	Non-Executive Director	Member	1	1
Ms. Dimple Somani	Independent Director	Member	1	1

The Committee's composition and the terms of reference meet with the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

## Terms of Reference of the Stakeholders' Relationship Committee, *inter-alia*, includes the following:

The terms of reference of the Stakeholders' Relationship Committee *inter-alia* includes the following:

- Resolving the grievances of security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- To review the adherence of service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

Based on the report received from the Company's Registrars and Share Transfer Agent, during the year ended March 31, 2024, no investor complaints were received and no complaints were outstanding as on March 31, 2024.

## RISK MANAGEMENT COMMITTEE

The Company does not have a separate risk management committee. Board of Directors/Audit Committee periodically reviews, assesses the risks as mentioned in relevant section this report.



## SENIOR MANAGEMENT

As on the financial year end date, there are no senior Management Personnel of the Company other than Key Managerial Personnel.

### Remuneration Policy

The Company believes that human resource is the key for the continuous growth and development of the Company. The Company's Remuneration Policy is designed to attract, retain and motivate employees by offering appropriate remuneration packages and retirement benefits and also rewarding performance of key employees by offering employee stock options to contribute and participate in the overall corporate growth, profitability and financial success of the organisation. The Remuneration Policy is in consonance with the existing industry practice.

#### A. Remuneration structure of Directors:

- i. Independent/Non-Executive Directors receive remuneration by way of sitting fees for attending meetings of Board and Board Committees (where they are members) subject to ceiling/ limits as provided under the Act and rules made thereunder or any other enactment for the time being in force.
- ii. No remuneration other than sitting fees has been paid to any of the Directors except to Executive Director.

#### B. Remuneration structure of Key Managerial Personnel (KMP) and Senior Management Personnels is as detailed hereunder:

- i. The compensation of KMP and Senior Management Personnel shall be approved by the Nomination, Remuneration and Compensation Committee.
- ii. The Compensation of KMP and Senior Management Personnel is done keeping in consideration the prevailing market value of the resource, criticality of role and internal parity of the team.
- iii. The remuneration structure of KMPs and Senior Management personnel may include a variable performance linked component.

#### Remuneration Paid to Directors in the financial year 2023-24:

Name of Directors	Sitting Fees Paid*	Salaries, allowances and perquisites	Total
Mr. Sunil Biyani	1,95,000	-	1,95,000
Ms. Dimple Somani	3,15,000	-	3,15,000
Mr. Swapnil Kothari	1,20,000	-	1,20,000
Mr. Manoj Khemka	1,00,000	-	1,00,000
Mr. Rajesh Mittal	1,20,000	-	1,20,000
Mr. Nishant Dholakia	-	31,04,000	31,04,000
Ms. Pinki Dixit	-	94,000	94,000
Ms. Mala Saxena	50,000	-	50,000
Mr. Vijai Singh Dugar	1,85,000	-	1,85,000
Mr. Sunil Samal	50,000	-	50,000

#### \*Notes:

- Sitting fees include payment to the Directors for attending meetings of Board, Audit Committee, Nomination Remuneration and Compensation Committee, Stakeholders Relationship Committee and Meeting of Independent Directors.
- Apart from the above information, no benefits, bonus, stock options, pension, performance linked incentives, service contracts, severance fees were paid/granted.

## Board Meeting

### Scheduling and selection of agenda items for Board Meetings

Board Meetings are governed by structured agenda. The Company Secretary draft the agenda for each meeting, in consultation with Chief Financial Officer and Whole-time Director and distribute these in advance to the Directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda and also on the occasion of AGM. However with the Board being represented by independent Directors from various parts of the country, it may not be possible for each one of them to be physically present at all the meetings. Hence, we provide video/teleconferencing facilities to enable their participation. The board members are expected to rigorously prepare for, attend and participate in Board and applicable committee meetings. Each member is expected to ensure their current and planned future commitments do not materially interfere with their responsibilities with us.

Detailed presentations are made at the Board / Committee meetings covering Finance, major business segments and operations of the Company, business strategy and the risk management practices before taking on record the quarterly / half yearly / annual financial results of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meeting. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations. During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors.

### Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Board Committee members for their comments. Thereafter, after considering the comments minutes are finalized and placed before the next meeting for noting.

### Post meeting follow-up mechanism

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at Board / Board Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report on decisions / minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Board Committee for noting.

### Selection of new Directors

The Board is responsible for selection of new Directors. The Board delegates the screening and selection process to the Nomination, Remuneration and Compensation Committee which consist majority of Independent Directors. The Committee, based on defined criteria, makes recommendations to the Board on the induction of new Directors.

The Nomination, Remuneration and Compensation Committee, works with the entire board to determine the appropriate characteristic's skills and experience required for the board as a whole and for individual members. Members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors / areas relevant to the Company, and ability to contribute to the Company's growth.

### Compliance Officer

Ms. Neelu Jain, Company Secretary and Compliance Officer resigned from the services of the Company with effect from May 6, 2023. She was responsible for complying with requirements of Securities Laws, Listing Regulations and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 while in employment with the Company.

Ms. Jyoti Shetty, an associate member of the Institute of Company Secretaries of India, was appointed as the Company Secretary and Compliance Officer of the Company with effect from August 10, 2023 and she resigned from the said post with effect from August 17, 2023.

Currently, Mr. Harsh Joshi acts as the Compliance Officer with effect from April 19, 2024.

## Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons

The Company's Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons as adopted by the Company, inter-alia, prohibits dealing in the securities of the Company by Designated Persons while in possession of unpublished price sensitive information in relation to the Company. This Code has been revised in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Board has also laid down the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosures") in accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, with a view to regulate communication of unpublished price sensitive information for any purpose other than the legitimate purpose as defined under the said Code of Fair Disclosures. The Code of Fair Disclosure is hosted on Company's website at the [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

## Risk Management

The Company has a well-defined risk management framework in place, which provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company.

The Audit Committee / Board of Directors periodically review the risk assessment and minimization procedures and ensures that executive management controls risk through means of properly defined framework.

The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis forming part of this Annual Report.

## Certificate from Company Secretary in Practice

M/s. Nidhi Bajaj and Associates., Practicing Company Secretaries, has issued a certificate as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authorities. The certificate is annexed to this Report.

## Means of Communication

Website	Your Company maintains a website <a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a> . The website provides details, inter alia, about the Company, its performance including quarterly financial results, annual reports, press release, shareholding pattern, contact details etc.
Quarterly/ Annual Financial Results	Generally published in Business Standard (English Daily Newspaper) and Mumbai Lakshadweep (Marathi Newspaper). The results are also uploaded by BSE on their Website <a href="http://www.bseindia.com">www.bseindia.com</a> .
Stock exchanges	All periodical information, including the statutory filings and disclosures are filed with BSE. The filings required to be made under the Listing Regulations, including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre.
Investor servicing	A separate e-mail id <a href="mailto:investors@galaxycloudkitchens.in">investors@galaxycloudkitchens.in</a> has been designated for the purpose of registering complaints by shareholders or investors.

## General Body Meetings

The Company convenes Annual General Meeting ("AGM") within the stipulated time period. The details of the Special Resolutions passed at the previous three AGM are given below:

**a. Details of the Special Resolutions passed at the previous three AGM:**

Financial Year	Day, Date & Time	Venue	Special Resolution Passed
2020-21	Thursday, September 30, 2021, 11:00 a.m.	through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')	<ul style="list-style-type: none"> <li>No special resolution were passed.</li> </ul>
2021-22	Saturday, September 24, 2022, 11:00 a.m	through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')	<ul style="list-style-type: none"> <li>Appointment of Ms. Dimple Somani (DIN: 09685900) as Independent Director</li> <li>Appointment of Mr. Manoj Khemka (DIN: 0009686636) as Independent Director</li> </ul>
2022-23	Friday, September 29, 2023 at 11:30 AM	through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')	No special resolution was passed.

**b. Extraordinary General Meeting:**

The details of the Special Resolutions passed at the previous three Financial Years are given below:

Financial Year	Day, Date & Time	Venue	Special Resolution Passed
2023-24	Tuesday, February 13, 2024 at 11:30 AM	Through video Conferencing ('VC')/Other Audio Visual Means ('OAVM')	<ul style="list-style-type: none"> <li>Appointment of Mr. Vijai Singh Dugar (DIN: 06463399) as an Independent Director of the Company.</li> <li>Appointment of Ms. Mala Saxena (DIN: 10474124) as an Independent Director of the Company.</li> </ul>

**c. Details of Postal Ballot:**

During the financial year 2023-24, No resolution was passed through postal ballot.

The details of the Special Resolutions passed at the previous three Financial Years through postal ballot are given below:

**Details of the Resolutions passed through Postal Ballot in FY 2022-23**

Description	Type of resolution	No. of votes Polled	Votes cast in favour	Votes cast against	Invalid votes/abstain votes
Appointment of Mr. Swapnil Kothari (DIN: 05235636) as Director of the Company	Ordinary Resolution	83	21118509	10556	0
Appointment of Mr. Nishant Dholakia (DIN: 05200058) as Executive Director of the Company	Ordinary Resolution	82	21118506	10556	3
Re-classification of outgoing promoters to "Public" shareholder category	Ordinary Resolution	78	16937275	10559	4181231

## Postal Ballot Process:

The Postal Ballot process is conducted as per the procedures laid down under Rule 22 of The Companies (Management and Administration) Rules 2014 and Section 110 of the Companies Act, 2013. The process involves sending of postal ballot notice containing the subject matter of resolutions with explanatory statement for which the shareholders' approval is being sought to all the shareholders through registered post or electronic mail to the registered email ID's or through courier service facilitating the communication of assent or dissent of the shareholders to the resolution/s mentioned in the Postal Ballot Notice. The notice of postal ballot is also placed on the website of the Company. To conduct the postal ballot in a fair and transparent manner, the Board of Directors appoints one Scrutiniser who is not in the employment of the Company. The Scrutiniser, after the closing date of receipt of postal ballot forms, records the results and submits his/her consolidated report to the Chairperson of the Company/an employee authorised by the Chairperson or Board of Directors within the specified timeline as mentioned in the above rules. The Chairperson/the authorized employee, on receipt of the report declares the results and the resolution is deemed to have been duly passed on the last date of voting.

Company Secretary and Compliance Officer conducts the postal ballot exercise in tandem with Depositories, Registrar and Transfer Agents and Scrutinizer.

## Details of non-compliance:

The Company has complied with all the requirements of regulatory authorities. There were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or Securities and Exchange Board of India or any statutory authority, on any matter relating to the capital markets *except* two instances wherein Stock Exchange has levied fine w.r.t. non-compliance of Corporate Governance regulations *which have been regularised*. Company has filed one waiver application to the Exchange and would file waiver application for the second instance as on date of signing this report. The waiver application is under process with Stock Exchange.

## Disclosures of the compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

Your Company has made adequate disclosures with respect to the compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, to the extent applicable.

## Auditor's Certificate on corporate governance:

As per Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, the auditor's certificate on corporate governance received from Nidhi Bajaj & Co., Practising Company Secretaries, forms part of the Annual Report.

## Statutory Auditors

M/s. S A R A & Associates, Chartered Accountants (Firm Registration No. 120927W) has been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis for the financial year 2023-24 is given below:

S. No.	Particulars	Amount (In Thousands)
1	Statutory Audit Fees for the Financial Year 2023-24	260.00
2	Quarterly Limited Review Report	85.00
3	Other services	50.00
	<b>TOTAL</b>	<b>395.00</b>

## Related Party Transactions

All transactions entered into during the financial year 2023-24 with Related Parties as defined under the Act and SEBI Listing Regulations were in the ordinary course of business and on an arm's length basis. All related party transactions were reviewed and approved by the Audit Committee and the material related party transactions were approved by the members. The details of related party transactions are given in notes forming part of the Financial Statements for the year ended March 31, 2024.

Policy on dealing with related party transactions is available on the website of the Company at [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

## Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company

There were no other transactions with any entity forming part of Promoter Group and holding more than 10% of the shareholding in the Company *other than* obtaining unsecured loan from Niyman Mall Management Company Private Limited as on 31<sup>st</sup> March, 2024.

## Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

## Code of Conduct

The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2024. The Integrated Annual Report of the Company contains a certificate by the Executive Director, on the compliance declarations received from the members of the Board and Senior Management.

## Whistle Blower Policy/Vigil Mechanism

The Company has this Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company. The whistle blower policy, inter-alia, provides a direct access to the Chairperson of the Audit Committee. The establishment of vigil mechanism is available on the website of the Company at [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in).

## Policy for determination of material subsidiary

The Company does not have any material unlisted subsidiary Company. However, the Company has a policy for determining material subsidiaries of the Company, which is disclosed on its website.

## Policy on Archival and Preservation of Documents

The Company has adopted the said policy.

## Disclosure in relation to Sexual harassment of Women at workplace (prevention, prohibition and Redressal) Act, 2013

No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on end of financial year
None		

## No Loans/Advances extended to Firms/Companies in which Directors are interested.

## Compliance with mandatory requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

## Discretionary Requirements (Part E of Schedule II of Listing Regulations):

- Chairman of the Board:** At present, the Board does not have Chairman. The Company did not maintain a Chairman's office at the Company's expense or reimburse expenses incurred in performance of his duties, during the year under review.
- Shareholders' Rights:** Quarterly and half yearly financial results of the Company are furnished to the Stock Exchange and are also published in the newspapers and uploaded on website of the Company. Hence, half yearly results were not separately sent to shareholders. Significant events are also posted on the Company's website under the Investors Section. The complete Annual Report is sent to every shareholder of the Company by way of a link in the email as per relevant circulars issued by authorities.

3. **Modified opinion(s) in audit report:** During the year under review, the Company has unmodified audit opinion on the Company's financial statements. The Company continues to adopt best practices and has ensured a track record of financial statements with unmodified audit opinion.
4. **Reporting of Internal Auditor:** Internal Auditors of the Company make quarterly presentations to the audit Committee on their report.

**General Shareholders' information:**

a. **Corporate Identity Number (CIN):** L15100MH1981PLC024988.

b. **Annual General Meeting**

Date	:	30 <sup>th</sup> September, 2024
Time	:	02:00 PM (IST)
Venue	:	Through Video Conference or Other Audio Visual Means with Registered Office of the Company deemed to be the venue for the proceedings of the AGM

c. **Financial Year** : April 1, 2023 to March 31, 2024

d. **Dividend:**

During the year under review, the Board of Directors of the Company has not recommended any dividend for the financial year ended March 31, 2024.

e. **Financial Calendar for 2024-25:**

Financial year is April 1 to March 31 and financial results will be declared as per the following schedule.

Quarter ending June 30, 2024	:	Mid-August, 2024
Quarter ending September 30, 2024	:	Mid-November, 2024
Quarter ending December 31, 2024	:	Mid-February, 2025
Annual Result of 2024-25	:	End-May, 2025

f. **Listing of Equity Shares on Stock Exchange:**

**BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

g. **Listing fees:**

Listing fees as applicable have been paid to the stock exchange where the shares of the Company are listed.

h. **Scrip Code:** 506186

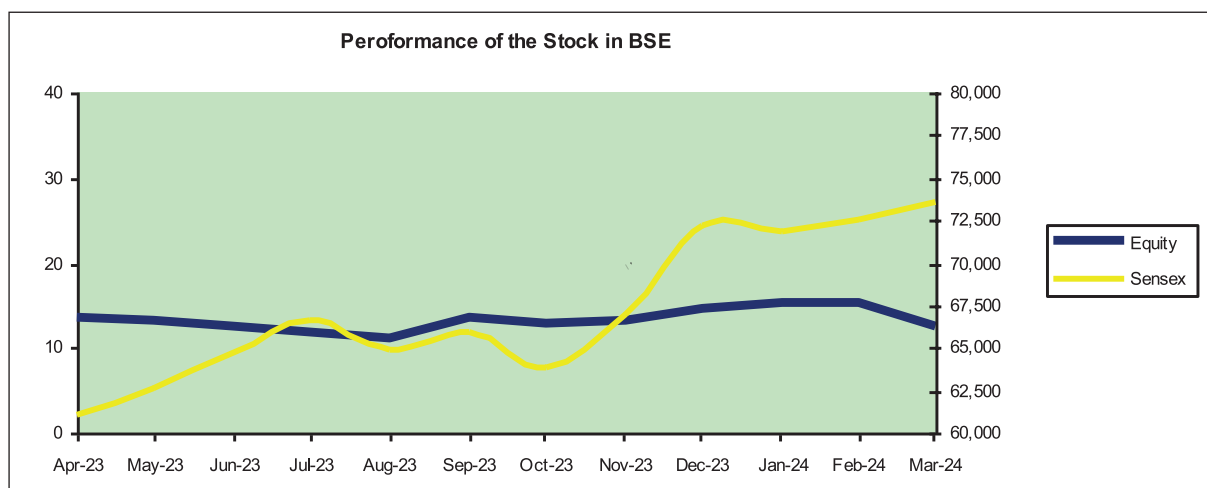
**ISIN** - INE403B01016

i. **Stock performance**

High, Lows and Volumes of GCKL from April 1, 2023 to March 31, 2024 at BSE Limited.

Month	BSE		
	High (Rs.)	Low (Rs.)	Total number of equity Shares Traded
April 2023	15.70	11.16	69,403
May 2023	14.77	12.51	48,773
June 2023	13.70	11.80	95,407

Month	BSE		
	High (Rs.)	Low (Rs.)	Total number of equity Shares Traded
July 2023	12.87	10.86	1,63,911
August 2023	12.79	10.00	1,72,663
September 2023	17.49	10.65	3,04,877
October 2023	14.73	12.10	75,601
November 2023	14.00	12.22	59,127
December 2023	16.50	12.50	2,26,991
January 2024	16.49	13.65	1,98,945
February 2024	18.97	14.10	2,26,629
March 2024	16.88	12.20	95,678



**j. Distribution of Shareholding**

The distribution of the shareholding of the Equity Shares of the Company by size and by ownership class as on March 31, 2024 is as below:

**i. Distribution of equity shareholding as on March 31, 2024:**

Distribution Range of Shares	No. of Shares	% of shares	No. of Shareholders	% of Shareholders
1 – 500	3,29,859	0.73	3202	82.89
501 – 1000	2,21,028	0.49	267	6.91
1001 – 2000	2,25,678	0.50	147	3.81
2001 – 3000	1,31,823	0.29	51	1.32
3001 – 4000	1,36,857	0.30	38	0.98
4001 – 5000	1,42,419	0.32	30	0.78
5001 – 10000	3,46,291	0.77	47	1.22
10001-9999999	4,34,03,719	96.59	81	2.10
<b>Total</b>	<b>4,49,37,674</b>	<b>100.00</b>	<b>3863</b>	<b>100.00</b>



ii. **Categories of equity shareholding as on March 31, 2024:**

Categories	As on March 31, 2024	
	No. of equity Shares	Percentage of holding
Promoters, Relatives and Associates	2,19,58,957	48.87
Directors	0	0
Foreign Institutional Investor/ Mutual Funds	0	0
Public Financial Institutions / State Financial Corporation / Insurance Companies	0	0
Mutual Funds (Indian) and UTI	0	0
Nationalized and other Banks	0	0
NRI / OCBs	91,617	0.20
Public	51,60,201	11.62
Others (CM/Other Body Corporate/HUF/Trusts/ Foreign Portfolio Investor (Corporate))	1,76,66,623	39.31
<b>Total</b>	<b>4,49,37,674</b>	<b>100.00</b>

k. **Dematerialization of Shares**

The bifurcation of shares held in physical and demat form as on March 31, 2024 are given below:

Particulars	No. of Shares	Percentage
Physical Segment	60,276	0.13
Demat Segment	4,48,77,398	99.87
NSDL	2,72,80,110	60.71
CDSL	1,75,97,288	39.16
<b>Total</b>	<b>4,49,37,674</b>	<b>100.00</b>

l. **Share Transfer system:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. In view of this, investors are advised and recommended to dematerialise the security of the Company held by them at earliest to avoid any delay for transfer.

m. **Outstanding GDR/ADR or warrants or any convertible instruments**

The Company has not issued any GDRs/ADRs/Warrants etc. during the financial year 2023-24. There are no outstanding GDR/ADR or warrants or any convertible instruments as on March 31, 2024.

**n. Commodity price risk or foreign exchange risk and hedging activities**

The business operations of the Company were carried out within the country. Hence, there is no material exposure of the foreign exchange which may have any adverse impact on the financial position of the Company. Accordingly, there is no requirements of hedging the foreign exchange risk.

**a. Plant locations**

The Company is engaged in business of manufacturing of food and confectionary items. It operates at Gurugram as on March 31, 2024.

**o. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations**

During the year under review, the Company has not raised any fund through preferential allotment or qualified institutions placement.

**p. Address for correspondence:**

**i. Any Query on Annual Report:**

**Mr. Harsh Joshi**

Company Secretary & Compliance Officer  
Knowledge House, Shyam Nagar,  
Off Jogeshwari-Vikhroli Link Road,  
Jogeshwari (East), Mumbai 400060.  
Phone: 022 28039405/+91 7718891883  
Email id for investors: [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in)  
Website: [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

**ii. Investors correspondence:**

**Registrar and Transfer Agent**

Link Intime India Private Limited  
*(formerly known as TSR Darashaw Consultants Private Limited now merged with Link Intime India Private Limited)*  
C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083.  
Phone: +91 22 4918 6000  
Email Id: [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in)  
Website: <https://www.linkintime.co.in/>

**q. Credit Rating:** No credit rating has been obtained by the Company during the year under review.

**r. Unclaimed shares:** No shares lying in the unclaimed suspense account as on March 31, 2024.

**s.** The Company has paid custodial fees for the year 2023-2024 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them.

## MD / CFO Certification

The Members,  
**Galaxy Cloud Kitchens Limited**

Sub: Compliance certificate under Regulation 17(8) read with Part B of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that for the financial year ended 31st March, 2024:

1. We have reviewed the financial statements and the cash flow statement for the financial year as aforesaid and to the best of our knowledge and belief:
  - a. these financial statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards (Ind AS), applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct for Directors and Employees;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems for financial reporting of the Company and there were no deficiencies in the design or operation of such internal controls; and
4. We have indicated to the Auditors and the Audit Committee:
  - a. that there were no significant changes in internal control, over financial reporting, during the year;
  - b. all significant changes in the accounting policy during the year, if any, have been disclosed in the notes in respective place in the financial statement; and
  - c. there were no instance of fraud, of which we have become aware of.

### For and on behalf of the Board of Directors

Sd/-  
**Pinki Dixit**  
**Whole-time Director**  
DIN: 10469085  
Place: Delhi  
Date: 24<sup>th</sup> May, 2024

Sd/-  
**Sunil Biyani**  
**Director**  
DIN: 00006583  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024

**CERTIFICATION OF NON-DISQUALIFICATION OF DIRECTORS AS ON 31<sup>st</sup> MARCH, 2024**  
**(As per Clause C of Schedule V of the Securities Exchange Board of India**  
**(Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Regulation 34(3) of the**  
**said Listing Regulations)**

The Members

**Galaxy Cloud Kitchens Limited**

**CIN: L15100MH1981PLC024988**

Knowledge House, Shyam Nagar,  
Off. Jogeshwari- Vikhroli Link Road,  
Jogeshwari (E) Mumbai - 400060

As required by clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority.

**For Nidhi Bajaj & Associates**  
**Company Secretaries**

Sd/-

**Nidhi Bajaj**

**Proprietor**

**ACS - 28907**

**COP - 14596**

**Peer Review Certificate No. 2458/2022**

**UDIN: A028907F000442969**

**Date: 24<sup>th</sup> May, 2024**

**Place: Thane**

**Overview:** Galaxy Cloud Kitchens Limited (“GCKL” or “the Company”) is in the business of operating Cloud Kitchens which are mainly engaged in manufacturing of fresh foods ranging from fresh bakery, desserts, hot meals, cold meals convenience foods and ready to eat products. Currently the Company does private labelling for renowned players in retail industry and caters to QSR Companies having PAN India presence. The Company is currently operating in B2B model.

GCKL is a Public Listed Company, listed its Equity Shares on the BSE Limited and having its Registered Office in Mumbai, Maharashtra, India. The Financial Statements are prepared as per the Ind AS (Indian Accounting Standards), the provisions of The Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI).

## Industry structure and developments

The global cloud kitchen market was valued at \$44.9 billion in 2023 and is expected to reach \$154.9 billion by 2035, growing at a CAGR of 11% from 2024 to 2035. In India, the cloud kitchen market is expected to reach \$1.9 billion by FY2025-26. The Indian cloud kitchen market was at \$800 million in FY22. The market is likely to grow due to the wider public growing preference for online food delivery service.

In the financial year 2023-24, the food manufacturing industry in India continues to be a cornerstone of the country’s economy, reflecting substantial growth and adaptation in response to evolving consumer demands and market conditions. This sector, encompassing a wide range of activities from processing raw ingredients to producing packaged food products, plays a crucial role in ensuring food security, supporting agriculture and dairy, and driving economic development. Here is a brief overview of the industry’s structure and its development in the recent past and immediate future:

### 1. Structure of the Food Manufacturing Industry:

- a. **Organized Sector:** The food manufacturing industry in India consists of both organized and unorganized sectors. The organized sector comprises large-scale food processing companies, multinational corporations, and established brands. These players have state-of-the-art manufacturing facilities, robust supply chains, and a wide distribution network.
- b. **Unorganized Sector:** The unorganized sector mainly comprises small-scale and cottage industries involved in traditional food processing and preservation methods. They often operate on a local or regional scale and cater to specific markets or communities.

### 2. Recent Past Developments:

- a. **Technological Advancements:** The food manufacturing industry in India has embraced technology and innovation to improve efficiency, quality, and safety. Advancements in food processing machinery, packaging techniques, and automation have helped companies scale up operations and meet the demand for processed and packaged food products.
- b. **Changing Consumer Preferences:** There has been a notable shift in Indian consumers’ preferences, with a growing demand for healthier, organic, and natural food options. This has prompted food manufacturers to adapt their product portfolios by introducing healthier alternatives, fortified foods, and products with clean labels.
- c. **Rise in Food Start-ups:** Indian consumers’ willingness to experiment with different cuisines, coupled with the availability of delivery platforms, has contributed to the emergence of numerous food start-ups. These start-ups focus on niche offerings, personalized experiences, and innovative food products, thus adding diversity and dynamism to the food manufacturing industry.

### 3. Immediate Future Outlook:

- a. **Increasing Government Support:** The Indian government has recognized the potential of the food manufacturing industry and is actively supporting its growth through various initiatives. This includes infrastructure development, tax incentives, and favorable policies aimed at promoting investments, R&D, and entrepreneurship in the sector.
- b. **Demand for Convenience Foods:** The convenience food segment is expected to witness significant growth in the near future. Hectic lifestyles, urbanization, and dual-income households are driving the demand for ready-to-eat meals, packaged snacks, and quick meal solutions. Food manufacturers are likely to focus on producing and marketing convenient food products to cater to this market.

- c. **Sustainable and Ethical Practices:** With an increased focus on sustainability, food manufacturers are expected to adopt eco-friendly practices, reduce food waste, and incorporate ethical sourcing methods. Consumers are becoming more conscious about the environmental impact and ethical considerations related to the food they consume, leading to a shift towards eco-friendly and socially responsible food manufacturing practices. However, achieving critical mass is very important for this particular segment to sustain and continue business activities.

In conclusion, the food manufacturing industry in India has experienced significant developments in recent years due to technological advancements, evolving consumer preferences, and a rise in food start-ups. Looking ahead, the sector is expected to witness further growth driven by government support, the demand for convenience foods, and a shift towards sustainable and ethical practices. The industry's structure is likely to continue comprising both organized and unorganized sectors, each playing a vital role in fulfilling the diverse needs of Indian consumers.

### **Diversification into Retail Supermarket:**

In view of continued losses in the cloud kitchens business division due to not able to achieve critical mass and not able to adhere with economies of scale, the management has decided to explore Retail Supermarket business operations primarily dealing in FMCG products, groceries and other household products to bank upon and encash Group's experience and expertise in this field. The management aims to gradually phase-out of Cloud Kitchens business and focus in its Retail Supermarket operations in the times to come, if its exploration in this field yield positive outcome. The management also aims to deal with its curated brands for specific product categories.

### **Opportunities and Threat**

#### **Opportunities:**

1. **Growing Demand:** The rising population, increasing urbanization, and changing consumer preferences present a significant opportunity for the food manufacturing industry as well as retail operations to cater to the growing demand for diverse and convenient food products and other general merchandise.
2. **Expanding Middle Class:** The expanding middle class in India, with higher disposable incomes and evolving lifestyles, is driving the demand for processed and packaged foods, creating opportunities for food manufacturers to introduce new products and expand their market share. The middle class also plays key role for retail operations as well.
3. **Export Potential:** India's food manufacturing sector has immense export potential, with its rich agricultural resources, diverse food production capabilities, and proximity to key global markets. Food manufacturers can tap into the export market by developing high-quality, distinct, and value-added products. The Company at present is concentrating to opportunities available in domestic market only.
4. **Government Support:** The Indian government has been actively promoting the food manufacturing sector through initiatives such as Make in India, Food Processing Infrastructure Development Fund, and foreign direct investment (FDI) incentives. These provide opportunities for investments, technology transfer, and infrastructure development.

#### **Threats:**

1. **Competition:** The food manufacturing industry in India is highly competitive, with both domestic and multinational players vying for market share. Increased competition can lead to price wars, reduction in profit margins, and the need for continuous innovation to stay ahead. The retail segment is also fragmented and there is competition from each segment, however considering the demand there is enough opportunity available for each format and segment.
2. **Food Safety and Quality Concerns:** Food safety and quality concerns can pose a threat to the industry. Instances of adulteration, contamination, and compliance issues can damage consumer trust and brand reputation, leading to financial and legal repercussions. This can be taken care of by ensuring proper checks and balances with respect to various inputs and usage of standard products.
3. **Rising Input Costs:** Fluctuations in commodity prices, energy costs, and transportation expenses can impact the profitability of food manufacturers. Rising input costs can squeeze profit margins and make it challenging to maintain competitive pricing.

4. **Regulatory Challenges:** The food manufacturing industry in India is subject to various regulations and compliances related to food safety, labeling, licensing, and packaging. Strict regulations and changing norms can create challenges for small-scale producers and those in the unorganized sector who may struggle to meet the required standards. This can be taken care of by adhering to proper standards and obtaining appropriate approvals.
5. **Consumer Awareness and Changing Preferences:** Increasing consumer awareness about health and nutrition, sustainable practices, and ethical considerations can pose challenges for food manufacturers. Companies need to adapt to changing preferences, incorporate healthier ingredients, and adopt sustainable practices to stay relevant and meet consumer expectations.

In conclusion, while the food manufacturing industry and retail operations in India offers significant opportunities driven by a growing consumer base, expanding middle class, and government support, it also faces threats such as competition, food safety concerns, rising input costs, regulatory challenges, and changing consumer preferences. Companies must navigate these challenges effectively to sustain growth and profitability in the industry.

### **Segment-wise or product-wise performance**

The Company operates in only one segment viz. operating cloud kitchens under B2B model. The financial performance given in this report pertains to single segment.

### **Risks and Concerns:**

Company's B2B cloud kitchens, which cater to other businesses such as QSR restaurants, cafes, and food service providers, face a distinct set of risks and concerns which are inter-alia hereunder:

#### **Quality Control**

Maintaining consistent food quality across different clients can be challenging, especially when preparing food for multiple brands from a single kitchen and involves risk elements of variation in quality and brand reputation.

#### **Regulatory Compliance**

Adhering to food safety regulations and industry standards is essential but can be complex, especially when serving multiple clients.

#### **Operational Efficiency**

Efficiently managing operations, including inventory, staffing, and kitchen space, is crucial for profitability and service quality since the business is often marred with inefficiencies, space utilization,

#### **Client Relationships and Contracts**

Managing relationships with multiple clients and negotiating contracts can be complex and fraught with potential issues viz. contract disputes, client turnover.

#### **Financial Management**

Maintaining financial stability and profitability requires careful management of costs, revenue, and investments viz. Cash flow issues, cost overruns.

### **Internal control systems and their adequacy**

Internal control systems are crucial for managing operations, ensuring compliance, and safeguarding assets. These systems consist of processes and procedures designed to provide reasonable assurance that the Company's objectives are achieved, financial reports are accurate, and operations are efficient. For the Company, the adequacy of internal control systems directly impacts operational efficiency, regulatory compliance, and client satisfaction.

A well-designed internal control system includes a robust control environment, effective risk assessment, comprehensive control activities, efficient information and communication channels, and ongoing monitoring activities. By addressing these components and continuously improving control systems, Company would be able to achieve operational excellence, financial integrity, and regulatory compliance.

## Human Resources/Industrial Relation Font

The industrial relations across different locations of the Company were cordial during the year. The Company has, over the last few months, built the team necessary to be able to build and execute the vision that has been articulated in the preceding paragraphs. There were 23 permanent employees on the rolls of Company as on March 31, 2024 and for the previous year there were 105 employees.

## Financial performance with respect to operational performance

### **Sales:**

The Company achieved total revenue of Rs. 21,232.30 thousands during the financial year ended March 31, 2024 in comparison to Rs. 108,372.06 thousands in previous twelve months.

### **Profit/Loss after Tax:**

The Company recorded a loss of Rs. (141,593.87) thousands for financial year ended March 31, 2024 in comparison loss of Rs. (84,553.00) thousands in previous financial year.

### **Finance Cost:**

Finance Cost increased from Rs. 5,352.88 thousands in previous twelve months of 2022-23 to Rs. 11,640.27 thousands for financial year ended March 31, 2024. The increase in the finance cost is due to Inter corporate borrowings.

### **Dividend:**

The Board of Directors has not recommended any dividend for the year under review.

### **Equity Share Capital:**

There have been no change in the Equity share capital of the Company during the year under review. The equity share capital of the Company is Rs. 44,93,76,740/- divided into 4,49,37,674 equity shares of Rs. 10/- each.

### **Earnings Per Share (EPS):**

The Company's Basic EPS has decreased from Rs. (2.00) in previous financial year to Rs. (3.17) per share for the current financial year ended March 31, 2024.

## Details of Significant Changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios with explanation:

- (i) Debtors Turnover Ratio - This stands at 4.91 compared to the previous year's 6.82. There is a change to the extent of 28% reason being discontinuation of operations of some of the commissaries.
- (ii) Inventory Turnover Ratio – This stands at 1.94 compared to previous year's 3.22. There is a change to the extent of 39.55 percent. The main reason for the significant change is on account of discontinuation of operations of some of the commissaries.
- (iii) Interest Coverage Ratio – This stands at -8.73 compared to previous year's figure of -4.78. The change is 82.61% percent due to losses incurred.
- (iv) Current Ratio – This stands at 0.11 compared to previous year's figure of 0.30. The change is 61.12%. The reason for change is account of decrease in Inventory and trade receivables.



- (v) Total Debt to Equity Ratio – This stands at -0.81 compared to previous year's figure of -1.03. The change is 21 percent. There is no significant change.
- (vi) Operating Profit Margin (%) – This stands at -147.78% compared to previous year's figure of -24.60%. The change is 498.57%. The decrease is on account of incurring losses.
- (vii) Net Profit Margin (%) – This stands at -162.41% compared to previous year's figure of -28.03%. The change is 479.36% percent which is by virtue of losses incurred.

**Details of any change in return on net worth as compared to the immediately previous financial year along with a detailed explanation thereof:**

During the financial year under review, the Company's paid up Equity Share Capital did not undergo any change. The Paid Up Equity Share Capital stood at Rs.4,49,376.74 thousands. The Company's net worth decreased due to losses incurred in current year.

**Cautionary Statement:**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward - looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include domestic and global environment; supplies and demand conditions affecting prices of final product and service, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

## To The Members of Galaxy Cloud Kitchens Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Galaxy Cloud Kitchens Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statement, including a summary of material accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statement under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material Uncertainty Related to Going Concern

We draw attention to Note 32 in the financial statements, which indicates that, entire net worth of the Company has been eroded due to losses incurred in the current year and its current liabilities exceed its current assets, these events or conditions, along with other matters as set forth in Note 32, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

#### Emphasis of Matter

We draw attention to Note 29 in the financial statements, which discloses a significant item related to discontinued operations in Hosur road Factory, Bangalore & in Andheri (E) commissary, Mumbai. The Assets Held for sale of ₹ 6,230.31/- (in thousands) and the loss from discontinued operations amounting to ₹ 88,794.76/- (in thousands) which have material implications on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Principal audit procedure performed
<p><b>Provision for Doubtful Debts</b></p> <p>The company has provided provision for Doubtful Debts amounting to ₹ 18,690 (In thousands).</p>	<p>i. The management has made provision as per The Expected Credit Loss ('ECL') approach which involves an estimation of probability weighted loss on financial instruments over their life considering reasonable and supportable information about past events current conditions and forecasts of future economic conditions which could impact the credit quality of the company's Loans And Advances.</p> <p>ii. In the process, the company has estimated a probability of default which could impact the Receivables of the company and therefore, a significant degree of judgment has been applied by the management for:</p> <ul style="list-style-type: none"> <li>• Staging of Receivables [i.e. classification in 'Significant Increase In Credit Risk' ('SICR') and 'default' categories].</li> <li>• Grouping of Debtors based on homogeneity by using appropriate statistical techniques.</li> <li>• Estimation of behavioral life.</li> <li>• Determining macro-economic factors impacting credit quality of receivables.</li> <li>• Estimation of losses for Receivables with no/minimal historical defaults.</li> </ul> <p><b>Principal audit procedures performed</b></p> <ul style="list-style-type: none"> <li>• We have evaluated the reasonableness of the management estimates by understanding the process of ECL estimation and related assumptions and tested the controls around data extraction and validation.</li> <li>• Assessed the criteria for staging of Receivables based on their past-due status to check compliance with requirement of IndAS 109.</li> <li>• Tested the ECL model including assumptions and underlying computation.</li> </ul>

## Information Other than the Financial Statement and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report there on.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statement our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statement that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to

the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibility for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statement, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statement comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in "Annexure B";
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement;
    - ii. The Company did not have any long-term contracts including derivative contracts hence the question of making a provision for any resulting material foreseeable losses does not arise; and;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv.
      - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
    - v. Company did not pay/declares any dividend during the year therefore the reporting related to compliance of section 123 of companies Act is note required.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For S A R A & Associates**  
**Chartered Accountants**  
**Firm Registration No: 120927W**

**Sd/-**  
**YOGESH RAWAL**  
Partner  
Membership No: 146464  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024  
UDIN No: 24146464BKDGJU3059

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF GALAXY CLOUD KITCHENS LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (a) (A) According to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situations of all Property, Plant & Equipment (PPE);  
(B) According to information and explanations given to us, there are no intangible assets, accordingly, clause 3(i) (a) (B) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, Property Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold immovable properties. Accordingly, clause 3(i) (c) of the Order is not applicable to the Company.
- (d) According to information and explanations given to us and on the basis of our examination of the records of company, the company has not revalued it's PPE during the year. Accordingly, provisions of Clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to information and explanations given to us and on the basis of our examination of the records of company, no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, provisions of Clause 3(i) (e) of the Order are not applicable to the Company.
- ii. (a) As explained to us, inventory has been physically verified by the management during the year and no material discrepancies were noticed.
- (b) According to information and explanations given to us and on the basis of our examination of the records of company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions during the year on the basis of security of current assets.
- iii. The company has not made investment in, provided any guarantee or security or granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties. Therefore, the provisions of the Clause 3(iii)(a), (b), (c), (d), (e) & (f) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us the company has not given/made any loans, investments, guarantees, and security accordingly provisions of section 185 and 186 of the Companies Act, 2013 are not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the provisions of section 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the service rendered by the company.
- vii. (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including income tax, sales tax, custom duty, value added tax, goods & service tax, cess and any other statutory dues with the appropriate authorities and no such dues are outstanding for more than six months from the date they become applicable.  
(b) According to the information and explanations given to us and based on the records of the Company examined by us, the particulars of dues of Income Tax, Service Tax, Sales Tax, Custom Duty and Excise Duty, Value Added Tax, Goods and Service Tax, Cess as at March 31, 2024 which have not been deposited on account of any disputes are as follows:

Name of the Statute	Nature of Dues	Amount in Thousands (₹)	Period to which the amount relates	Forum where dispute is pending
West Bengal Sales Tax	Sales Tax	81.21	F.Y. 2011-12	Joint Commissioner of Sales Tax

- viii. According to information and explanations given to us, there are no transactions which are not recorded in the books of account and have been disclosed or surrendered before the tax authorities as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, clause 3(viii) of the Order is not applicable to the Company.
- ix. In our opinion, and according to the information and explanations given to us, the Company has borrowed money during the year. However it duly made payment along with interest. Therefore, the provisions of the Clause 3(ix)(a), (b) of the Order are not applicable to the Company.
- (c) The company has not raised any term loans during the year; accordingly, clause 3(ix) (c) of the Order is not applicable to the Company.
- (d) According to information and explanations given to us, the funds raised on short term basis have been utilized for short term purposes accordingly, clause 3(ix) (d) of the Order is not applicable to the Company.
- (e) According to information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Therefore clause 3(ix) (e) (f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanations given to us, the Company has not raised any fund by way of public offer, further public offer (including debt instruments) and term loans. Accordingly, the Clause 3(x)(a) of the order are not applicable to the company.
- (b) The company has not made any Preferential Allotment or Private placement of share or Convertible Debentures during the year. The Clause 3(x) (b) of the order are not applicable to the company.
- xi. (a) According to the information and explanations given to us, no material fraud has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the year no whistle-blower complaints has been received by the company.
- xii. The Company is not a Nidhi Company. Accordingly, reporting as per paragraph 3(xii) of the Order is not required.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable Indian Accounting Standards.
- xiv. The company has proper Internal Audit system in accordance with its size and business activities and the reports of the internal auditors for the period under audit have been considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, reporting as per paragraph 3(xv) of the Order is not required.
- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of Clause 3(xvi)(c) of the Order are not applicable to the Company.



- (d) The Group does not have CIC as part of the Group Accordingly, clause 3(xvi)(d) of the Order is not applicable to the Company
- xvii. According to the information and explanations given to us and based on our examination of the records of the Company the company has incurred cash losses in the financial year. The amount of cash losses ₹ 82839.63 (in thousands) for the period (P.Y. ₹ 92,130.86 (in thousands)).
- xviii. There has not been any resignation of Statutory Auditor during the financial year. Accordingly, the provisions of Clause 3(xviii) of the Order are not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination, we have identified a material uncertainty regarding the Company's adverse financial ratios, these adverse ratios indicate a potential risk to the Company's financial position and performance, raising uncertainty about its ability to meet its financial obligations and sustain its operations in the foreseeable future. Refer note no. 32.
- xx. According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to transfer any unspent amount to Funds specified in Schedule VII under Corporate Social Responsibility, therefore the provisions of Clause 3(xx) of the Order are not applicable to the Company.
- xxi. The company is not required to prepare consolidated financial statement, therefore the provisions of Clause 3(xxi) of the Order are not applicable to the Company.

**For S A R A & Associates**  
**Chartered Accountants**  
**Firm Registration No: 120927W**

**Sd/-**  
**YOGESH RAWAL**  
Partner  
Membership No: 146464  
Place: Mumbai,  
Date: 24<sup>th</sup> May, 2024  
UDIN No: 24146464BKDGJU3059

The Annexure referred to in paragraph 2 (f) under “Report on Other Legal and Regulatory Requirements” section of our report of even date,

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Galaxy Cloud Kitchens Limited** (“the Company”) as of 31st March, 2024 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S A R A & Associates**  
**Chartered Accountants**  
**Firm Registration No: 120927W**

**Sd/-**  
**Yogesh Rawal**  
Partner: 146464  
Place: Mumbai  
Date: 24<sup>th</sup> May, 2024  
UDIN: 24146464BKDGJU3059

# Balance Sheet

as at 31st March, 2024

Annual Report 2023-2024

(₹ in thousand)

Particulars	Note Nos	As at March 31, 2024	As at March 31, 2023
<b>Assets</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment			
i) Property, Plant and Equipment	3	9,153.11	70,890.78
ii) Capital Work in Progress	3	-	6,849.71
iii) Right to use asset	3	-	23,538.59
Financial Assets			
Other Non Current Financial Assets	4	9,692.48	13,322.56
Other Non Current Assets	5	-	1,305.54
<b>Total Non- Current Assets</b>		<b>18,845.59</b>	<b>115,907.18</b>
<b>Current Assets</b>			
Inventories	6	779.76	14,318.46
Financial Assets			
Trade Receivables	7	1,554.96	34,111.74
Cash and Cash Equivalents	8	2,765.40	660.36
Other financial asset	9	4,025.31	8,587.20
Other Current Assets	10	12,141.99	14,687.96
Assets held for Sale	3	6,230.31	1,805.31
<b>Total Current Assets</b>		<b>27,497.73</b>	<b>74,171.03</b>
<b>Total Assets</b>		<b>46,343.32</b>	<b>190,078.21</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	449,376.74	449,376.74
Other Equity	12	(663,614.82)	(522,020.95)
<b>Total Equity</b>		<b>(214,238.08)</b>	<b>(72,644.21)</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities :			
Borrowings	13	20,259.40	-
Lease Liabilities	14	-	8,744.48
Non Current Provisions	15	593.63	2,572.93
<b>Total Non Current Liabilities</b>		<b>20,853.02</b>	<b>11,317.41</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Current Borrowings	16	153,434.67	74,562.82
Lease Liabilities	17	-	15,658.37
Other Current Financial Liabilities	18	16,328.54	24,712.24
Trade Payable	19	67,128.54	119,352.70
Other Current Liabilities	20	2,823.82	17,080.54
Current Provisions	21	12.81	38.34
<b>Total Current Liabilities</b>		<b>239,728.38</b>	<b>251,405.01</b>
<b>Total Equity and Liabilities</b>		<b>46,343.32</b>	<b>190,078.21</b>

The accompanying notes are an integral part of the financial statements.

1 - 46

As per our Report of even date

For S A R A & Associates

Chartered Accountants

Firm Regn No.120927W

Sd/-

Yogesh Rawal

Partner

Membership No. 146464

UDIN: 24146464BKDGJU3059

Mumbai

Date: 24th May, 2024

For and on behalf of the Board of Directors

Galaxy Cloud Kitchens Limited

Sd/-

Sunil Biyani

Director

DIN : 00006583

Sd/-

Prince Singh

Deputy Chief Financial Officer

Sd/-

Pinki Dixit

Whole time Director

DIN : 10469085

Sd/-

Harsh Joshi

Company Secretary

# Statement of Profit and Loss

For Year Ended 31st March, 2024

Annual Report 2023-2024

(₹ in thousand)

Particulars	Note Nos	Year Ended March 31st, 2024	Year Ended March 31st, 2023
Revenue from Operations	22	21,232.30	108,372.06
Other Income	23	23,227.87	65,374.39
<b>Total Income</b>		<b>44,460.17</b>	<b>173,746.45</b>
<b>Expenses</b>			
Cost of Materials Consumed	24	14,681.64	59,027.18
Employee Benefits Expense	25	16,128.78	36,361.20
Finance Costs	26	11,640.27	5,352.88
Depreciation and Amortization Expense	27	3,153.26	4,024.51
Other Expenses	28	52,363.43	62,154.03
<b>Total Expenses</b>		<b>97,967.38</b>	<b>166,919.80</b>
<b>Profit / (Loss) before tax</b>		<b>(53,507.21)</b>	<b>6,826.65</b>
<b>Tax Expenses :</b>			
Current Tax		-	-
Deferred Tax		-	-
<b>Total Tax Expenses</b>		<b>-</b>	<b>-</b>
<b>Loss from Discontinued Operation</b>	<b>29</b>	<b>(88,794.76)</b>	<b>(96,785.68)</b>
<b>Profit / (Loss) for the year</b>		<b>(142,301.97)</b>	<b>(89,959.02)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		708.10	5,406.02
Income tax relating to above		-	-
<b>Other Comprehensive Income / (Loss) for the year, Net of Tax</b>		<b>708.10</b>	<b>5,406.02</b>
<b>Total comprehensive Income / (Loss) for the year</b>		<b>(141,593.87)</b>	<b>(84,553.00)</b>
<b>Earnings per equity share</b>			
For continuing operation -Basic and Diluted (face value of ₹10 each)	40	(1.19)	0.15
For discontinued operation- Basic and Diluted (face value of ₹10 each)		(1.98)	(2.15)
For continuing and discontinued operation- Basic and Diluted (face value of ₹10 each)		(3.17)	(2.00)
The accompanying notes are an integral part of the financial statements.	1 - 46		

As per our Report of even date  
For S A R A & Associates  
Chartered Accountants  
Firm Regn No.120927W

Sd/-  
Yogesh Rawal  
Partner  
Membership No. 146464  
UDIN: 24146464BKDGJU3059

Mumbai  
Date : 24<sup>th</sup> May, 2024

For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited

Sd/-  
Sunil Biyani  
Director  
DIN : 00006583

Sd/-  
Prince Singh  
Deputy Chief Financial Officer

Sd/-  
Pinki Dixit  
Whole time Director  
DIN : 10469085

Sd/-  
Harsh Joshi  
Company Secretary

# Statement of Change in Equity

For Year Ended 31st March, 2024

Annual Report 2023-2024

(₹ in thousand)

Particulars	Equity		Other Equity		Total Equity
	Share Capital	Share premium	General Reserve	Retained Earnings	
<b>Balance as at April 01, 2022</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,227,330.91)</b>	<b>11,908.79</b>
Changes in equity share capital during the year	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	(89,959.02)	(89,959.02)
Other comprehensive income for the year	-	-	-	5,406.02	5,406.02
<b>Total Comprehensive income for the year</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,311,883.91)</b>	<b>(72,644.21)</b>
<b>Balance as at March 31, 2023</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,311,883.91)</b>	<b>(72,644.21)</b>
<b>Balance as at April 01, 2023</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,311,883.91)</b>	<b>(72,644.21)</b>
Changes in equity share capital during the year	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	(142,301.97)	(142,301.97)
Other comprehensive income for the year	-	-	-	708.10	708.10
<b>Total Comprehensive income for the year</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,453,477.78)</b>	<b>(214,238.08)</b>
<b>Balance as at March 31, 2024</b>	<b>449,376.44</b>	<b>771,800.29</b>	<b>18,062.97</b>	<b>(1,453,477.78)</b>	<b>(214,238.08)</b>

The above statement of changes in Equity should be read in conjunction with the accompanying notes.

As per our Report of even date  
For S A R A & Associates  
Chartered Accountants  
Firm Regn No.120927W

Sd/-  
Yogesh Rawal  
Partner  
Membership No. 146464  
UDIN: 24146464BKDGJU3059

Mumbai

Date : 24<sup>th</sup> May, 2024

For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited

Sd/-  
Sunil Biyani  
Director  
DIN : 00006583

Sd/-  
Prince Singh  
Deputy Chief Financial Officer

Sd/-  
Pinki Dixit  
Whole time Director  
DIN : 10469085

Sd/-  
Harsh Joshi  
Company Secretary

# Statement of Cash Flow

For Year Ended 31st March, 2024

Annual Report 2023-2024

(₹ in thousand)

Particulars	Year Ended March 31st, 2024	Year Ended March 31st, 2023
<b>A Cash Flow from operating activities</b>		
<b>Loss before income tax</b>	<b>(142,301.97)</b>	<b>(89,959.02)</b>
Interest income	(718.57)	(292.32)
Debit/Credit balance written Back/off(net)	(29,481.39)	(67,158.33)
Depreciation and amortization expenses	17,650.86	26,384.03
Finance costs	12,813.98	6,813.38
Loss/ (Profit) on sale/Scrap/discard of fixed assets	60,597.31	23,588.23
Provision for doubtful debts	18,689.79	13,434.45
Inventory written Off/Damaged	4,120.35	-
Bad Debts	-	11,182.91
Gain on termination of lease asset	(1,187.62)	(893.44)
<b>Operating Cash Profit/(Loss) before Working Capital Changes</b>	<b>(59,817.26)</b>	<b>(76,900.11)</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/decrease in trade receivables	13,866.99	14,645.41
(Increase)/decrease in inventories	9,418.34	8,060.36
(Increase)/decrease in other financial and other assets	14,706.45	5,742.05
Increase/(decrease) in trade payables, other liabilities and provisions	(82,424.54)	(34,601.18)
<b>Cash outflow from operations</b>	<b>(104,250.02)</b>	<b>(83,053.47)</b>
(Taxes paid)/Refund (net)	(1,944.40)	6,894.31
<b>Net cash outflow from operating activities</b>	<b>(106,194.42)</b>	<b>(76,159.16)</b>
<b>B Cash inflow from investing activities:</b>		
Sale of property, plant and equipment, Right of use Assets	12,956.91	13,642.82
Purchase of property, plant and equipment	(2,376.50)	(8,190.24)
Interest received	-	855.61
<b>Net cash inflow from investing activities</b>	<b>10,580.41</b>	<b>6,308.19</b>
<b>C Cash flow from financing activities</b>		
Proceeds/ (Repayment) from/ (of) borrowings (net)	98,607.57	72,780.05
Interest paid	(1,412.20)	(3,845.78)
<b>Net cash inflow from financing activities</b>	<b>97,195.37</b>	<b>68,934.27</b>
Net increase/(decrease) in cash and cash equivalents	1,581.36	(916.70)
Add: Cash and cash equivalents at the beginning of the financial year	(1,122.41)	(205.71)
Cash and cash equivalents at the end of the year	<b>458.95</b>	<b>(1,122.41)</b>

# Statement of Cash Flow

Annual Report 2023-2024

For Year Ended 31st March, 2024

Cash and Cash Equivalent as per above comprises of the following

(₹ in thousand)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents ( Ref. Note 8)	2,765.40	660.36
Bank Overdraft ( Ref. Note 16)	(2,306.45)	(1,782.77)
Balance as per statement of Cash Inflows	<b>458.95</b>	<b>(1,122.41)</b>

As per our Report of even date  
For S A R A & Associates  
Chartered Accountants  
Firm Regn No.120927W

Sd/-  
Yogesh Rawal  
Partner  
Membership No. 146464  
UDIN: 24146464BKDGJU3059

Mumbai

Date : 24<sup>th</sup> May, 2024

For and on behalf of the Board of Directors  
Galaxy Cloud Kitchens Limited

Sd/-  
Sunil Biyani  
Director  
DIN : 00006583

Sd/-  
Pinki Dixit  
Whole time Director  
DIN : 10469085

Sd/-  
Prince Singh  
Deputy Chief Financial Officer

Sd/-  
Harsh Joshi  
Company Secretary



forming part of the financial statements for the year ended 31st March, 2024

## 1) Company Overview

Galaxy Cloud Kitchens Limited ('the Company') is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956 on August 13, 1981. The Company is engaged in manufacturing of food products (Viz bakery, desserts, confectionery, meals, ready to eat food.) The Company has manufacturing facilities at two location and sells primarily in India.

The Company has its registered office at Mumbai, Maharashtra, India. The Company has its primary listing on BSE Limited.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on May 24, 2024.

## 2) Material Accounting Policies

### (a) Basis of preparation of financial statements.

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless otherwise stated.

### (b) Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### (c) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the property, plant and equipment will flow to the company and the cost of the property, plant and equipment can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit or Loss during the reporting period in which they are incurred. Assets classified as held for sale are reported at the lower of the carrying value or the fair value less cost to sell.

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Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. The estimated useful lives of assets are as follows:

Asset Class	Useful Life
Plant & Machinery	15 Years
Furniture & Fixtures	10 Years
Computer	3 Years
Improvement to Licensed Premises	Lease term

The useful lives have been determined as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss, if any.

#### (d) Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on straight line basis from the date they are available for use.

#### (e) Impairment of non-financial assets

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the assets is increased to its revised recoverable amount, provided that this amount doesn't exceed the carrying amount that would have been determined, had no impairment loss being recognized for the asset in prior years.

#### (f) Investments and other financial assets

##### (i) Classification

The company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (b) Those measured at amortized cost.

The classification depends on the company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

##### (ii) Measurement

At initial recognition, the company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Debt Instruments:**

A subsequent measurement of debt instruments depends on the Company's business model for managing the assets and the cash flow characteristics of the asset. The company classify its debts instruments in to following categories:

**Amortised Cost:** Assets that are held for collection of contractual cash flows represents solely payments of principal and interest are measured at amortised cost.

**Fair value through other comprehensive income:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flow present solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses).

**Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost are measured at fair value through Statements of Profit and Loss.

**Equity Instrument:**

The Company measures all equity investment at fair value except investment in subsidiaries, joint ventures and associates which are measured at cost less impairment if any. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss.

(iii) **Impairment of financial asset:** The Company assesses on a forward looking basis the expected credit losses associated with its assets. The Impairment methodology applied depends on whether there has been a significant increase in credit risk.

**(iv) De-recognition of financial assets**

A financial asset is derecognized only when

- (a) The company has transferred the rights to receive cash flows from the financial asset or
- (b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**(g) Inventories**

Inventories are valued at the lower of cost and net realisable value(NRV). Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**(h) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable.

**i. Sale of Goods**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a dzeasured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

**ii. Sale of services:**

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Income from services rendered is recognized based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

**iii. Interest income:**

Interest income from debt instruments is recognized using the effective interest rate method.

**iv. Dividends:**

Dividends are recognized in profit or loss only when the right to receive payment is established

**(i) Employee benefits**

**i. Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Other long-term employee benefit obligations**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. An actuarial valuation is obtained at the end of the reporting period. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized as an item of Other Comprehensive Income in the statement of profit and loss.

**iii. Post-employment obligations**

The company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as provident fund.

**iv. Gratuity obligations:**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

**v. Defined contribution plans:**

Defined contribution plans such as provident fund etc are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

**vi. Termination benefits**

Termination benefits are recognized as and when incurred. However, the termination benefits which fall due for more than twelve months after the balance sheet date are discounted using the applicable discount rate.

**(j) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**(k) Foreign Currency Translation**

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss. Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

**(l) Lease – Operating**

Leases a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

With effect from 1 April 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1<sup>st</sup>April,2019 using the modified retrospective method on the date of initial application. Consequently, the

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Company recorded the lease liability and right of use assets at the present value of the lease payments discounted at the incremental borrowing as on date of initial application.

Leases on which Ind AS 116 does not apply, Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

**(m) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**(n) Non-current assets (or disposal groups) held for sale and discontinued operations**

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

**(o) Borrowings**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

**(p) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

**(q) Provisions and Contingent Liabilities**

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Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events, but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

## (r) Earnings per share

### (i) Basic earnings per share

Basic earnings per share are calculated by dividing:

- a) the profit attributable to owners of the company
- b) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### (ii) Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- (a) the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- (b) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

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**Note 3 : Property, Plant and Equipment**

(₹ in thousand)

Particulars	Improvement to Licensed Premises	Plant & Machinery	Furniture & Fixtures	Computer	Total
<b>As at April 01, 2022</b>					
Gross Carrying Amount	88,533.20	422,205.72	29,775.75	2,555.58	543,070.25
Additions	-	1,193.53	-	147.00	1,340.53
Disposals	-	23,588.23	-	-	23,588.23
Assets Held for Sales	-	1,290.23	515.08	-	1,805.31
<b>Closing Gross Carrying Amount</b>	<b>88,533.20</b>	<b>398,520.79</b>	<b>29,260.67</b>	<b>2,702.58</b>	<b>519,017.25</b>
Accumulated Depreciation	76,938.10	333,122.58	18,779.54	1,852.28	430,692.50
Depreciation charge for the year	3,235.67	11,208.51	2,218.05	771.74	17,433.97
<b>Closing Accumulated Depreciation</b>	<b>80,173.77</b>	<b>344,331.09</b>	<b>20,997.59</b>	<b>2,624.02</b>	<b>448,126.47</b>
<b>Net Carrying Amount as at March 31, 2023</b>	<b>8,359.43</b>	<b>54,189.70</b>	<b>8,263.08</b>	<b>78.56</b>	<b>70,890.78</b>
<b>As at April 01, 2023</b>					
Gross Carrying Amount	88,533.20	398,520.79	29,260.67	2,702.58	519,017.25
Additions	7,476.94	1,612.18	27.60	109.48	9,226.20
Disposals	88,533.20	392,701.71	28,457.22	2,597.45	512,289.58
Assets held for Sales	-	5,426.86	803.45	-	6,230.31
<b>Closing Gross Carrying Amount</b>	<b>7,476.94</b>	<b>2,004.40</b>	<b>27.60</b>	<b>214.61</b>	<b>9,723.55</b>
Accumulated Depreciation	80,173.77	344,331.09	20,997.59	2,624.02	448,126.47
Depreciation charge for the year	3,147.35	430.10	2,226.69	77.43	5,881.57
Deductions and Adjustments	82,976.30	344,641.20	23,222.64	2,597.45	453,437.59
<b>Closing Accumulated Depreciation</b>	<b>344.82</b>	<b>119.99</b>	<b>1.64</b>	<b>104.00</b>	<b>570.44</b>
<b>Net Carrying Amount as at March 31, 2024</b>	<b>7,132.12</b>	<b>1,884.40</b>	<b>25.97</b>	<b>110.61</b>	<b>9,153.11</b>

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital Work in Progress	-	6,849.71
<b>Closing Work in Progress</b>	<b>-</b>	<b>6,849.71</b>

**Right to use asset**

(₹ in thousand)

Particulars	Right to Use assets	Total
<b>As at April 01, 2022</b>		
Gross Carrying Amount	132,535.17	132,535.17
Additions	31,384.79	31,384.79
Disposals	45,176.80	45,176.80
<b>Closing Gross Carrying Amount</b>	<b>118,743.16</b>	<b>118,743.16</b>
<b>Amortisation</b>		
Accumulated Depreciation	84,674.72	84,674.72
Amortization	10,529.85	10,529.85
<b>Closing Accumulated Depreciation</b>	<b>95,204.57</b>	<b>95,204.57</b>
<b>Net Carrying Amount as at March 31, 2023</b>	<b>23,538.59</b>	<b>23,538.59</b>



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**Right to use asset**

(₹ in thousand)

Particulars	Right to Use assets	Total
<b>As at April 01, 2023</b>		
Gross Carrying Amount	118,743.16	118,743.16
Additions	-	-
Disposals	118,743.16	118,743.16
<b>Closing Gross Carrying Amount</b>	<b>-</b>	<b>-</b>
Accumulated Depreciation	95,204.57	95,204.57
Amortization	11,769.30	11,769.30
Deductions and Adjustments	106,973.87	106,973.87
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>-</b>
<b>Net Carrying Amount as at March 31, 2024</b>	<b>-</b>	<b>-</b>

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Note 4 : Other Non Current Financial Assets</b>		
(Unsecured unless otherwise stated)		
Deposit with Bank ( Under lien against Bank Guarantee)	8,720.05	8,456.14
Interest accrued on Bank Deposit	972.43	557.00
Security Deposits	-	4,309.42
<b>Total Other Non Current Financial Assets</b>	<b>9,692.48</b>	<b>13,322.56</b>

**Note 5 : Other Non Current Assets**

Deffered Rent Expenses	-	1,305.54
<b>Total Other Non Current Assets</b>	<b>-</b>	<b>1,305.54</b>

**Note 6 : Inventories**

Valued at cost or Net realisable value (NRV), whichever is lower

Food & Beverages Supplies and Consumables	779.76	14,318.46
<b>Total Inventories</b>	<b>779.76</b>	<b>14,318.46</b>

**Note 7 : Trade Receivables**

Trade Receivables	43,595.71	57,462.70
Less: Allowance for bad and doubtful debts	(42,040.75)	(23,350.96)
<b>Total Trade receivables</b>	<b>1,554.96</b>	<b>34,111.74</b>

forming part of the financial statements for the year ended 31st March, 2024

### Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31st March, 2024</b>						
i) Undisputed trade receivables - considered good	-	-	-	-	-	-
ii) Undisputed trade receivables - considered doubtful	102.55	942.33	486.69	301.60	11,257.38	13,090.55
iii) Disputed trade receivables - considered good	754.96	-	800.00	-	-	1,554.96
iv) Disputed trade receivables - considered doubtful	492.79	2,985.03	6,700.23	1,816.54	16,955.61	28,950.20
<b>Total Trade receivables</b>	<b>1,350.30</b>	<b>3,927.36</b>	<b>7,986.92</b>	<b>2,118.14</b>	<b>28,212.99</b>	<b>43,595.71</b>
<b>As at 31st March, 2023</b>						
i) Undisputed trade receivables - considered good	1,421.05	519.83	835.91	-	219.73	2,996.52
ii) Undisputed trade receivables - considered doubtful	45.00	-	-	-	-	45.00
iii) Disputed trade receivables - considered good	15,657.67	7,236.68	689.90	3,436.93	4,094.03	31,115.21
iv) Disputed trade receivables - considered doubtful	439.16	39.36	1,492.95	3,719.78	17,614.71	23,305.96
<b>Total Trade receivables</b>	<b>17,562.88</b>	<b>7,795.87</b>	<b>3,018.76</b>	<b>7,156.71</b>	<b>21,928.47</b>	<b>57,462.70</b>

Refer Note 38 for information about credit risk of trade receivable

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Note 8 : Cash and Cash Equivalents</b>		
Cash on hand	301.26	79.15
<b>Balances with Banks</b>		
In current accounts	2,464.14	581.21
<b>Total Cash and Cash Equivalents</b>	<b>2,765.40</b>	<b>660.36</b>
<b>Note 9 : Other financial asset</b>		
(Unsecured, considered good unless otherwise stated)		
Security Deposits	1,367.70	5,705.86
Others	157.61	381.34
Deposit with Bank	2,500.00	2,500.00
<b>Total Other financial asset</b>	<b>4,025.31</b>	<b>8,587.20</b>
<b>Note 10 : Other Current Assets</b>		
Balances with Government Authorities	11,145.97	12,784.72
Advances to Suppliers	996.02	1,628.70
Prepaid Expenses	-	274.54
<b>Total Other Current Assets</b>	<b>12,141.99</b>	<b>14,687.96</b>

forming part of the financial statements for the year ended 31st March, 2024

**Note 11 : Equity Share Capital**

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Equity Share capital</b>		
Authorized		
65,000,000 [March 31, 2023: 65,000,000] Equity Shares of ₹10 each	650,000.00	650,000.00
Issued, subscribed and fully paid up		
4,49,37,674 [March 31, 2023: 4,49,37,674] Equity Shares of ₹ 10 each	449,376.74	449,376.74
<b>Total Equity Share Capital Issued, Subscribed and Fully Paid Up</b>	<b>449,376.74</b>	<b>449,376.74</b>

**a) Reconciliation of number of shares****No of shares****No of shares****Equity Shares :**

Balance as at the beginning of the year

44,937,674

44,937,674

Add: Shares issued during the year

-

-

**Balance as at the end of the year****44,937,674****44,937,674****b) Rights, preferences and restrictions attached to shares**

**Equity shares:** The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend, if any. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Nos of Shares	As at 31st March, 2024	As at 31st March, 2023
Central Departmental Stores Private Limited	3,000,000	9,357,910
Future Enterprises Limited	8,369,819	8,369,819
Niyman Mall Management Company Private Limited	6,357,910	-
Habitat Apartments Private Limited	5,600,000	5,600,000
Abacus Realty Logistics Private Limited	4,899,874	4,900,000
Bellona Hospitality Services Limited	3,686,491	3,686,491
Darshita Landed Property LLP	3,333,924	3,333,924
<b>Holding in %</b>		
Central Departmental Stores Private Limited	6.68%	20.82%
Future Enterprises Limited	18.63%	18.63%
Niyman Mall Management Company Private Limited	14.15%	0.00%
Habitat Apartments Private Limited	12.46%	12.46%
Abacus Realty Logistics Private Limited	10.90%	10.90%
Bellona Hospitality Services Limited	8.20%	8.20%
Darshita Landed Property LLP	7.42%	7.42%

forming part of the financial statements for the year ended 31st March, 2024

#### d) Shareholding of Promoters

Promoter name	Shares held at 31st March, 2024		Shares held at 31st March, 2023		Percentage change during the year ended 31st March, 2024
	No of shares	% of total shares	No of shares	% of total shares	
Atul Ashok Ruia	50,000	0.11%	50,000	0.11%	-
Central Departmental Stores Pvt Ltd	3,000,000	6.68%	9,357,910	20.82%	-
Future Enterprises Limited	8,369,819	18.63%	8,369,819	18.63%	-
Bellona Hospitality Services Ltd	3,686,491	8.20%	3,686,491	8.20%	-
Ashbee Investments And Finance Private Limited	350,000	0.78%	350,000	0.78%	-
Senior Advisory Services Pvt.Ltd	97,237	0.22%	97,237	0.22%	-
Niyman Mall Management Company Private Limited	6,357,910	14.15%	-	0.00%	-
Ashok Apparels Pvt Ltd	47,500	0.11%	47,500	0.11%	-

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Note 12 : Other Equity</b>		
Share Premium	771,800.29	771,800.29
General Reserve	18,062.97	18,062.97
Retained Earnings	(1,453,478.08)	(1,311,884.21)
<b>Total Other Equity</b>	<b>(663,614.82)</b>	<b>(522,020.95)</b>
<b>Share Premium</b>		
Opening Balance	771,800.29	771,800.29
Add : Increase during the year	-	-
Less : Share Issue Expenses	-	-
<b>Closing Balance</b>	<b>771,800.29</b>	<b>771,800.29</b>
<b>General Reserve</b>		
Opening Balance	18,062.97	18,062.97
Change during the Year	-	-
<b>Closing Balance</b>	<b>18,062.97</b>	<b>18,062.97</b>
<b>Retained Earnings</b>		
Opening Balance	(1,311,884.21)	(1,227,331.21)
Net Profit / (Loss) during the year	(142,301.97)	(89,959.02)
<b>Items of other comprehensive income recognized directly in retained earnings</b>		
Remeasurements of post-employment benefit obligation, net of tax	708.10	5,406.02
<b>Closing Balance</b>	<b>(1,453,478.08)</b>	<b>(1,311,884.21)</b>

forming part of the financial statements for the year ended 31st March, 2024

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Note 13 : Borrowings</b>		
<b>Unsecured Loan</b>		
Inter Corporate Deposit	171,387.62	-
<b>Total Borrowings</b>	<b>171,387.62</b>	<b>-</b>
Less: Current maturities of Borrowings	151,128.22	-
<b>Total Non Current Borrowings</b>	<b>20,259.40</b>	<b>-</b>
<b>Note 14 :Lease Liability</b>		
Lease Liability	-	8,744.48
<b>Total Lease Liability</b>	<b>-</b>	<b>8,744.48</b>
<b>Note 15 : Non Current Provisions</b>		
Gratuity	335.24	1,339.28
Leave entitlement	258.39	1,233.65
<b>Total Non Current Provisions</b>	<b>593.63</b>	<b>2,572.93</b>
<b>Note 16 : Current Borrowings</b>		
<b>Unsecured Borrowings</b>		
Inter Corporate Deposit	151,128.22	72,780.05
<b>Secured Borrowings</b>		
Bank Overdraft	2,306.45	1,782.77
<b>Total Current Borrowings</b>	<b>153,434.67</b>	<b>74,562.82</b>
<b>Secured borrowings and assets pledged as security</b>		
<b>Interest Rate :</b>		
The rate of interest on bank overdraft ranges between 5.00% to 8.00% during the year (Previous Year - Range between 6.00% to 9.00% p.a.)		
The rate of interest on Inter Corporate Deposit ranges between 9.00% to 12.00% during the year (Previous Year - 9.00% p.a.)		
Overdraft Facility from Bank secured against 100% Fixed deposit.		
Refer Note 38 for information about liquidity risk of borrowings		
<b>Note 17 :Lease Liability</b>		
Lease Liability	-	15,658.37
<b>Total Lease Liability</b>	<b>-</b>	<b>15,658.37</b>
<b>Note 18 : Other Current Financial Liabilities</b>		
Other Payables	9,996.06	13,657.20
Outstanding Liabilities	6,332.48	11,055.04
<b>Total Other Current Financial Liabilities</b>	<b>16,328.54</b>	<b>24,712.24</b>
<b>Note 19 : Trade Payables</b>		
Others	53,939.01	99,640.75
Trade Payable - Micro, Small & Medium Enterprises	13,189.53	19,711.95
<b>Total Trade Payables</b>	<b>67,128.54</b>	<b>1,19,352.70</b>

forming part of the financial statements for the year ended 31st March, 2024

### Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31st March, 2024</b>					
Others	8,848.22	30,805.84	3,778.43	10,506.52	53,939.01
MSME	4,710.76	5,615.99	960.61	1,902.17	13,189.53
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total Trade Payables</b>	<b>13,558.98</b>	<b>36,421.83</b>	<b>4,739.04</b>	<b>12,408.69</b>	<b>67,128.54</b>
<b>As at 31st March, 2023</b>					
Others	60,681.73	9,710.07	7,358.32	21,890.63	99,640.75
MSME	10,779.06	1,540.51	3,232.61	4,159.77	19,711.95
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total Trade Payables</b>	<b>71,460.79</b>	<b>11,250.58</b>	<b>10,590.93</b>	<b>26,050.40</b>	<b>119,352.70</b>

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Note 20 : Other Current Liabilities</b>		
Statutory dues	1,503.13	3,431.26
Other advances	-	12,753.60
Advance from customers	1,320.69	895.68
<b>Total Other Current Liabilities</b>	<b>2,823.82</b>	<b>17,080.54</b>
<b>Note 21 : Current Provisions</b>		
Gratuity	4.64	15.01
Leave entitlement	8.17	23.33
<b>Total Current Provisions</b>	<b>12.81</b>	<b>38.34</b>

### Information about provisions and significant estimates :

#### Leave entitlement

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### Gratuity

Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or company scheme whichever is beneficial. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

forming part of the financial statements for the year ended 31st March, 2024

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in thousand)

Particulars	Gratuity	
	As at 31st March, 2024	As at 31st March, 2023
Opening defined benefit obligation	1,354.32	5,319.89
Current service cost	601.74	1,909.56
Interest expense/(income)	101.14	383.98
<b>Total amount recognised in profit and loss</b>	<b>702.88</b>	<b>2,293.54</b>
Remeasurements	-	-
(Gain )/loss from change in demographic assumptions	3.27	-
(Gain )/loss from change in financial assumptions	12.40	(41.55)
Experience (gains)/losses	(723.77)	(5,364.47)
<b>Total amount recognised in other comprehensive income</b>	<b>(708.10)</b>	<b>(5,406.02)</b>
Employer contributions	(1,009.20)	(853.08)
Benefit payments	-	-
<b>Closing defined benefit obligation</b>	<b>339.90</b>	<b>1,354.32</b>
<b>The net liability disclosed above relates to unfunded plans are as follows:</b>		
Defined benefit obligation	339.90	1,354.32
Fair value of plan assets	-	-
Surplus /(Deficit)	339.90	1,354.32
Effect of assets ceiling	-	-
<b>Net Defined Benefit Liability/(Assets)</b>	<b>339.90</b>	<b>1,354.32</b>
Significant estimates: Actuarial assumptions		
The significant actuarial assumptions were as follows:		
Discount rate	7.51%	7.51%
Salary growth rate	5.00%	5.00%

(₹ in thousand)

Particulars	Year Ended March 31st, 2024	Year Ended March 31st, 2023
<b>Note 22 : Revenue from Operations</b>		
<b>Sale of Services</b>		
Food & Beverages	16,431.56	108,101.57
Other Operating Income	4,800.74	270.49
<b>Total Revenue from Operations</b>	<b>21,232.30</b>	<b>108,372.06</b>
<b>Note 23 : Other income</b>		
Interest on Fixed Deposit	718.57	292.32
Credit Balance Written Back	22,509.30	63,766.96
Interest on Income Tax Refund	-	544.11
Income from Recognition of Right of use assets and Lease Liabilities	-	771.00
<b>Total Other income</b>	<b>23,227.87</b>	<b>65,374.39</b>

forming part of the financial statements for the year ended 31st March, 2024

(₹ in thousand)

Particulars	Year Ended March 31st, 2024	Year Ended March 31st, 2023
<b>Note 24 : Cost of materials consumed</b>		
Opening Stock	2,493.89	17,180.59
Add: Cost of materials consumed (including purchased components and packing material consumed)	14,749.21	50,798.12
Less: Inventory Written off	(1,781.70)	-
Less: Closing Stock	(779.76)	(8,951.53)
<b>Total Cost of materials consumed</b>	<b>14,681.64</b>	<b>59,027.18</b>
<b>Note 25 : Employee benefits expense</b>		
Salaries and wages	15,600.60	33,240.89
Contribution to provident funds and other funds	478.70	1,414.62
Workmen and Staff welfare expenses	49.48	1,705.69
<b>Total Employee benefits expense</b>	<b>16,128.78</b>	<b>36,361.20</b>
<b>Note 26 : Finance costs</b>		
Interest on Overdraft	105.35	39.39
Other Borrowing Cost	10,828.51	4,279.67
Other Interest	706.41	7.52
Interest on Lease Liability	-	1,026.30
<b>Total Finance costs</b>	<b>11,640.27</b>	<b>5,352.88</b>
<b>Note 27 : Depreciation and Amortization expense</b>		
Depreciation on Property, Plant and Equipment	3,153.26	2,920.65
Amortization	-	1,103.86
<b>Total Depreciation and Amortization expense</b>	<b>3,153.26</b>	<b>4,024.51</b>
<b>Note 28 : Other expenses</b>		
Power, Fuel, Light and Water	3,038.23	667.85
Communication Expenses	24.91	10.83
Lease Expenses	2,303.26	14,591.92
Hire Charges	3,534.04	4,356.72
Repairs to Plant and Equipment	729.10	483.71
Insurance	246.00	-
Rates & taxes *(a)	1,142.81	6,943.89
Advertising and sales promotion	326.27	3,351.10
Carriage and freight	784.31	1,353.93
Printing & Stationery	83.19	363.36
Audit Committee Fees	425.00	500.00
Director Sitting Fees	625.00	675.00
Nomination, Remuneration & Compensation Directors Fees	110.00	90.00
Professional & Consultancy Charges	5,751.08	5,764.26



forming part of the financial statements for the year ended 31st March, 2024

(₹ in thousand)

Particulars	Year Ended March 31st, 2024	Year Ended March 31st, 2023
Bank Charges	4.98	598.29
Postage & Courier Charges	3.50	54.35
Commission & Brokerage	21.59	4,505.30
Bad Debts	-	1,807.62
Miscellaneous Expenses	264.91	1,680.78
Travelling and Local Conveyance Expenses	26.51	288.17
Loss on Sale/Discard of Fixed Assets	12,052.25	-
Inventory written Off/Damaged	1,781.70	-
Payment to Statutory Auditors *(b)	395.00	632.50
Provision for Expected Credit loss	18,689.79	13,434.45
<b>Total Other expenses</b>	<b>52,363.43</b>	<b>62,154.03</b>
<b>* (a) Rates &amp; Taxes</b>		
Rate & Taxes	703.99	829.26
Reversal of Input Tax Credit	438.82	5,510.23
<b>Total Rates &amp; taxes</b>	<b>1,142.81</b>	<b>6,339.49</b>
<b>* (b) Payment to Statutory Auditors</b>		
For Audit Fees	260.00	260.00
For Tax Audit Fees	-	175.00
For Limited Review Fees	85.00	130.00
For Other Services	50.00	67.50
For Reimbursement of Expenses	-	-
<b>Total Payment to Statutory Auditors</b>	<b>395.00</b>	<b>632.50</b>

**Note 29 : Discontinued Operation**

- The Company has shutdown the commissary unit operating at the "13, Veerasandra Industrial Area, 19th KM, Hosur Road, Bengaluru 560100, in Karnataka" with effect from October 12th, 2022. Also assets held for sale transaction could not be completed in financial year 2023-24 due to union legal dispute.
- The Company has shutdown the commissary unit operating at the "Eyelet House, Saki Vihar Road, Opp. Shah Industrial Estate, Andheri(East), Mumbai 400072, Maharashtra" with effect from January 31st, 2024.
- Profit and Loss account

(₹ in thousand)

Particulars	Year Ended 31st March , 2024	Year Ended March 31, 2023
Revenue from Operations	66,387.18	212,539.59
Other Income	14,549.89	9,523.24
<b>Total Income</b>	<b>80,937.07</b>	<b>222,062.83</b>
<b>Expenses</b>		
Cost of Materials Consumed	49,865.08	118,653.72

forming part of the financial statements for the year ended 31st March, 2024

Particulars	(₹ in thousand)	
	Year Ended 31st March , 2024	Year Ended March 31, 2023
Employee Benefits Expense	9,292.37	61,898.21
Finance Costs	1,173.71	5,374.00
Depreciation and Amortization Expense	14,497.60	23,939.31
Other Expenses	94,903.07	108,983.27
<b>Total Expenses</b>	<b>169,731.83</b>	<b>318,848.51</b>
Profit / (Loss) before exceptional items and tax	(88,794.76)	(96,785.68)
Exceptional Items	-	-
<b>Profit / (Loss) before tax</b>	<b>(88,794.78)</b>	<b>(96,785.68)</b>

**Note 30 : Capital and Other Commitments :**

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ "Nil" (Previous Year ₹ "Nil")

**Note 31 : Contingent Liabilities not provided for :**

- (i) The Company had overdraft facility with Axis Bank Ltd., which is fully repaid & company has applied for closure of the said account, the same is pending to be closed by Bank.
- (ii) The contingent Liability amounting to ₹ 25,653.00 Thousand relates to the employees of shut down Bangalore Commissary which is not finalized yet and the same will be accounted and provisioned once the liability is confirmed.
- (iii) In respect of disputed tax demand not provided as following:

Particulars	(₹ in thousand)	
	Year Ended March 31st, 2024	Year Ended March 31st, 2023
<b>Sales Tax Demand:</b>		
2011-2012 (West Bengal)	81.21	81.21

**Note 32 : Going Concern Assumption**

The entire networth of the Company has been eroded due to losses incurred in the current year and its current liabilities exceeds its current assets which indicate a material uncertainty exists that may cast a significant doubt on the company's ability to continue as a going concern. The Company is committed to improve its operational efficiency and has taken various initiatives to boost sales and reduce cost as well as diversify its business activities in Super Market stores operations areas which can generate positive cash flows. At present the Company is also recognising all provision requirements considering the legacy issue of present business activities. These initiatives are already yielding desired results and the management is confident that the networth will turn positive in the near future and yield sustainable cash flows to meet all its obligations. Accordingly, the financials of the Company have been prepared on going concern basis, Company is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations.

As part of its diversify, the Company has commenced a new line of business of operating chain of retail supermarket stores in the name and style of " Galaxy Supermarket" w.e.f. April 18, 2024. The Company has started Super Market stores operation through its pilot store in city of Ladwa, Harayana. Further the Company is also planning to commence store operations in 3-4 more cities in Harayana state. Once their pilot project start giving desired results, the Company would plan to start similar operations in other nearby states. The management is also contemplating to venture into branded dry fruit and allied food products/distribution business. All these initiatives would take Company on positive growth trajectory and also contribute to its bottom line in coming years.

**Note 33 : Deferred Tax Asset/ (Liability):**

On a conservative basis, the Company has not recognized any deferred tax asset on unabsorbed business losses/unabsorbed depreciation during the current year.

forming part of the financial statements for the year ended 31st March, 2024

### Note 34 : Related Party Disclosure

In accordance with the Ind AS - 24 on "Related Party Disclosure" the relevant information for the year ended March 31, 2024 is as under

#### (i) List of related parties where control exists and related parties with whom transactions have taken place and relationships

Sr. No.	Name of the Related Party	Nature of Relationship
1	Future Retail Limited	Other Body Corporate
2	Future Consumer Limited	Other Body Corporate
3	Future Lifestyle Fashion Limited	Other Body Corporate
4	Nilgiris Mechanised Bakery Private Limited	Other Body Corporate
5	The Nilgirs Dairy Farm Private Limited	Other Body Corporate
6	Appu Nutritions Private Limited	Other Body Corporate
7	TNSI Retail Private Limited	Other Body Corporate
8	Niyman Mall Management Co. Pvt Ltd	Promoter Group
9	Mr. Prince Singh (W.e.f. 24th May 2023)	Key Managerial Personnel
10	Ms. Pinki Dixit (W.e.f. 20th January 2024)	Whole-time Director and Key Managerial Personnel
11	Mr. Nishant Dholakia(till: 20th December 2023)	Executive Director and Key Managerial Personnel
12	Mr. Suraj Bhatt(till 25 April 2023)	Key Managerial Personnel
13	Ms. Neelu Jain(till 06 May 2023)	Key Managerial Personnel
14	Ms. Jyoti Shetty (From 10th August 2023 to 17th August 2023)	Key Managerial Personnel
15	Ms. Dimple Amit Somani	Independent Director
16	Mr. Sunil Gopikishan Biyani	Non-executive Director
17	Mr. Vijai Singh Dugar (w.e.f. 14 November 2023)	Independent Director
18	Mr. Sunil Samal (w.e.f. 20 January 2024)	Non-executive Director
19	Mr. Manoj Khemka(till 24 September 2023)	Independent Director
20	Mr. Rajesh Mittal (till 21 August 2023)	Independent Director
21	Mr. Swapnil Subhash Kothari(till 17 August 2023)	Non-executive Director
22	Ms. Mala Saxena(w.e.f. 20 January 2024)	Independent Director

#### (ii) Key management personnel compensation

(₹ in thousand)

Particulars	Year Ended 31st March , 2024	Year Ended March 31, 2023
Short-term employee benefits	4,322.21	9,569.43
Post-employment benefits	-	-
Long-term employee benefits	-	-
Termination benefits	-	-
<b>Total</b>	<b>4,322.21</b>	<b>9,569.43</b>

# Notes

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forming part of the financial statements for the year ended 31st March, 2024

## (iii) Transactions during the year with related parties :

(₹ in thousand)

Sr. No.	Nature of Transaction	Other Body Corporate	Promoter Group	Director Interested	Total
1	Business Support Service	- <i>(5,280.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(5,280.00)</i>
2	Sales of Goods	<b>4,594.21</b> <i>(82,749)</i>	- <i>(-)</i>	- <i>(-)</i>	<b>4,594.21</b> <i>(82,749.00)</i>
3	Purchase of Goods	- <i>(1,972.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(1,972.00)</i>
4	Royalty Charges	- <i>(3,012.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(3,012.00)</i>
5	Sitting Fees	- <i>(-)</i>	- <i>(-)</i>	<b>1,135.00</b> <i>(1,170.00)</i>	<b>1,135.00</b> <i>(1,170.00)</i>
6	Rent - Buildings	- <i>(5,072.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(5,072.00)</i>
7	Interest Expenses	- <i>(-)</i>	<b>630.69</b> <i>(-)</i>	- <i>(-)</i>	<b>630.69</b> <i>-</i>
8	Lease Income	- <i>(276.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(276.00)</i>
9	Rent Others(Expeses)	- <i>(1,126.00)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>(1,126.00)</i>
10	Electricity Charges( Income)	- <i>(6.00)</i>	- <i>(-)</i>	-	- <i>(6.00)</i>
11	Loan Received	- <i>(-)</i>	<b>16,000.00</b> <i>(-)</i>	- <i>(-)</i>	<b>16,000.00</b> <i>(-)</i>

## (v) Balance as at March 31, 2024

(₹ in thousand)

Sr. No.	Nature of Transaction	Other Significant influence	Other Body Corporate	Promoter Group	Total
1	Loans and Advances Taken	- <i>(-)</i>	- <i>-</i>	<b>16,630.69</b> <i>-</i>	<b>16,630.69</b> <i>-</i>
2	Loans and Advances Given	- <i>(-)</i>	- <i>(-)</i>	- <i>(-)</i>	- <i>-</i>
3	Trade Payable	- <i>(-)</i>	- <i>(112.00)</i>	- <i>(-)</i>	- <i>(112.00)</i>
4	Trade Receivables-(Excluding provision for Expected credit loss)	- <i>(-)</i>	<b>5,899.28</b> <i>(4,980.10)</i>	- <i>(-)</i>	<b>5,899.28</b> <i>(4,980.10)</i>

**Note :** Related Party relationship is as identified by the Company and relied upon by the Auditors

Figures in Italic indicate previous year figures

forming part of the financial statements for the year ended 31st March, 2024

### Note 35 : Leases

(₹ in thousand)

Particulars	As at	As at
	31st March, 2024	31st March, 2023
<b>The Balance Sheet discloses the following amount</b>		
Right of Use Assets	-	23,538.59
<b>Total</b>	<b>-</b>	<b>23,538.59</b>
<b>Lease Liabilities</b>		
Non- Current	-	8,744.48
Add: Current	-	15,658.37
<b>Total</b>	<b>-</b>	<b>24,402.85</b>

### Amount Recognised in Profit and Loss Account

(₹ in thousand)

Particular	Continuing operation		Discontinued Operation	
	Year Ended	Year Ended	Year Ended	Year Ended
	31st March , 2024	31st March , 2023	31st March , 2024	31st March , 2023
Depreciation Charged on Right to Use Assets	-	1,103.86	11,769.30	9,425.99
Interest Expense included in Finance Cost	-	1,026.30	1,454.06	2,871.17
Expense relating to Short Term Loans	-	-	-	-
Expense relating to variable lease payments not included in lease liability	-	-	-	-
<b>Total cash outflow for leases during current financial year (excluding short term leases)</b>	<b>-</b>	<b>2,130.16</b>	<b>13,223.36</b>	<b>12,297.16</b>

The Company has taken commissaries on Finance Lease.

### Note 36 : Offsetting Financial Assets and Financial Liabilities

There are no offset for the recognised financial instruments as at March 31, 2024 and March 31, 2023

### Note 37 : Fair Value Measurements

#### 37 (a) : Financial Instruments by Category

(₹ in thousand)

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Amortised cost	Amortised cost
<b>Financial Assets</b>		
Other Financial Assets-Current	4,025.31	8,587.20
Trade receivables	1,554.96	34,111.74
Cash and Cash Equivalents	2,765.40	660.36
Other Financial Assets-Non Current	9,692.48	13,322.56
<b>Total Financial Assets</b>	<b>18,038.15</b>	<b>56,681.86</b>

forming part of the financial statements for the year ended 31st March, 2024

### 37 (a) : Financial Instruments by Category

(₹ in thousand)

Particulars	As at	As at
	31st March, 2024	31st March, 2023
	Amortised cost	Amortised cost
<b>Financial Liabilities</b>		
Borrowings	173,694.07	74,562.82
Trade Payable	67,128.54	119,352.70
Lease Liability	-	24,402.85
Other Financial Liabilities	16,328.54	24,712.24
<b>Total Financial Liabilities</b>	<b>257,151.15</b>	<b>243,030.61</b>

### No Financial instruments are measured at Fair Value.

**37 (b) :** Assets and liabilities which are measured at amortised cost for which fair values are disclosed are calculated under Level 3 except other financial assets and borrowings other than bank borrowings which are at level 2. During the year there are no financial instruments which are measured at Level 1.

(₹ in thousand)

Particular	As at	As at
	31st March, 2024	31st March, 2023
<b>Financial Assets</b>		
Other Financial Assets-Current	4,025.31	8,587.20
Trade receivables	1,554.96	34,111.74
Cash and Cash Equivalents	2,765.40	660.36
Other Financial Assets-Non Current	9,692.48	13,322.56
<b>Total Financial Assets</b>	<b>18,038.15</b>	<b>56,681.86</b>
<b>Financial Liabilities</b>		
Borrowings	173,694.07	74,562.82
Trade Payable	67,128.54	119,352.70
Lease Liability	-	24,402.85
Other Financial Liabilities	16,328.54	24,712.24
<b>Total Financial Liabilities</b>	<b>257,151.15</b>	<b>243,030.61</b>

The fair value of financial instruments referred above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1: This hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

### Valuation processes :

For level 2 financial instruments the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

forming part of the financial statements for the year ended 31st March, 2024

**37 (c) : Fair value of financial assets and liabilities measured at amortised cost**

(₹ in thousand)

Particular	As at 31st March, 2024		As at 31st March, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial Assets</b>				
Other Financial Assets-Current	4,025.31	4,025.31	8,587.20	8,587.20
Trade receivables	1,554.96	1,554.96	34,111.74	34,111.74
Cash and Cash Equivalents	2,765.40	2,765.40	660.36	660.36
Other Financial Assets-Non Current	9,692.48	9,692.48	13,322.56	13,322.56
<b>Total Financial Assets</b>	<b>18,038.15</b>	<b>18,038.15</b>	<b>56,681.86</b>	<b>56,681.86</b>
<b>Financial Liabilities</b>				
Borrowings	173,694.07	173,694.07	74,562.82	74,562.82
Trade Payable	67,128.54	67,128.54	119,352.70	119,352.70
Lease Liability	-	-	24,402.85	24,402.85
Other Financial Liabilities	16,328.54	16,328.54	24,712.24	24,712.24
<b>Total Financial Liabilities</b>	<b>257,151.15</b>	<b>257,151.15</b>	<b>243,030.61</b>	<b>243,030.61</b>

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values largely due to short term maturities of the instruments.

The fair values of other financial assets and borrowings other than bank borrowings were calculated based on cash flows discounted using a current lending rate. They are classified as level 2 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

**Note 38 : Financial risk management**

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk are reviewed regularly to reflect changes in market conditions and the Company's activities.

**A. Market Risks**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

The company is not significantly exposed to foreign currency risk. Moreover, the company has no investments in equity shares thus the company is not exposed to price risk also.

**(a) Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management of the Company performs a corporate interest rate risk.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or 20 basis point decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

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The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in thousand)	
	As at 31st March, 2024	As at 31st March, 2023
Variable rate borrowings	173,694.07	74,562.82
Percentage of variable rate borrowings to total borrowings	100.0%	100%
<b>Total Borrowings</b>	<b>173,694.07</b>	<b>74,562.82</b>

#### Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Interest rates – increase by 100 basis points*	1,736.94	745.63
Interest rates – decrease by 20 basis points*	347.39	149.13

\*Holding all other variables constant

## B. Credit Risks

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities primarily trade receivables and from its loans and advances and other financial instruments.

#### Trade receivables

Customer credit risk is managed by each business unit subject to the company's established policy, procedures and control relating to customer credit risk management.

The Company measures the expected credit loss of trade receivables and loan & advances customers wise based on historical trend. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

#### Movement in provisions of doubtful debts

(₹ in thousand)

Opening provision	23,350.96	9,916.52
Add:- Additional provision made	18,689.79	16,380.61
Less:- Provision write off	-	-
Less:- Provision reversed	-	2,946.17
<b>Closing provisions</b>	<b>42,040.75</b>	<b>23,350.96</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

## C. Liquidity Risk:

Liquidity risk is the risk that the company will face in meeting its obligations associated with its financial liabilities. The company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the company's credit rating and impair investor confidence.

The following table shows the maturity analysis of the company's financial liabilities based on contractually agreed undiscounted cash flows as at the balance sheet date:



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Maturity patterns of liabilities: (₹ in thousand)

Particulars	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2024</b>			
Trade payables	15,670.94	51,457.60	67,128.54
Borrowings	153,434.67	20,259.40	173,694.07
Other Financial liabilities	9,072.37	7,256.17	16,328.54
Lease Liabilities	-	-	-
<b>As at March 31, 2023</b>			
Trade payables	71,460.79	47,891.91	119,352.70
Borrowings	74,562.82	-	74,562.82
Other Financial liabilities	24,712.24	-	24,712.24
Lease Liabilities	15,658.37	8,744.48	24,402.85

#### D. Capital Management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company does not distribute dividends to the shareholders.

#### Note 39 : Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief finance officer of the Company. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in Ind AS - 108.

The Company operates in a single segment viz. Food & Beverages. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

#### Note 40 : Earnings per share

(₹ in thousand)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(a) Basic and diluted earnings per share</b>		
Profit/(Loss) attributable to the equity holders of the company	(142,301.97)	(89,959.02)
<b>Total basic earnings per share attributable to the equity holders of the company</b>	<b>(142,301.97)</b>	<b>(89,959.02)</b>
<b>(b) Weighted average number of shares used as the denominator</b>		
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	44,937,674	44,937,674
For continuing operation -Basic and Diluted (face value of ₹ 10 each)	(1.19)	0.15
For discontinued operation- Basic and Diluted (face value of ₹ 10 each)	(1.98)	(2.15)
Total Earning Per Share - Basic and diluted ( Face value of ₹ 10 Per Share)	(3.17)	(2.00)

forming part of the financial statements for the year ended 31st March, 2024

## Note 41 : Financial Ratios

Ratio / Measure	Methodology	As at		Variation
		31st March, 2024	31st March, 2023	
a) Current ratio(no. of times)	Current assets over current liabilities	0.11	0.30	-61.12%
b) Debt equity ratio (no. of times)	Debt over total shareholders equity	(0.81)	(1.03)	-21.01%
c) Debt service coverage ratio (no. of times)	EBITDA over Interest Expenses and Repayment of Borrowings during the period	(2.87)	(3.26)	-11.90%
d) Return on equity %	PAT over total shareholders equity	0.66	1.24	-46.36%
e) Trade receivables turnover ratio (no. of times)	Revenue from operations over average trade receivables	4.91	6.82	-28.00%
f) Trade payables turnover ratio (no. of times)	Adjusted expenses over average trade payables	0.69	1.15	-39.87%
g) Net capital turnover ratio (no. of times)	Revenue from operations over average working capital	(0.45)	(2.21)	-79.64%
h) Net profit %	Net profit over revenue	(162.41)	(28.03)	479.36%
i) EBITDA %	EBITDA over revenue	(127.64)	(15.98)	698.95%
j) EBIT %	EBIT over revenue	(147.78)	(24.69)	498.57%
k) Return on capital employed ratio (no. of times)	PBIT over average capital employed	0.60	1.09	-44.58%
l) Return on investment (no. of times)	Interest income, net gain on sale of investments and net fair value gain over weighted average investments	-	-	-

### Notes:

EBIT - Earnings before interest and tax

PBIT - Profit before interest and taxes including other income

EBITDA - Earnings before interest, taxes, depreciation and amortization

PAT - Profit after taxes

Adjusted expenses refers to purchases of raw materials and other purchases

Capital employed refers to total shareholder's equity and debt

Investments includes non-current investment, current investment and margin money deposit.

### Explanation for variance exceeding 25%

a) Due to decrease in Inventory and trade receivable

d) Due to incurred of Losses on account of discard of Fixed Assets and Inventory written Off

e to g) Due to discontinued of operation of Bangalore and Mumbai commissary

h to k) Due to incurred of Losses on account of discard of Fixed Assets, operation losses and Inventory written Off

forming part of the financial statements for the year ended 31st March, 2024

**Note 42 :** Balances of Trade Receivable and Payables are subject to confirmations and reconciliation.

**Note 43 :** In the opinion of the Board, all assets other than fixed assets and non-current investments have value on realization in the ordinary course of business at least equal to the amount at which they are stated.

**Note 44 : Other Statutory Information**

i) Disclosure Of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

ii) No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Registration of charges or satisfaction with Registrar of Companies

(d) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(e) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(f) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

**Note 45 :** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated.

**Note 46 :** The figures for the previous financial year are re-classified / re-arranged / re-grouped, wherever necessary, to correspond with the current period's classification / disclosure

**As per our Report of even date**  
**For S A R A & Associates**  
**Chartered Accountants**  
**Firm Regn No.120927W**

**Sd/-**  
**Yogesh Rawal**  
**Partner**  
**Membership No. 146464**  
**UDIN: 24146464BKDGJU3059**  
**Mumbai**  
**Date : 24<sup>th</sup> May, 2024**

**For and on behalf of the Board of Directors**  
**Galaxy Cloud Kitchens Limited**

**Sd/-**  
**Sunil Biyani**  
**Director**  
**DIN : 00006583**

**Sd/-**  
**Prince Singh**  
**Deputy Chief Financial Officer**

**Sd/-**  
**Pinki Dixit**  
**Whole time Director**  
**DIN : 10469085**

**Sd/-**  
**Harsh Joshi**  
**Company Secretary**



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