



**GALAXY**  
CLOUD  
KITCHENS  
LIMITED

22<sup>nd</sup> January, 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: Notice of Extra Ordinary General Meeting of the Members of the Company**

Please take note that an Extra Ordinary General Meeting (“EGM”) of the Members of Galaxy Cloud Kitchens Limited is scheduled to be held on Tuesday, 13<sup>th</sup> February, 2024 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means.

In terms of the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, please find enclosed herewith Notice calling the aforesaid EGM together with the explanatory statement thereto.

The Notice of EGM is also available on the website of the Company - [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

Kindly take the same on record and acknowledge receipt of the same.

Thanking You,

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

**Prince Singh**  
**Deputy Chief Financial 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**

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

**Registered Office:** Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060  
**Tel. No:** +91 22 4055 2200 **Fax:** +91 22 4055 2201 **E-mail:** [investors@galaxycloudkitchens.in](mailto:investors@galaxycloudkitchens.in) **Website:** [www.galaxycloudkitchens.in](http://www.galaxycloudkitchens.in)

### **NOTICE**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of Galaxy Cloud Kitchens Limited (“**Company**”) will be held on Tuesday, 13<sup>th</sup> February, 2024, at 11.30 a.m. through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) to transact the following business:

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1**

#### **Appointment of Ms. Pinki Dixit (DIN: 10469085) as a Director of the Company**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Ms. Pinki Dixit (DIN: 10469085) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Ms. Pinki Dixit for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose term shall be liable to retire by rotation.”

##### **ITEM NO. 2**

#### **Appointment of Ms. Pinki Dixit (DIN: 10469085) as Whole Time Director of the Company and payment of remuneration**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Rules framed thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Articles of Association of the Company and subject to consents and permissions from regulatory authorities / bodies and other prescribed authorities as may be necessary and also subject to terms and conditions that may be imposed by them while granting such consents and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include the “Nomination, Remuneration and Compensation Committee” of the Company), consent of the Shareholders of the Company (“**Shareholders**”) be and is hereby accorded for appointment of Ms. Pinki Dixit (DIN: 10469085) as Whole Time Director of the Company, for a period of 3 (three) years with effect from 20<sup>th</sup> January, 2024, who shall be liable to retire by rotation, on terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** in the event of there being no profits or inadequacy of profits in any financial year during the term of Ms. Pinki Dixit as the Whole Time Director, the amount of remuneration and perquisites fixed as provided in the Explanatory Statement hereto shall be the minimum remuneration and perquisites payable to Ms. Pinki Dixit, provided that the total remuneration by way of salary and perquisites shall be in accordance with the provisions as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions for payment of remuneration to Ms. Pinki Dixit, in accordance with the provisions of the Act or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions, difficulties or doubts that may arise with respect to

the above matter without requiring the Board to secure any further consent or approval of the Shareholders for the purpose of giving effect to this resolution and further to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do and to execute such further deeds, documents and writings that may be considered necessary and appropriate.”

### **ITEMNO. 3**

#### **Appointment of Mr. Vijai Singh Dugar (DIN: 06463399) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Rules framed thereunder read with Schedule IV of the Act and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vijai Singh Dugar (DIN: 06463399) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Mr. Vijai Singh Dugar for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Act and Rules framed thereunder and the applicable provisions of the SEBI LODR Regulations (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vijai Singh Dugar (DIN: 06463399), be and is hereby appointed as an ‘Independent Director’ of the Company for a period of 5 (Five) years with effect from 14<sup>th</sup> November, 2023 and he shall not be liable to retire by rotation.”

### **ITEMNO. 4**

#### **Appointment of Ms. Mala Saxena (DIN: 10474124) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Rules framed thereunder read with Schedule IV of the Act and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Ms. Mala Saxena (DIN: 10474124) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Ms. Mala Saxena for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Act and Rules framed thereunder and the applicable provisions of the SEBI LODR Regulations (including any amendments, statutory modification(s) or re-enactments thereof for the time being in force), Ms. Mala Saxena (DIN: 10474124), be and is hereby appointed as an ‘Independent Director’ of the Company for a period of 5 (Five) years with effect from 20<sup>th</sup> January, 2024 and she shall not be liable to retire by rotation.”

### **ITEMNO. 5**

#### **Appointment of Mr. Sunil Samal (DIN: 10468907) as Non-Executive and Non- Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (**“the Act”**) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Sunil Samal (DIN: 10468907) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Mr. Sunil Samal for the office of Director of the Company, be and is

hereby appointed as a Director of the Company (Non-Executive and Non- Independent Director), whose term shall be liable to retire by rotation.”

**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: 20<sup>th</sup> January, 2024

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

**Sunil Biyani  
Director  
DIN : 00006583**

**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 28<sup>th</sup> December, 2022, General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of Extra Ordinary General Meeting (“EGM”) 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 EGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.
- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the EGM 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 EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Corporate Members can authorize representative(s) to attend the EGM 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 EGM 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 7<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India, Notice of the EGM 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 EGM 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 EGM 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 EGM 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 this EGM is provided under Annexure 2 to this 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, 1<sup>st</sup> 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@tcplindia.co.in](mailto:csg-unit@tcplindia.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@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in). The investor service requests forms for updating of PAN, KYC, Bank details and nomination are available on the website of RTA - [www.tcplindia.co.in](http://www.tcplindia.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 25<sup>th</sup> 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.tcplindia.co.in](http://www.tcplindia.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 EGM 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 EGM 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 EGM 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 EGM 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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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

- a. 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.
- b. 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 EGM (“**Remote E-voting**”).

Accordingly, the Remote E-voting facility will commence from Saturday, 10<sup>th</sup> February, 2024 at 9.00 a.m. and will end on Monday, 12<sup>th</sup> February, 2024 at 5.00 p.m. The Company is also providing the facility of E-Voting during the EGM to the Shareholders attending the Meeting and who have not cast their votes through Remote E- Voting.

- c. The Company has engaged the services of The National Securities Depository Limited (“**NSDL**”) for facilitating Remote E-voting and E-voting during the EGM. The Members who have cast their vote by Remote E-voting may also attend the EGM but shall not be entitled to cast their vote again at the EGM. 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 EGM shall be considered invalid. The Shareholders are requested to follow the instructions mentioned in Note below.
- d. 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. Tuesday, 6<sup>th</sup> February, 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 EGM.
- e. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Tuesday, 6<sup>th</sup> February, 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.
- f. 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. Tuesday, 6<sup>th</sup> February, 2024, may obtain the User ID and password for Remote E-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.co.in](http://www.evoting.nsdl.co.in) or contact NSDL at the following toll free number 1800 1020 990 and 1800 22 44 30.

- g. 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 EGM and remote e-voting process in a fair and transparent manner.
- h. The Scrutinizer shall, after scrutinizing the votes cast by E-voting during the EGM and through Remote E-voting, not later than (2) two working days from the conclusion of the EGM 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.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM, i.e. 13<sup>th</sup> February, 2024.
- j. The instructions for Members for Remote E-voting and joining EGM are as under:

**The Remote E-voting period begins on Saturday, 10<sup>th</sup> February, 2024 at 9.00 a.m. and ends on Monday, 12<sup>th</sup> February, 2024 at 5.00 p.m. 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 (cutoff date) i.e. Tuesday, 6<sup>th</sup>**

February, 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 Tuesday, 6<sup>th</sup> February, 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>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <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: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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;</li> </ol>

	<p>New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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 are 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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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'?
    - (i) 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'.
    - (ii) 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.
    - (iii) 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**

1. 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.

2. 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.
3. 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:**

1. 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)
2. 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.
3. 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.
4. 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 EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 1 and 2**

The Board of Directors of the Company (“**Board**”), on the basis of recommendation made by the Nomination, Remuneration and Compensation Committee (“**NRC Committee**”), had at their meeting held on 20<sup>th</sup> January, 2024 appointed Ms. Pinki Dixit (DIN: 10469085) as an Additional Director of the Company with effect from 20<sup>th</sup> January, 2024.

Further, the Board on the basis of recommendation made by the NRC Committee, had at the said meeting, subject to approval of the Shareholders of the Company and such other consents and approvals that may be required, also designated Ms. Pinki Dixit, as the Whole Time Director of the Company (“**Appointee**”) for a period of 3 (three) years with effect from 20<sup>th</sup> January, 2024 (“**Term**”).

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”), Ms. Pinki Dixit shall hold office as an Additional Director upto the date of the forthcoming Annual General Meeting of the Company. However, in terms of the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the consent of the Shareholders of the Company for appointment of a person on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In view of the same, approval of the Shareholders of the Company is being sought for appointment of Ms. Pinki Dixit as a Director of the Company within prescribed timelines.

The Board on the basis of recommendation made by the NRC Committee, had further at their meeting held on 20<sup>th</sup> January, 2024, approved, subject to necessary consents and approvals that may be required, payment of remuneration to Ms. Pinki Dixit during her Term as the Whole Time Director of the Company with effect from 20<sup>th</sup> January, 2024.

The broad particulars of the terms of remuneration proposed to be paid to the Appointee are as under:

- a) The Appointee shall be paid remuneration of Rs.5,36,600/- per annum including all benefits (inclusive of retiral benefits from the date of her first appointment in any Future Group entity).
- b) The said remuneration may be revised from time to time (including annual increments, perquisites and benefits) as per the policy of the Company, within the scale of Rs. 5 lakhs per annum to Rs. 7 lakhs per annum.
- c) The Appointee shall be entitled to permissible contributions to provident fund, other funds and payment of gratuity, which shall not be included in computation of the ceiling on perquisites plus other allowances and reimbursements as per Company policy.
- d) The Appointee shall not be paid any sitting fees for attending meetings of the Board and/or any of its Committee(s).

In terms of the provisions of Companies Act, 2013 read with Schedule V thereto subject to obtaining necessary consents as required, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution for appointment of Ms. Pinki Dixit as the Whole Time Director for a period of three years with effect from 20<sup>th</sup> January, 2024 and payment of remuneration in terms of her appointment as mentioned herein within the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

A brief profile of Ms. Pinki Dixit, including nature of her expertise, is provided as a separate statement attached to this Notice as **Annexure 1**, as required under clause (iv) of proviso to Paragraph (b) of Section II of Part II of Schedule V to the Companies Act, 2013, which forms part of the Explanatory Statement.

Additional information as required to be provided pursuant to the requirements of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is also provided under **Annexure 2** to this Notice and forms part of the Explanatory Statement.

The appointment letter issued to Ms. Pinki Dixit, providing terms for appointment and payment of remuneration is available for inspection by the Members at the Registered Office of the Company between 11:00 am and 01:00 pm, up to 13<sup>th</sup> February, 2024, on all working days (except Saturday, Sunday and Public Holidays). Ms. Pinki Dixit and her relatives, to the extent of their respective shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 1 and 2 of this Notice. None of the other Directors and / or the Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution(s) set out under Item No. 1 and 2 of this Notice.

Your Directors recommend the Ordinary Resolution(s) proposed at Item No. 1 and 2 of this Notice for your approval.

### **Item No. 3, 4 and 5**

The Board of Directors of the Company (“**Board**”), on the basis of recommendation made by the Nomination, Remuneration and Compensation Committee (“**NRC Committee**”), had at their meeting held on 14<sup>th</sup> November, 2023, appointed Mr. Vijai Singh Dugar (DIN: 06463399) as an Additional Independent Director of the Company. Further, the Board, on the basis of recommendation made by the NRC Committee, had at their meeting held on 20<sup>th</sup> January, 2024, appointed Ms. Mala Saxena (DIN: 10474124) as an Additional Independent Director and Mr. Sunil Samal (DIN: 10468907) as an Additional Non-Executive Director of the Company with effect from 20<sup>th</sup> January, 2024, to hold office upto the date of the next Annual General Meeting of the Company. Further, the Board had at their respective meeting(s), on the basis of recommendation made by the NRC Committee also recommended appointment of Mr. Vijai Singh Dugar and Ms. Mala Saxena as Independent Director(s) of the Company for a term of five years with effect from 14<sup>th</sup> November, 2023 and 20<sup>th</sup> January, 2024 respectively, for approval of the Shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”), Mr. Vijai Singh Dugar, Ms. Mala Saxena and Mr. Sunil Samal shall hold office as an Additional Director(s) upto the date of the forthcoming Annual General Meeting of the Company. However, in terms of the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the consent of the Shareholders of the Company for appointment of a person on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In view of the same, approval of the Shareholders of the Company is being sought for appointment of Mr. Vijai Singh Dugar, Ms. Mala Saxena and Mr. Sunil Samal as Director(s) of the Company within prescribed timelines.

Mr. Vijai Singh Dugar is a qualified Chartered Accountant and was associated with Indian Oil Corporation Limited for more than 33 years in various capacities including Finance Head of IOBL, a Subsidiary of Indian Oil Corporation Limited and has vast professional expertise spreading a span of more than three decades in corporate finance, Internal Audit, strategic business planning and investment advisory.

Ms. Mala Saxena holds a Masters Degree in Science and has over 22 years of work experience. She has been teaching in a degree college and has also worked as a Research Analyst in ISRO (Indian Space Research Organisation). Ms. Mala Saxena has also written a book on Environmental Sciences and currently the said book is being referred to as a ‘Reference Book’ by Jiwaji University, Gwalior.

Mr. Sunil Samal holds a Masters Degree in Commerce and has over 18 years of experience in the Retail Industry. He has been part of Future Group for over 10 years and has been handling Accounts, Finance and Commercial functions.

In terms of the provisions of Section 160 of the Act, the Company has received individual notice(s) from Member(s) of the Company, signifying the intention to propose the appointment of Mr. Vijai Singh Dugar and Ms. Mala Saxena as Independent Director(s) of the Company and Mr. Sunil Samal as Non- Executive Director of the Company.

The Company has received individual declaration(s) from Mr. Vijai Singh Dugar, Ms. Mala Saxena and Mr. Sunil Samal to the effect that they are not disqualified from being appointed as Director in terms of provisions of Section 164 of the Act. Further, Mr. Vijai Singh Dugar and Ms. Mala Saxena have given their consent to act as Independent Director(s) of the Company and further confirmed that that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI LODR Regulations. A copy of draft letter for appointment of Mr. Vijai Singh Dugar and Ms. Mala Saxena as Independent Director(s), setting out broad terms and conditions relating to their appointment shall be open for inspection upon the request by any shareholder.

In the opinion of the Board, Mr. Vijai Singh Dugar and Ms. Mala Saxena fulfil the conditions for being appointed as an Independent Director as specified in the Act and Rules framed thereunder and the SEBI LODR Regulations and are independent of the management.

They possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. Considering Mr. Vijai Singh Dugar’s and Ms. Mala Saxena’s diverse experience, professional competence and extensive knowledge, their induction on the Board is justifiable and will be in the overall interest of the Company.

Additional information as required to be provided pursuant to the requirements of the SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) is provided under Annexure 2 to this Notice and forms part of the Explanatory Statement.

Mr. Vijai Singh Dugar, Ms. Mala Saxena and Mr. Sunil Samal and their respective relatives, to the extent of their respective shareholding in the Company, if any, shall be deemed to be concerned or interested in their respective Resolution for appointment, as set out in this Notice. None of the other Directors and / or the Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution(s) set out at Item No. 3, 4 and 5 of this Notice.

Your Directors recommend the Special Resolution(s) proposed at Item No. 3 and 4 of this Notice and Ordinary Resolution proposed at Item No. 5 of this Notice for your approval.

**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)

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

**Sunil Biyani  
Director  
DIN : 00006583**

Place: Mumbai

Date: 20<sup>th</sup> January, 2024

**Annexure 1**

**STATEMENT AS REQUIRED UNDER CLAUSE (iv) OF PROVISIO TO PARAGRAPH (B) OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

<b>I GENERAL INFORMATION</b>					
1	Nature of Industry	Manufacturing of food products (Viz. bakery, desserts, confectionery, meals, ready to eat food.)			
2	Date or expected date of commencement of commercial production	Not Applicable			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the Company is an existing company.			
4	Financial Performance based on given indicators	<b>Rs. in lakhs</b>			
		<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
		Total Income	2915.94	2556.04	3182.73
		Profit / (Loss) After Tax	(899.59)	89.61	(562.47)
		Equity Share Capital	4493.77	4493.77	4493.77
		Reserves & Surplus	(5220.21)	(4374.68)	(4434.22)
		Basic and Diluted Earnings Per Share	(2.0)	0.19	(1.29)
Note: All Figures for financial year 2022-23, 2021-22 and 2020-21 are as per IND AS.					
5	Foreign investments or collaborations, if any	Not Applicable			
<b>II INFORMATION ABOUT THE APPOINTEE</b>					
1	Background details	Ms. Pinki Dixit is a Commerce Graduate from Delhi University with over 7 years of work experience in the Retail Industry. She has earlier worked as a Merchandiser and Team Leader with Procter and Gamble.			
2	Past remuneration	Not Applicable			
3	Recognition or awards	No such specific recognition or awards.			
4	Job profile and suitability	Ms. Pinki Dixit has been part of Future Group since 2022 and has been working as a Business Co-ordinator. With her experience, the Board has considered Ms. Pinki Dixit to be suitable for appointment as Whole Time Director of the Company.			
5	Remuneration proposed	As per the Resolution at Item No. 2 of the Notice read with Explanatory Statement thereto.			
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, in case of expatriates the relevant details would be w.r.t the country of origin	Considering the experience of Ms. Pinki Dixit and her contributions to the Group, the Board considers the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.			
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Ms. Pinki Dixit has no pecuniary relationship with the Company, other than the remuneration proposed to be paid in the capacity of Whole Time Director. Ms. Pinki Dixit is not related to any Director and/or Key Managerial Personnel of the Company.			
<b>III OTHER INFORMATION</b>					
1	Reasons of loss or inadequate profits	The closure of the Big Bazar and Food Hall, which were major customer for the Company has impacted the business of the Company. Further due to reduction of business certain commissaries which were earlier operated were required to be closed down, which also added closure expenses to the losses. Also ongoing operations are having higher fixed cost. Due to lower revenue and non-recovery of			

		this higher cost has also contributed in losses of Business.
2	Steps taken or proposed to be taken for improvement	The Company has taken following steps for further improvement: <ul style="list-style-type: none"> <li>• Optimization of the cost structure</li> <li>• Closure of loss making commissaries</li> <li>• Monetization of Assets</li> <li>• Expanding the business in the other profitable sectors (eg. Retail Sectors)</li> </ul>
3	Expected increase in productivity and profits in measurable terms	With change in the mode of operations and adding retail outlets, the management is confident to achieve operational level profitability by next financial year.
<b>IV</b>	<b>DISCLOSURES</b>	The details of remuneration package of Ms. Pinki Dixit is as set out in the accompanying Notice. The Company shall make appropriate applicable disclosures in the Directors' Report under the heading 'Corporate Governance' forming part of Annual Report.

**Annexure 2**

**ADDITIONAL INFORMATION IN TERMS OF REGULATION 36 OF THE SECURITIES AND 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>	<b>Pinki Dixit</b>	<b>Vijai Singh Dugar</b>	<b>Mala Saxena</b>	<b>Sunil Samal</b>
2.	<b>Date of Birth</b>	16-03-1998	01-09-1952	09-10-1977	11-12-1981
3.	<b>Date of first appointment on the Board</b>	20 <sup>th</sup> January, 2024	14 <sup>th</sup> November, 2023	20 <sup>th</sup> January, 2024	20 <sup>th</sup> January, 2024
4.	<b>Director Identification Number</b>	10469085	06463399	10474124	10468907
5.	<b>Qualification</b>	Bachelor of Commerce	Chartered Accountant	Masters Degree in Science	Masters Degree in Commerce
6.	<b>Expertise in specific Functional Areas</b>	Ms. Pinki Dixit has over 7 years of work experience in the Retail Industry. She has earlier worked as a Merchandiser and Team Leader with Procter and Gamble. She has been part of Future Group since 2022 and has been working as a Business Co-ordinator.	Mr. Vijai Singh Dugar was associated with Indian Oil Corporation Limited for more than 33 years in various capacities including Finance Head of IOBL, a Subsidiary of Indian Oil Corporation Limited and has vast professional expertise spreading a span of more than three decades in corporate finance, Internal Audit, strategic business planning and investment advisory.	Ms. Mala Saxena holds a Masters Degree in Science and has over 22 years of work experience. She has been teaching in a degree college and has also worked as a Research Analyst in ISRO (Indian Space Research Organisation). Ms. Mala Saxena has also written a book on Environmental Sciences and currently the said book is being referred to as a ‘Reference Book’ by Jiwaji University, Gwalior.	Mr. Sunil Samal has over 18 years of experience in the Retail Industry. He has been part of Future Group for over 10 years and has been handling Accounts, Finance and Commercial functions.
7.	<b>Terms and conditions of appointment</b>	The Director shall be liable to retire by rotation and other terms and conditions as provided under Resolution at Item No. 1 and 2 of the Notice read with Explanatory Statement thereto.	The Director shall not be liable to retire by rotation.	The Director shall not be liable to retire by rotation.	The Director shall be liable to retire by rotation.
8.	<b>Details of remuneration sought to be drawn</b>	As provided under Resolution at Item No. 1 and 2 of the Notice read with Explanatory Statement thereto.	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof	Payment of sitting fees for attending meeting of Board of Directors and Committees thereof
9.	<b>Remuneration last drawn</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable



1.	<b>Name of the Director</b>	<b>Pinki Dixit</b>	<b>Vijai Singh Dugar</b>	<b>Mala Saxena</b>	<b>Sunil Samal</b>
10.	<b>Number of Board Meeting attended during the year 2023-24</b>	Not Applicable	2	Not Applicable	Not Applicable
11.	<b>Directorship held in other listed Companies</b>	None	None	None	None
12.	<b>Directorship in other Companies (excluding Foreign companies and Section 8 companies)</b>	None	None	None	None
13.	<b>Chairmanship/Membership of Committees of the Board of Directors of other listed Companies as on March 31, 2023</b>	None	None	None	None
14.	<b>Chairmanship/Membership of Committees of the Board of Directors of other Companies as on March 31, 2023</b>	None	None	None	None
15.	<b>Relationship with other Directors/ key Managerial Personnel (“KMP”)</b>	Not related to any other Director or KMP of the Company.	Not related to any other Director or KMP of the Company.	Not related to any other Director or KMP of the Company.	Not related to any other Director or KMP of the Company.
16.	<b>Shareholding of Director in the Company</b>	Nil	Nil	Nil	Nil