

**General information about company**

Scrip code	506186
NSE Symbol	
MSEI Symbol	
ISIN	INE403B01016
Name of the entity	GALAXY CLOUD KITCHENS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ARVIND AGRAWAL	AAGPA9006N	02268683	Executive Director	Not Applicable	MD	27-11-1970	NA		03-11-2018				1	0	0	0		
2	Mr	SUNIL GOPIKISHAN BIYANI	AAEPB3654R	00006583	Non-Executive - Non Independent Director	Not Applicable		24-10-1969	No		27-05-2011	28-09-2011			2	0	4	0		
3	Mr	SWAPNIL SUBHASH KOTHARI	ALFPK0837K	05235636	Non-Executive - Non Independent Director	Not Applicable		14-03-1971	No		07-02-2013	27-09-2013			1	0	10	0		
4	Mr	SHARAD RUSTAGI	AGAPR8358J	07232913	Non-Executive - Independent Director	Not Applicable	Shareholder Director	13-10-1978	No		11-08-2015	19-09-2019		55	1	1	3	1		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Stakeholder Committee(s) held by this entity (Refer Regulation 26(1) of Listing Regulations)
5	Ms	UDITA JANAK JHUNJHUNWALA	AAAPJ6739P	00120951	Non-Executive - Independent Director	Not Applicable	Shareholder Director	09-01-1968	No		31-12-2005	16-09-2019		171	2	2	2	0
6	Mr	RAJESH MITTAL	AAQPM9752M	00231710	Non-Executive - Independent Director	Not Applicable	Shareholder Director	08-01-1964	No		12-08-2019	16-09-2019		7	1	1	2	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05235636	SWAPNIL SUBHASH KOTHARI	Non-Executive - Non Independent Director	Member	07-02-2013		
2	00120951	UDITA JANAK JHUNJHUNWALA	Non-Executive - Independent Director	Member	31-12-2005		
3	07232913	SHARAD RUSTAGI	Non-Executive - Independent Director	Member	29-09-2015		
4	00231710	RAJESH MITTAL	Non-Executive - Independent Director	Chairperson	16-09-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05235636	SWAPNIL SUBHASH KOTHARI	Non-Executive - Non Independent Director	Member	07-02-2013		
2	00120951	UDITA JANAK JHUNJHUNWALA	Non-Executive - Independent Director	Chairperson	31-12-2005		
3	00231710	RAJESH MITTAL	Non-Executive - Independent Director	Member	16-09-2019		
4	00231710	RAJESH MITTAL	Non-Executive - Independent Director				

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05235636	SWAPNIL SUBHASH KOTHARI	Non-Executive - Non Independent Director	Member	07-02-2013		
2	00006583	SUNIL GOPIKISHAN BIYANI	Non-Executive - Non Independent Director	Chairperson	27-05-2011		
3	00231710	RAJESH MITTAL	Non-Executive - Independent Director	Member	16-09-2019		

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019				Yes	6	3
2		12-02-2020	89		Yes	4	2

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019				Yes	4	3
2	Audit Committee	12-02-2020	89			Yes	3	2
3	Stakeholders Relationship Committee	12-02-2020				Yes	2	1



**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.galaxycloudkitchens.in">www.galaxycloudkitchens.in</a>

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.galaxycloudkitchens.in
11	email address for grievance redressal and other relevant details	Yes		www.galaxycloudkitchens.in
12	Financial results	Yes		www.galaxycloudkitchens.in
13	Shareholding pattern	Yes		www.galaxycloudkitchens.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.galaxycloudkitchens.in
17	Advertisements as per regulation 47 (1)	Yes		www.galaxycloudkitchens.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.galaxycloudkitchens.in
21	Materiality Policy as per Regulation 30	Yes		www.galaxycloudkitchens.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.galaxycloudkitchens.in

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Signatory Details**

Name of signatory	Suchita Rajput
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-05-2020