

COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND VOTING AT EGM

CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING OF

GALAXY CLOUD KITCHENS LIMITED

HELD ON 29TH APRIL, 2021

ASCO

Report of the Scrutinizers

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,
The Chairman,
Of Extra Ordinary General Meeting of the Equity Shareholders of Galaxy Cloud Kitchens Limited held on Thursday, 29th day of April, 2021 at 11.30 a.m.

Dear Sir,

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

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and e- voting at EGM by the shareholders on the resolutions proposed in the Notice calling the Extra Ordinary General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer’s report on the voting to the Company Secretary on the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited (NSDL).
- b) The remote e-voting period commenced on Monday, 26th day of April, 2021 from 9.00 a.m. and concluded on Wednesday, 28th April, 2021 at 5.00 p.m.
- c) The Equity Shareholders holding shares as on 22nd April, 2021, “Cut-off date” were entitled to vote on the resolutions stated in the Notice calling the Extra Ordinary General Meeting of the Company

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- d) At the Extra Ordinary General Meeting of the Company held on 29th April, 2021, the Chairman of the meeting requested for the voting as per MCA Circulars.
- e) The Shareholders of the Company as on the cut off date were entitled to avail the facility of remote e-voting as well as voting at the EGM on the proposed resolutions.
- f) The votes were unblocked on 29th April, 2021, after the conclusion of the Extra Ordinary General Meeting.
- g) I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the Extra Ordinary General Meeting.
- h) The shareholders exercised their voting either by remote e-voting or venue voting. There was no shareholder who opted for both the facilities.
- i) The consolidated result of the voting is as under:

A. RESOLUTION NO.1 – ORDINARY RESOLUTION

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

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

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

- (ii) Voted against the resolution:

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

- (iii) Invalid votes:

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

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

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

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

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

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

(iii) **Invalid** votes:

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

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

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

ASCO

AMIT SAMANI & Co.
COMPANY SECRETARIES

Thanking you,
Sincerely,

Amit Samani

Counter signed by :
For GALAXY CLOUD KITCHENS LIMITED

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

Suchita Rajput
Company Secretary

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

ASCO