

## 'ANNEXURE B' TO THE BOARD'S REPORT

### EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

#### I. Registration and other details

CIN	L15100MH1981PLC024988
Registration Date	13/08/1981
Name of the Company	Galaxy Cloud Kitchens Limited <i>Formerly known as Galaxy Entertainment Corporation Limited</i>
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details.	Eyelet House, M.S. Patel Compound, Opp. Shah Industrial Estate, Saki-Vihar, Andheri (East), Mumbai - 400072 Tel. No: 022-61994282
Whether Listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Tel No.: 022-66568484 Email Id: csg-unit@tsrdarashaw.com

#### II. Principal Activities of the Company

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Food & Beverages	107	99.31

#### III. Particulars of Holding, Subsidiary and Associate Companies

Name and address of the Company	Corporate Identify Number	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
NIL	NIL	NIL	NIL	NIL

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Shareholding -

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	50,000	-	50,000	0.20	50,000	-	50,000	0.13	-0.07
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,34,00,653	-	1,34,00,653	53.11	1,55,53,886	-	1,55,53,886	40.31	-12.80
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	1,34,50,653	-	1,34,50,653	53.31	1,56,03,886	-	1,56,03,886	40.44	-12.87

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<b>2) Foreign</b>									
a) NRI's- Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>1,34,50,653</b>	<b>-</b>	<b>1,34,50,653</b>	<b>53.31</b>	<b>1,56,03,886</b>	<b>-</b>	<b>1,56,03,886</b>	<b>40.44</b>	<b>-12.87</b>
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2) Non - Institutions</b>									
a) Bodies Corporate									
i. Indian	69,07,603	100	69,07,703	27.38	1,75,73,431	100	1,75,73,531	45.55	18.17
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	15,66,915	42,191	16,09,106	6.38	14,33,184	42,191	14,75,375	3.82	-2.56
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	31,17,863	18,000	31,35,863	12.43	37,97,720	18,000	38,15,720	9.89	-2.54
c) Others (specify)									
i. Non-Resident Indian (Repat)	30,284	0	30,284	0.12	19,621	-	19,621	0.06	-0.06
ii. Non-Resident Indian (Non-Repat)	58,680	0	58,680	0.23	65,813	-	65,813	0.17	-0.06
iii. Clearing Member	37,081	-	37,081	0.15	28,657	-	28,657	0.07	-0.08
iv. Directors & Relative	-	-	-	-	-	-	-	-	-
v. Trusts	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (2)</b>	<b>1,17,18,426</b>	<b>60,291</b>	<b>1,17,78,717</b>	<b>46.69</b>	<b>2,29,18,426</b>	<b>60,291</b>	<b>2,29,78,717</b>	<b>59.56</b>	<b>12.87</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>64,20,481</b>	<b>60,291</b>	<b>1,17,78,717</b>	<b>46.69</b>	<b>2,29,18,426</b>	<b>60,291</b>	<b>2,29,78,717</b>	<b>59.56</b>	<b>12.87</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grant Total (A+B+C)</b>	<b>2,51,69,079</b>	<b>60,291</b>	<b>2,52,29,370</b>	<b>100.00</b>	<b>3,85,22,312</b>	<b>60,291</b>	<b>3,85,82,603</b>	<b>100.00</b>	<b>00.00</b>

**Note:** During the F.Y. 2018-19, the Company had issued and allotted:

- 21,53,233 Equity shares of ₹ 10/- each fully paidup pursuant to conversion of 4,52,179 Compulsorily Convertible Debentures (CCDs) out of 9,88,744 CCDs at a conversion price of ₹ 21/- each fullypaid by Committee of Directors at their meeting held on April 3, 2018.
- 1,12,00,000 Equity shares of ₹ 10/- each at a premium of ₹ 11/- each on preferential basis by Committee of Directors at their meeting held on February 12, 2019.

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## ii. Shareholding of Promoters

Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in Shareholding during the year
	Number of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	Number of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
Future Enterprises Limited	49,37,935	19.57	Nil	49,37,935	12.80	Nil	-6.77
Central Departmental Stores Private Limited (#)	42,81,490	16.97	Nil	64,34,723	16.68	Nil	-0.29
Bellona Hospitality Services Limited	36,86,491	14.61	Nil	36,86,491	9.55	Nil	-5.06
Ashbee Investments & Finance Private Limited	3,50,000	1.39	Nil	3,50,000	0.91	Nil	-0.48
Senior Advisory Services Private Limited	97,237	0.39	Nil	97,237	0.25	Nil	-0.14
Atul Ashok Ruia	50,000	0.20	Nil	50,000	0.13	Nil	-0.07
Ashok Apparels Private Limited	47,500	0.19	Nil	47,500	0.12	Nil	-0.07
<b>Total</b>	<b>1,34,50,653</b>	<b>53.31</b>	<b>Nil</b>	<b>1,56,03,886</b>	<b>40.44</b>	<b>Nil</b>	<b>-12.87</b>

(#)21,53,233 Equity Shares has been allotted to Central Departmental Stores Private Limited, Promoter Group Company pursuant to conversion of 4,52,179 out of 9,88,744 CCDs on April 3, 2018.

## iii. Changes in Promoters Shareholding (Please specify, if there is no change)

	Shareholders Name	Shareholding at the beginning of the year 01.04.2018		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Future Enterprises Limited	49,37,935	19.57	<i>Note 1</i>	-6.77	<i>Note 1</i>	49,37,935	12.80
2.	Central Departmental Stores Private Limited	42,81,490	16.97	<i>Note 1</i>	-0.29	<i>Note 1</i>	64,34,723	16.68
3.	Bellona Hospitality Services Limited	36,86,491	14.61	<i>Note 1</i>	-5.06	<i>Note 1</i>	36,86,491	9.55
4.	Ashbee Investments & Finance Private Limited	3,50,000	1.39	<i>Note 1</i>	-0.48	<i>Note 1</i>	3,50,000	0.91
5.	Senior Advisory Services Private Limited	97,237	0.39	<i>Note 1</i>	-0.14	<i>Note 1</i>	97,237	0.25
6.	Atul Ashok Ruia	50,000	0.20	<i>Note 1</i>	-0.07	<i>Note 1</i>	50,000	0.13
7.	Ashok Apparels Private Limited	47,500	0.19	<i>Note 1</i>	-0.07	<i>Note 1</i>	47,500	0.12
	<b>Total</b>	<b>1,34,50,653</b>	<b>53.31</b>		<b>-12.87</b>		<b>1,56,03,886</b>	<b>40.44</b>

**Note 1.** Dilution of % of shareholding pursuant to:

- conversion of 4,52,179 Compulsorily Convertible Debentures (CCDs) out of 9,88,744 CCDs into 21,53,233 Equity shares by Committee of Directors at their on April 03, 2018
- allotment of 1,12,00,000 Equity shares & 38,00,000 CCDs to Investors by Committee of Directors at their meeting held on February 12, 2019.

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## iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1. Habitat Apartments Private Limited	-	-	56,00,000	14.51
2. Abacus Realty Logistics Private Limited	-	-	49,00,000	12.70
3. Darshita Landed Property LLP	33,33,924	13.21	33,33,924	8.64
4. Eclipse Trades Private Limited	10,29,432	4.08	10,29,432	2.67
5. Vikas Khushal Pincha	9,82,011	3.89	10,15,011	2.63
6. Merlin Enclaves Private Limited	8,95,626	3.55	8,95,626	2.32
7. C Mackertich Private Limited	7,02,926	2.79	7,02,926	1.82
8. Sanjay Dhanuka	-	-	7,00,000	1.81
9. Ashwarya Vikas Pincha	4,91,005	1.95	4,91,005	1.27
10. Osian Townships And Resorts Private Limited	4,91,005	1.95	4,91,005	1.27

## v. Shareholding of Directors and Key Managerial Personnel

Each of the Directors and KMP	Shareholding at the beginning of the year.		Cumulative Shareholding during the year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

## V. INDEBTEDNESS – (₹ in thousands)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	21,728.63	11,279.07	-	33,007.70
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>21,728.63</b>	<b>11,279.07</b>	<b>-</b>	<b>33,007.70</b>
<b>Change in Indebtedness during the financial year</b>				
i. Addition	-	-	-	-
ii. Reduction	21,728.63	-	-	21,728.63
<b>Net Change</b>	<b>(21,728.63)</b>	<b>-</b>	<b>-</b>	<b>(21,728.63)</b>
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	-	11,279.07	-	11,279.07
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>-</b>	<b>11,279.07</b>	<b>-</b>	<b>11,279.07</b>

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## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lakhs)

S. No	Particulars of Remuneration	Mr. Arvind Agrawal
1)	Gross Salary	
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	41.23
	b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0.26
	c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-
2)	Stock Options	-
3)	Sweat Equity	-
4)	Commission	
	- as % of profit	-
	- as others specify	-
5)	Others, Please specify	-
	<b>Total A</b>	<b>41.49</b>

### B. Remuneration to other Directors:

(Amount in ₹)

S. No	Particulars of Remuneration	Fee for attending board / committee Meetings	Commission	Others, please specify	Total Amount
1.	Independent Directors				
	1. Mr. Rajneesh Agarwal	2,40,000	-	-	2,40,000
	2. Ms. Udit Jhunjhunwala	75,000	-	-	75,000
	3. Mr. Sharad Rustagi	2,35,000	-	-	2,35,000
	<b>Total (1)</b>	<b>5,50,000</b>	<b>-</b>	<b>-</b>	<b>5,50,000</b>
2.	Other Non- Executive Directors				
	1. Mr. Sunil Biyani	75,000	-	-	75,000
	2. Mr. Swapnil Kothari	2,55,000	-	-	2,55,000
	<b>Total (2)</b>	<b>3,30,000</b>	<b>-</b>	<b>-</b>	<b>3,30,000</b>
	<b>Total (B) = (1+2)</b>	<b>8,80,000</b>	<b>-</b>	<b>-</b>	<b>8,80,000</b>
	<b>Total Managerial Remuneration</b>				
	Overall Ceiling as per the Act	Sitting fees is paid within the limit specified under the Companies Act, 2013.			

### C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Mayank Tandon	Mr. Atul Joshi	Ms. Suchita Rajput
1.	Gross salary	66.79	1.79	4.84
	a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	2.66	-	-
	c. Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	<b>Total</b>	<b>69.45</b>	<b>1.79</b>	<b>4.84</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.