

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

4. Approval for Material Related Party Transaction(s)

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

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

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

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

Registered Office:

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

By Order of the Board
For Galaxy Cloud Kitchens Limited

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

NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 9/2023 dated 25th September, 2023 read with General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 (collectively referred to as “**MCA Circulars**”), permitted holding of Annual General Meeting (“**AGM**”) through VC/OAVM, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item no. 3 - Ordinary Business and Special Business to be transacted at the AGM set out in the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members can authorize representative(s) to attend the AGM and are requested to send a certified copy of the Board Resolution authorizing their representative or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing their representative to attend and vote on their behalf at the AGM through email at investors@galaxycloudkitchens.in
5. In compliance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM will also be available on the Company’s website www.galaxycloudkitchens.in, website of the Stock Exchange i.e. BSE Limited (“BSE”) at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com
6. Those Members, whose email address is not registered with the Company or with their respective Depository Participants, and who wish to receive the Notice of the AGM and all other communication sent by the Company, from time to time, can get their email address registered with the Company. The process of registration of email ids is given in the instruction for e-voting.
7. The Shareholders attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</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: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

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

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

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

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

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

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

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

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

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

Item No. 3

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

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

Item No. 4

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

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

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

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

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

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

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

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

Notice

Annual Report 2023-2024

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

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

Annexure - 1

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

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

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