



ANNUAL SECRETARIAL COMPLIANCE REPORT OF
GALAXY CLOUD KITCHENS LIMITED (CIN : L15100MH1981PLC024988)
FOR THE YEAR ENDED MARCH 31, 2024

We have conducted the review of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GALAXY CLOUD KITCHENS LIMITED** (hereinafter called the "Company") having its Registered Office at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400060. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, NIDHI BAJAJ, Practicing Company Secretary have examined:

- a) All the documents and records made available to us and the explanation provided by **Galaxy Cloud Kitchens Limited** ("the listed entity");
- b) The filings / submissions made by the listed entity to the stock exchange;
- c) Website of the listed entity;
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and





- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

1. Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(Not Applicable to the Company during the review period)
3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
4. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not Applicable to the Company during the review period)
5. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;
(Not Applicable to the Company during the review period)
6. Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
(Not Applicable to the Company during the review period)
7. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





8. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

Based on the above examination, I hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated , as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	





4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Requirement with respect to disclosure of material as well as other subsidiaries	NA	Company has no subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes NA	





9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	No	<p>BSE Limited has levied fines as per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) related to non-compliance of Regulation 6(1) and Regulation 18(1) and Regulation 20(2/2A) of SEBI (LODR) Regulations, 2015.</p> <p>Company has applied for Waiver of the fines imposed to the Stock Exchange. Status of the waiver application as on 31st March 2024 is 'Case is under process with Listing Operation team' As on year end date, Company has subsequently complied with the required Regulations except Reg 6(1)</p>
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries : In case resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of	NA	





A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

	section V-D of chapter V of the master circular on compliance with the provisions of the LODR Regulations by listed entities		
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	As specified in the table below

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr . No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation Name / SEBI Circular	Regulation Number /Circular dated	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation/ Remarks of the Practising Company Secretary, if any	Management Response	Remarks





A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

1	Regulation 6(1) of SEBI (LODR) Regulations 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 6(1)	NA	Stock Exchange	Fine	Non-compliance with the requirement to appoint a qualified company secretary as the compliance officer	53,100	As on year end date, Company has not appointed Company Secretary & Compliance Officer	Company was looking for a suitable candidate. Company has complied with Regulation 6(1) by appointing qualified Company Secretary as Compliance Officer w.e.f. 19 th April 2024	Fine Amount pertains for the quarter ended December 2023 & it is inclusive of GST @ 18%
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observation Remarks of the Practicing Company Secretary	Management Response	Remarks
	Nil									





Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Nidhi Bajaj & Associates
Company Secretary

Nidhi Bajaj
Proprietor
ACS - 28907, COP - 14596



Peer Review Certificate No. 2458/2022

UDIN : A028907F000442892

Date: 24/05/2024

Place: Thane