Notice

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of Galaxy Cloud Kitchens Limited *(Formerly known as Galaxy Entertainment Corporation Limited)* will be held on Monday, September 16, 2019, at 3.00 p.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai – 400018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Swapnil Kothari (DIN: 05235636), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and approve the re-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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board, consent of the Company be and is hereby accorded for the re-appointment of S A R A & Associates, Chartered Accountants (Registration No. 120927W), as Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Forty Second Annual General Meeting of the Company on such remuneration, re-imbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors from time to time."

SPECIAL BUSINESS:

4. To consider re-appointment of Ms. Udita Jhunjhunwala (DIN: 00120951) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and Companies (Appointment and Qualifications of Directors) Rules, 2014 ("**the Rules**") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("**Listing Regulations**") and subject to such other approvals, permissions and sanctions, as may be required and pursuant to recommendation of the Nomination Remuneration and Compensation Committee and as agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall deem to include the Nomination Remuneration and Compensation Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution) in their meeting held on August 12, 2019, the approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Udita Jhunjhunwala (DIN: 00120951) as an Independent Director of the Company for three consecutive years whose current tenure is expiring on September 17, 2019 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act and whose term shall not be subject to retirement by rotation and who shall hold office with effect from September 18, 2019 upto September 17, 2022.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

5. To consider appointment of Mr. Rajesh Mittal (DIN: 00231710) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and Companies (Appointment and Qualification of Directors) Rules, 2014 ("**the Rules**") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Listing Regulations**") and subject to such other approvals, permissions and sanctions, as may be required, Mr. Rajesh Mittal (DIN: 00231710), who was appointed as an Additional Director and designated as Independent Director of the Company by the Board of Directors at their Meeting held on August 12, 2019 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, the Consent of Members of the Company be and is hereby accorded to appoint Mr. Rajesh Mittal as an Independent Director of the Company for a period of 5 (Five) years with effect from August 12, 2019 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

6. **Approval for Material Related Party Transaction(s)**

To consider and if thought fit, to pass, 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 Regulation**"), 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 2019-20, as set out in the 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:
Eyelet House, M.S. Patel Compound,
Opp. Shah Industrial Estate,
Saki-Vihar, Andheri (East),
Mumbai - 400072.

By Order of the Board
For Galaxy Cloud Kitchens Limited

CIN: L15100MH1981PLC024988
E-mail: investors@galaxycloudkitchens.in
Website: www.galaxycloudkitchens.in
Place: Mumbai
Date: August 12, 2019

Suchita Rajput
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

   The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed, signed and stamped not less than 48 (Forty Eight) hours before the time for holding the Annual General Meeting ("**AGM**"). Proxies submitted on the behalf of limited Companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued by the Member organisation. Proxy in the prescribed Form No. MGT-11 is enclosed herewith.

2. Pursuant to Section 113 of the Companies Act, 2013 ("**the Act**") and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.

3. The Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the AGM is annexed thereto.

4. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), in respect of the Director seeking appointment/re-appointment at the AGM is annexed hereto as Annexure – I and forms part of the notice.

5. All resolutions would be voted through electronic means or by Polling Papers at the Meeting by the Members who have not exercised their vote through electronic means.
6. Pursuant to the provisions of Section 91 of the Act, the Registrar of Members and Share Transfer Books of the Company will remain closed from Monday, September 09, 2019 to Monday, September 16, 2019 (both days inclusive).
7. The Register of Directors, Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the AGM.
8. Members are requested to send all communications to our Registrar and Share Transfer Agent (R & T Agent) viz. TSR Darashaw Limited, 6-1, haji Moosa Patrawala Estate, 20, Dr. E, Moses Road, Mahalaxmi (West), Mumbai-400011, Maharashtra.
9. Members/Proxies are requested to bring the Attendance Slips duly filled in and copy of the Annual Report to the Meeting.
10. Under Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has not yet declared dividend.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the R & T Agent.
13. Members can avail themselves the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's R & T Agent. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Electronic copy of the Annual Report for 2018-19 and Notice of AGM *inter-alia* indicating the process and manner of e-voting along with Proxy Form and Attendance Slip is being sent to all the Members, who's e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Annual Report for 2018-19 and Notice of AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Proxy Form and Attendance Slip is being sent in the permitted mode. Further, copies of the Annual Report will not be distributed at the AGM and Members are requested to bring their copies to the Meeting.
15. Members who have not registered their e-mail ID so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
16. Members may also note that, the Notice of the AGM and the Annual Report for 2018-19 will also be available on the Company's website www.galaxycloudkitchens.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on (09.00 A.M. to 05.00 P.M.) on all working days upto and including the date of the AGM of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id: investors@galaxycloudkitchens.in.
17. Voting through electronic means:
    I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI as amended from time to time, the Company is pleased to provide its Members the facility to exercise their rights to vote on the resolutions proposed to be considered at the AGM by electronic means and business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
        i. The notice of AGM shall be placed on the website of the Company www.galaxycloudkitchens.in and on the website of NSDL at www.evoting.nsdl.com.
        ii. The facility for voting through Polling Paper shall be made available at the AGM.
        iii. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
        iv. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

v. The remote e-voting period commences on Friday, September 13, 2019 (09:00 A.M.) and ends on Sunday, September 15, 2019 (05:00 P.M.). During this period Member of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 9, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

vi. The instructions for remote e-voting are as under:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

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

A. 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.

B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

D. 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.	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 Applicant Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

E. Your password details 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'?

i. If your email ID is registered in your demat account or with the Applicant 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'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

F. 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

H. Now, you will have to click on "Login" button.

I. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After click on Active Voting Cycles, you will be able to see the "EVEN" of the company in which you are holding shares and whose voting cycle is in active status.

iii. Select "EVEN" of "Galaxy Cloud Kitchens Limited".

iv. Now you are ready for e-Voting as the Voting page opens.

v. 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.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for Members

1. Institutional Member (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to amit@sgkadvisory.com with a copy marked to evoting@nsdl.co.in.

2. 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Member and e-voting user manual for Member available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 16, 2019.

III. Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice and holding shares as of the cut-off date, i.e. August 16, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on toll free no.:1800-222-990 or Issuer/R & T Agent.

However if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting vote. If you forget your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through polling paper.

V. 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 and votes cast through polling paper at the AGM of the Company.

VI. The Chairman of the AGM, shall at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the scrutinizer, by use of "Ballot Paper" for all those members, who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

VII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes casted at the AGM and and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, not later than 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.

VIII. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.galaxycloudkitchens.in and on the website of NSDL www.evoting.nsdl.com after the declaration of result by the Chairman/ Director or any person authorised by him in writing, of the meeting. The result shall be forwarded to Stock Exchange.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R & T Agents in case the shares are held in physical form.

19. In term of the Listing Regulations, securities of listed Companies can only be transferred in dematerialised form with effect from April 1, 2019 except in case of transmission of securities. In view of the above, Members are advised to dematerialised shares held by him/her in physical form.

20. The route map of the venue of the AGM is enclosed herewith.

Registered Office:
Eyelet House, M.S. Patel Compound,
Opp. Shah Industrial Estate,
Saki-Vihar, Andheri (East),
Mumbai - 400072.

By Order of the Board
For Galaxy Cloud Kitchens Limited

CIN: L15100MH1981PLC024988
E-mail: investors@galaxycloudkitchens.in
Website: www.galaxycloudkitchens.in
Place: Mumbai
Date: August 12, 2019

Suchita Rajput
Company Secretary

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts pertaining to the Special Business for the item No. 4, 5 & 6 as stated in the Notice.

Item No. 4

Pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and rules framed thereunder, Ms. Udita Jhunjhunwala was appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years at the 32nd Annual General Meeting of the Company held on September 18, 2014 till September 17, 2019. The current term of Ms. Udita Jhunjhunwala is expiring on September 17, 2019.

Based on the recommendation of the Nomination Remuneration and Compensation Committee and approval of the Board of Directors in their respective meetings held on August 12, 2019 and subject to the approval of Members at ensuing Annual General Meeting and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her during her tenure and outcome of performance evaluation, the approval of the Members of the Company be and is hereby sought for re-appointment of Ms. Udita Jhunjhunwala as an Independent Director on the Board of Company for the second term of 3 (three) consecutive years.

The Company has also received necessary declaration from Ms. Udita Jhunjhunwala confirming the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"). The Company has also received declaration from Ms. Udita Jhunjhunwala under Section 164 of the Act that she is not disqualified from being appointed as Director. In the opinion of the Board, she fulfils the conditions specified in the Act and is Independent to the management.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Udita Jhunjhunwala for the office of Director of the Company. Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item No. 4 of the Notice for re-appointment of Ms. Udita Jhunjhunwala as an Independent Director of the Company. As on date she does not hold by herself or for any other person on a beneficial basis any shares in the Company.

Brief Profile of Ms. Udita Jhunjhunwala, including nature of her expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice.

Except Ms. Udita Jhunjhunwala being an appointee and her relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5

Based on the recommendation of the Nomination Remuneration and Compensation Committee, the Board of Directors of the Company has appointed Mr. Rajesh Mittal (DIN: 00231710) as an Additional Director of the Company and designated him as an Independent Director in their Meeting held on August 12, 2019.

In terms of provisions of Section 160 of the Companies Act, 2013 ("**the Act**"), read with relevant rules thereto, the Company has received notice in writing from a Member of the Company, signifying its intention to propose his appointment as an Independent Director of the Company.

The Company has received necessary consent and declaration from Mr. Rajesh Mittal to act as a Director of the Company and confirmation that he is not disqualified from being appointed as Director of the Company and is not debarred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other authority. Mr. Rajesh Mittal has also confirmed that he meets the criteria of Independence as prescribed under section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"). In the opinion of the Board, he fulfils the conditions specified in the Act and is independent of the management. As on date he does not hold by himself or for any other person on a beneficial basis any shares in the Company.

Brief Profile of Mr. Rajesh Mittal, including nature of his expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice.

The Board of Directors recommends this Ordinary Resolution for the approval of Members of the Company.

Except Mr. Rajesh Mittal being an appointee and his relatives, none of other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in passing of this Resolution.

Item No. 6

The Company is entering into a related party transaction(s) with Future Enterprises Limited, The Nilgiri Dairy Farm Private Limited and Future Retail Limited ("FRL") for Purchase/Sale of Goods and Services, Purchase and Sale of Capital Goods and other services. FRL is engaged in retail industry and operates India's most popular hypermarket and retail formats such as Big Bazaar, Food Bazaar, Fashion at Big Bazaar (fbb), Easyday, Foodhall, Hypercity and many more.

Future Enterprises Limited develops, owns and leases the retail infrastructure for the various Companies.

The Nilgiri Dairy Farm Private Limited has been synonymous with fresh, delightful dairy & bakery products in the Southern part of India for over 100 years. Born in 1905, the brand draws deeply from its place of origin and namesake - the Nilgiri Mountains.

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 following transactions.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time, the details in relation to such transactions with related parties, are as under:

Name of the Related Party	**Name of Director or Key Managerial Personnel who is related, if any**	**Nature of Relationship**	**Nature, Material Terms, particulars of the contract or arrangement**	**Nature of Transactions as per Section 188 of the Companies Act, 2013**	**Monetary Value of Transactions (₹. In Crore)**	**Any other information relevant or important for the Members to take decision on the proposed resolution**
Future Retail Limited	None	Related Party	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arms' length basis.	Sale of Services	1.70	The transaction have been reviewed and approved by the Audit Committee and Board and an arms' length price has been established. In case of resale, the same is being sold at cost of procurement plus minimum margin for handling as per Applicable Regulations.
				Sale of Goods	40	
				Rent payable	3.10	
Future Enterprises Limited	None	Related Party		Purchase of Fixed Assets	15.00	
				Rent payable	1.50	
The Nilgiri Dairy Farm Private Limited	None	Related Party		Sale of Goods	35.00	
				Purchase of Material	0.50	

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.

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

Registered Office:
Eyelet House, M.S. Patel Compound,
Opp. Shah Industrial Estate,
Saki-Vihar, Andheri (East),
Mumbai - 400072.

By Order of the Board
For Galaxy Cloud Kitchens Limited

CIN: L15100MH1981PLC024988
E-mail: investors@galaxycloudkitchens.in
Website: www.galaxycloudkitchens.in
Place: Mumbai
Date: August 12, 2019

Suchita Rajput
Company Secretary

ANNEXURE I

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 DIRECTORS BEING PROPOSED FOR APPOINTMENT / RE-APPOINTMENT.

1.	**Name of the Director**	Mr. Swapnil Kothari	Mr. Rajesh Mittal	Ms. Udita Jhunjhunwala
	Date of birth	March 14, 1971	January 8, 1964	January 1, 1968
	Date of first appointment on the Board	February 7, 2013	August 12, 2019	December 31, 2005
	Director Identification Number	05235636	00231710	00120951
	Qualification	L.L.M (International & Comparative Law)	B.Com, FCA, FCS, Insolvency Professional, Registered Valuer under the asset class "Securities or Financial Assets"	Masters from university of London.
	Expertise in specific Functional Areas	Swapnil Kothari is the founder and Managing Partner in law firm, "S. Kothari & Co. (Advocates & Solicitors)" since the past fourteen years and a Solicitor (England and Wales) with a LL.M. (Georgetown, USA), having previously worked with Slaughter And May, London; Jones Day, Cleveland and Amarchand Mangaldas, Mumbai. He practices in the corporate sphere with an emphasis on Banking Law, Property Law, Project Finance, Joint Ventures and Mergers &Acquisitions including some litigation/ arbitration, IT-related matters and high-profile NRI investments. He is also a Director in several companies and President of the Council For Fair Business Practices (CFBP), a non-profit organization comprising of elite professionals and significant members of the business community.	His work experience covers mergers & acquisitions, corporate restructuring, mergers & demergers, equity funding, joint ventures & alliances and valuation. He is the Founder & Chairman of Alamak Capital Advisors Pvt. Ltd. ('Alamak')– a boutique investment banking, financial and strategic advisory firm. Alamak team comprises of ex-bankers, ex- CFOs & ex-CEOs.	She is a well-established entertainment writer and film critic. From MTV India, she moved into journalism in 1998. After serving as Mid-Day newspaper's entertainment editor, where she established herself as a prominent writer and critic, covering Bollywood, Hollywood, regional and world cinema, television, fashion, theatre, music, art and lifestyle, she moved to Hindustan Times a national daily's Mumbai based edition as entertainment editor and film critic.
	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 27, 2013 and as stated in the resolution no. 2 of this Notice.	As stated in the resolution no. 5 of this Notice.	As stated in the resolution no. 4 of this Notice.
	Remuneration last drawn	Not applicable	Not applicable	Not applicable
	Number of Board Meeting attended during the year 2018-19	5 (Five) out 5 (Five).	Not applicable	2 (Two) out of 5 (Five)
	Directorship held in other listed Companies (As on March 31, 2019	None	Not applicable	Future Market Networks Limited
	Directorship in other Companies (excluding Foreign companies and Section 8 companies) (As on March 31, 2019)	• Galaxy Mega Food Park Pvt. Ltd. • Council For Fair Business Practices • Offbeat Developers Pvt. Ltd. • Graceworks Realty & Leisure Pvt. Ltd. • Classic Mall Development Company Ltd • Island Star Mall Developers Pvt. Ltd. • Vamona Developers Pvt. Ltd. • Palladium Constructions Pvt. Ltd. • Alliance Spaces Pvt. Ltd. • Sparkle One Mall Developers Pvt. Ltd.	• Alamak Insolvency Professionals LLP • Alamak Capital Advisors Pvt. Ltd. • Mpower Softcomm Pvt. Ltd.	• Rain Fruits And More Pvt. Ltd. • Gati Realtors Pvt. Ltd.

	Chairmanship/Membership of Committees of the Board of Directors of other listed Companies as on March 31, 2019	None	None	• Future Market Networks Ltd. Share Transfer Committee: *Member*
	Chairmanship/Membership of Committees of the Board of Directors of other Companies as on March 31, 2019	• Offbeat Developers Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Member* Corporate Social Responsibility Committee: *Member* • Graceworks Realty & Leisure Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Member* • Classic Mall Development Company Ltd Audit Committee: *Member* Nomination & Remuneration Committee: *Chairman* Corporate Social Responsibility Committee: *Member* • Island Star Mall Developers Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Chairman* Corporate Social Responsibility Committee: *Member* • Vamona Developers Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Member* Corporate Social Responsibility Committee: Member • Palladium Constructions Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Member* Corporate Social Responsibility Committee: *Member* • Alliance Spaces Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Member* • Sparkle One Mall Developers Pvt Ltd Audit Committee: *Member* Nomination & Remuneration Committee: *Member*	None	• Gati Realtors Pvt. Ltd. Audit Committee: *Member* Nomination & Remuneration Committee: *Chairperson*
	Relationship with other Directors/ key Managerial Personnel ("KMP")	Not related to any other Director or KMP of the Company.	Not related to any other Director or KMP of the Company.	Not related to any other Director or KMP of the Company.
	Shareholding of Director in the Company (As on March 31, 2019)	Nil	Nil	Nil