KRISHNA RATHI & ASSOCIATES
COMPANY SECRETARIES

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September 24, 2015

To,

The Chairman

Galaxy Entertainment Corporation Limited

3RD FLOOR, BLOCK A, ORCHID CITY CENTRE MALL,

225, BELASIS ROAD, MUMBAI CENTRAL

Mumbai – 400008

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014:

Galaxy Entertainment Corporation Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on May 29, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice along with explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Shareholders by Registered Post and / or Speed Post and /or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the resolutions as mentioned below:

1. **Special Resolution** for borrow in excess of paid-up capital & free reserves pursuant to Section 180 (1) (c) of the Companies Act, 2013;

2. **Special Resolution** for creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013;

3. **Special Resolution** for providing Loans and Guarantees to any Bodies Corporate and persons and investments in any Bodies Corporate in excess of the prescribed limits under Section 186 and other applicable provisions, if any, of the Companies Act, 2013.

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The Company availed the e-Voting facility offered by National Securities Depository Limited (NSDL) for providing e-Voting facility to the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 5.00 p.m. on Wednesday, September 23, 2015 or cast their votes online on the basis of the User ID and password provided to them by NSDL. Accordingly, the Postal Ballot Forms received and e-votes casted up to 5.00 p.m. on Wednesday, September 23, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

Based on the said Annexure, all the Special Resolution(s) as set out in the Notice are passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared.

Thanking you,

Yours sincerely,

For KRISHNA RATHI & ASSOCIATES
COMPANY SECRETARIES

KRISHNA RATHI & ASSOCIATES MUMBAI COMPANY SECRETARIES

Krishna S. Rathi
Proprietor
ACS No. 27903
COP No. 10079

ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT OF GALAXY ENTERTAINMENT CORPORATION LIMITED

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

Resolution No. 1:

Approval for borrow in excess of paid-up capital & free reserves pursuant to Section 180 (1) (c) of the Companies Act, 2013

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	27	9,130
b.	e-Voting Confirmations	27	92,49,235
	Total	**54**	**92,58,365**
c.	Less: Invalid Postal Ballot Forms ~~/ e-Voting confirmations / Voting not carried~~	3	5,637
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**51**	**92,52,728**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	49	92,51,928
	Percentage (%) of Assent		**99.99%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	2	800
	Percentage(%) of Dissent		**0.01%**

Resolution No. 2:

Approval for creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	27	9,130
b.	e-Voting Confirmations	28	92,49,275
	Total	**55**	**92,58,405**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations/ Voting not carried~~	3	5,637
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**52**	**9252768**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	49	92,50,968
	Percentage (%) of Assent		**99.98**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	3	1,800
	Percentage(%) of Dissent		**0.02%**

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Resolution No. 3:

Providing Loans and Guarantees to any Bodies Corporate and persons and investments in any Bodies Corporate in excess of the prescribed limits under Section 186 and other applicable provisions, if any, of the Companies Act, 2013

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	27	9,130
b.	e-Voting Confirmations	28	92,49,275
	Total	**55**	**92,58,405**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations/ Voting not carried~~	3	5,637
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**52**	**92,52,768**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	48	92,50,519
	Percentage (%) of Assent		**99.98%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	4	2,249
	Percentage(%) of Dissent		**0.02%**