

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of Galaxy Entertainment Corporation Limited will be held on Tuesday, September 29, 2015, at 1.30 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 :
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.
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 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s. S A R A & Associates, Chartered Accountants [Firm's Registration No. 120927W], be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration, in addition to reimbursement of out of pocket expenses incurred in connection thereto, as may be approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company."

SPECIAL BUSINESS:

4. To consider 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Sharad Rustagi (DIN: 07175393), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for 3 (three) consecutive years from September 29, 2015 to September 28, 2018."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and sub-clause VII of the Clause 49 of the Listing Agreement amended vide SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 or subsequent modification/ amendments thereof, if any; and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties as detailed herein below with respect to financial assistance, payment of Rent, Common Area Maintenance Charges, Reimbursement of Expenses, Leave and License Arrangements or any other transactions of whatever nature.

Name of the Related Party	Future Market Networks Limited	
Nature of Relationship	Common Directors	
Name of the Director / KMP / who is related if any	Mr. Sunil Biyani Ms. Udita Jhunjhunwala	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ In Crores / Annum
	Rent / Common Area Maintenance Charges Payable	0.50
	Reimbursement of Expenses	0.20
	Interest bearing Inter Corporate Loan/ Security Deposit	5.00
Tenure of Contract	Upto 5 years	

Name of the Related Party	Future Retail Limited	
Nature of Relationship	Promoter	
Name of the Director / KMP / who is related if any	None	
Nature, Material Terms, monetary value and particulars of the contract or arrangement;		₹ In Crores / Annum
	Rent / Common Area Maintenance Charges Payable	2.00
	Reimbursement of Expenses	2.00
	Interest bearing Inter Corporate Loan / Security Deposit / Sale / Purchase of Assets	10.00
Tenure of Contract	Upto 5 years	

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto 10%) and to finalise the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies, if any, in order to be effective must be received at the company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing given to the Company.

4. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
5. The Register of Members and the Share Transfer Books of the company will remain closed from September 25, 2015 to September 29, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection of Members at the Annual General Meeting.
7. As per the provisions of the Companies Act, 2013, facility for making nomination is now available to shareholders in respect of shares held by them. Nomination forms can be obtained from the Company.
8. The Annual Reports will not be distributed at the Annual General Meeting. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting along with the Annual Report.
9. Members are requested to notify any change in their address:
 - to their depository participants [DPs] in respect of shares held in Demat form; and
 - to the Registrar and Share Transfer Agent of the Company, TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011, in respect of shares held in physical form, quoting their folio numbers.

As members are aware, equity shares of the Company are mandatorily traded in electronic form for all shareholders. Members who still hold share in physical form may dematerialize the same. ISIN allotted to the Company for this purpose is INE403B01016.

As per SEBI Circular No. MRD / DOP / Cir -05 / 2009 dated May 20, 2009, it is mandatory to quote PAN No. for transfer of shares in physical form. Therefore the transferee[s] is required to submit the self attested PAN CARD copy to the Registrar and Share Transfer Agent of the Company for registration of transfer of shares.

10. Appointment of Directors: The details of Director's Seeking re-appointment, in terms of Clause 49 of the Listing Agreement, are annexed hereto and form part of this Notice.
11. Members who have not registered his/her e-mail address so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Company electronically.
12. Corporate Members intending to send their authorized representatives, pursuant to Section 113 of the Companies Act, 2013 are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before September 27, 2015.
13. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; "galaxy e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii Select "EVEN" (Electronic Voting Event Number) of Galaxy Entertainment Corporation Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to krishnarathi@live.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy :

i.	Initial password is provided as below/at the bottom of the Attendance Slip for the AGM		
	EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
ii.	Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		

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 Downloads section of www.evoting.nsdl.com

- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on Friday, September 25, 2015 (9:00 am) and ends on Monday, September 28, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015, 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 shareholder by means of e-voting, the shareholder shall not be allowed to change it subsequently.
- V. 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 September 21, 2015.

Any person who acquires shares of the Company and become member of the Company after the dispatch of the Notice and holding shares as of the cut-off date, i.e September 21, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or issuer.

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.

A member may participate in the Annual General Meeting even after exercising his right to vote through remote voting but shall not be allowed to vote again at the AGM.

Mr. Krishna S. Rathi, of Krishna Rathi & Associates, Practicing Company Secretary (Membership No: 27903 and Certificate of Practice No: 10079), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Chairman shall at the AGM, 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 cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company, if any and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.

14. It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Mode or e-Voting (In case of demand for poll). In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Mode shall be treated as invalid.
15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p. m upto the date of Annual General Meeting

Registered Office:

3rd Floor, Block A,
Orchid City Center Mall,
225, Bellasis Road,
Mumbai - 400 008.

CIN: L51900MH1981PLC024988
E-mail: investors@thegalaxycorp.com
Website: www.thegalaxycorp.com

Place : Mumbai
Date : August 11, 2015

By Order of the Board
For Galaxy Entertainment Corporation Limited

Sunil Biyani
Director
DIN: 00006583

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 and 5 as stated in the Notice.

Item 4:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, Mr. Sharad Rustagi has been appointed as an Independent Director of the Company and shall hold the office till the conclusion of this ensuing Annual General Meeting. The appointment of Mr. Sharad Rustagi as an Independent Director for a period of 3 years shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sharad Rustagi for the office of Director of the Company. Mr. Sharad Rustagi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Sharad Rustagi that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Sharad Rustagi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sharad Rustagi is independent of the management and possesses appropriate skills, experience and knowledge.

The brief profile of the said director is attached to this notice.

Copy of the draft letter for appointment of Mr. Sharad Rustagi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. Sharad Rustagi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item 5:

The Company proposes to seek the approval of the Shareholders in terms of the provisions of Companies Act, 2013 read with Clause 49 of the Listing Agreement for the related party transactions which may be material in nature.

In the above context the necessary Special Resolution is proposed for the approval of the members. The transactions have been approved by the Audit Committee and the Board of Directors subject to the Company passing a Special Resolution as per the requirement of the Act.

The particulars as to the related party transactions are furnished in the Special Resolution as provided in the Notice as per the requirements of the prescribed rules and the reasons for having the transactions.

All the related party transactions are forming part of the ordinary course of business of the Company for operating its retail outlets in respect of gaming zones/ restaurants and all related party transactions are at an arms' length.

The Board recommends the Special Resolution(s) as set out in item No. 5 of the Notice for the approval of the Members who are not related party(s).

Directors, key managerial personnel of the Company or their relatives as mentioned as related parties above, may be deemed to be interested or concerned in the Resolution.

By Order of the Board
For Galaxy Entertainment Corporation Limited

Sunil Biyani
Director
DIN: 00006583

Place : Mumbai
Date : August 11, 2015

Brief Profile of Directors Seeking Appointment / Re-appointment at the Annual General Meeting

Item No. 2 and 4 [Pursuant to Clause 49 of the Listing Agreement]

Name of the Director	Swapnil Kothari	Sharad Rustagi
Date of birth	March 14, 1971	October 13, 1978
Date of appointment	February 7, 2013	August 11, 2015
Director Identification Number	05235636	07232913
Qualification	L.L.M (International & Comparative Law)	Chartered Accountant & Company Secretary
Expertise in specific Functional Areas	An International corporate lawyer practicing in the areas of Banking Law, Property Law, Project Finance, Joint Ventures and Mergers & Acquisitions including litigation/arbitration, IT related matters and high profile NRI investments.	An aspute professional with more than a decate long experience in Risk and Management Assurance practice with strong working background and enriched knowledge into areas like Risk based internal audits, Operational Audits, Business process manuals, Sox Compliance Advisory, Due diligence reviews, System reviews, etc
Directorship held in other public companies	Pallazzo Hotels & Leisure Limited * Galaxy Rain Restaurants Private Limited	Nil
Chairmanship / Membership of Committees across other public companies, if any.	Nil	Nil
Relationship between Directors inter-se	None	None
Number of Equity Shares held in the Company	None	None

*Galaxy Rain Restaurants Private Limited is an wholly-owned subsidiary of Galaxy Entertainment Corporation Limited, hence it would be treated as public limited company.