KRISHNA RATHI & ASSOCIATES
COMPANY SECRETARIES

Office No. 22, 2nd Floor, Hi Life, Phirozshah Mehta Road, Santacruz (West), Mumbai 400 054.
Tel : 022 65511099 E-mail: krishnarathi@live.com

March 29, 2016

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 Committee of Directors at its meeting held on February 19, 2016, 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 Courier /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 amending Clause III B, Clause III C and Clause IV of the Memorandum of Association;

2. **Special Resolution** for adopting new set of Articles of Association;

3. **Special Resolution** for selling investment held by the Company in its Subsidiary Company Galaxy Rain Restaurants Private Limited, which is non-operational for more than five years;

KRISHNA RATHI & ASSOCIATES COMPANY SECRETARIES MUMBAI

4. **Special Resolution** for selling investment held by the Company in its wholly owned Subsidiary Company Rain Fruits And More Private Limited, which is non-operational for more than five years.

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 physical postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 5.00 p.m. IST on Sunday, March 27, 2016 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. IST on Sunday, March 27, 2016 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.

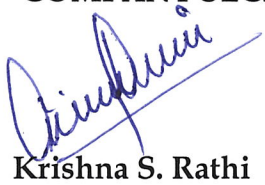
A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

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 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:

To amend Clause III B, Clause III C and Clause IV of the Memorandum of Association

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	15	421
b.	e-Voting Confirmations	24	93,03,827
	Total	**39**	**93,04,248**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations / Voting not carried~~	0	0
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**39**	**93,04,248**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	38	93,04,148
	Percentage (%) of Assent		**99.999%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	100
	Percentage(%) of Dissent		**0.001%**

KRISHNA RATHI & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution No. 2:

To adoption of new set of Articles of Association

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	15	421
b.	e-Voting Confirmations	24	93,03,827
	Total	**39**	**93,04,248**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations/ Voting not carried~~	0	0
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**39**	**93,04,248**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	38	93,04,148
	Percentage (%) of Assent		**99.999%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	100
	Percentage(%) of Dissent		**0.001%**

Resolution No. 3:

To sell of investment in non-operational subsidiary company Rain Fruits and More Private Limited:

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	15	421
b.	e-Voting Confirmations	24	93,03,827
	Total	**39**	**93,04,248**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations/ Voting not carried~~	0	0
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**39**	**93,04,248**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	38	93,04,148
	Percentage (%) of Assent		**99.999%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	100
	Percentage(%) of Dissent		**0.001%**

Resolution No. 4:

To sell of investment in non-operational wholly owned subsidiary company Galaxy Rain Restaurants Private Limited:

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	15	421
b.	e-Voting Confirmations	24	93,03,827
	Total	**39**	**93,04,248**
c.	Less: Invalid Postal Ballot Forms / ~~e-Voting confirmations/ Voting not carried~~	0	0
d.	**Valid Postal Ballot Forms / e-Voting confirmations**	**39**	**93,04,248**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	38	93,04,148
Percentage (%) of Assent			**99.999%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	100
Percentage(%) of Dissent			**0.001%**

KRISHNA RATHI & ASSOCIATES COMPANY SECRETARIES