

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of Galaxy Entertainment Corporation Limited will be held on Friday, 28th day of September 2012 at 11.30 A.M. at Kohinoor Hall, 3rd floor, Kohinoor Corner, Opp. Siddhivinayak Mandir, Veer Sawarkar Marg, Prabhadevi, Mumbai-400025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Accounts for the year ended 31st March 2012 and Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Ruia who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Udita Jhunjhunwala who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board

Place: Mumbai
Dated: May 29, 2012

Sunil Biyani
Director

REGISTERED OFFICE:

110/111, B -Wing ,
Shah & Nahar Industrial Estate,
L.P. Marg, off. Dr. E Moses Road,
Worli, Mumbai - 400018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, if any, in order to be effective must be received at the Company's Registered Office not later than 48 hours (forty-eight hours) before the time fixed for holding the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 26th September 2012 to Friday, 28th September 2012 (both days inclusive).
4. The Annual Reports and Attendance slips will not be distributed at the Annual General Meeting. Shareholders are requested to bring the same along with them.
5. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

TSR Darashaw Limited

6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai 400 011
Tel No: 022- 6656 8484
Fax No: 022- 6656 8494
Email: csg-unit@tsrdarashaw.com

6. Members are requested to send their queries with regard to the Accounts at least seven days in advance to the Registered Office of the Company.

Brief resume of persons proposed to be appointed/re-appointed as Directors of the Company at the Annual General Meeting.

(1) Mr. Ashok Ruia

Mr. Ashok Ruia, aged 64 years is having vast experience in setting up, running, maintaining, letting out Shopping Centers, Shopping arcades, family entertainment Centers etc. He is the Managing Director of The Phoenix Mills Limited, a Company which pioneered in the infrastructure revolution in Mumbai by developing High Street Phoenix area in Lower Parel.

Mr. Ashok Ruia is also a director in following companies:

(A) Public Limited Companies

Sr. No.	Name of the Company	Sr. No.	Name of the Company
1.	The Phoenix Mills Limited	3.	Bellona Finvest Limited
2.	Kishco Limited		

(B) Private Limited Companies

Sr. No.	Name of the Company	Sr. No.	Name of the Company
1	Ruia Realtors Private Limited	2	Enhance Holding Private Limited
3	Phoenix Retail Private Limited	4	Thana Properties Private Limited
5	Radhakrishna Ramnarain Private Limited	6	R.R. Hosiery Private Limited
7.	Padmashil Hospitality & Leisures Private Limited	8	Excelsior Hotels Private Limited
9.	Ashok Apparels Private Limited	10	Phoenix Hospitality Company Private Limited
11.	Senior Holding Private Limited	12	Ruia International Holding Co. Pvt Ltd
13	Plutocrat assets and Capital Management Private Limited	14	Destiny Hospitality Services Private Limited
15	Ruia Beach Resort Private Limited	16	Phlox Developers Private Limited
17	Superior Developers Private Limited	18	Caravan Realty Private Limited
19	Vigilant Developers Private Limited	20	Ashbee Investment & Finance Private Limited
21	Simplex Hotels Private Limited	22	Allied Hotels Private Limited
23	Ruia Knowledge Foundation Private Limited	24	Oracle Hotels Private Limited
25	Winston Hotels Private Limited		

Mr. Ashok Ruia holds membership in Audit committee and Shareholders Grievance Committee in The Phoenix Mills Limited.

(2) Ms. Udita Jhunjunwala

Ms. Udita Jhunjunwala, aged 42 years has done her Masters from the University of London, Ms Udita Jhunjunwala 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.

Currently an entertainment writer, communications consultant and author, Udit Jhunjhunwala has been writing on topics as diverse as travel, fashion, lifestyle, cinema, health and fitness for Vogue (India), Harper's Bazaar (India), Vanity Fair, GQ, The Observer, London, Time Out Dubai, Screen International, L'Officiel, Man's World, Men's Health, Mint, Hindustan Times, DNA, New Indian Express, People and CNNgo.com. Her corporate clients have include RRO, Market City Resources and the Murjani Group.

Ms. Udit Jhunjhunwala has worked on documentary features for Dutch TV, BBC UK and Little Bird. She has co-authored India Book House highly successful Mumbai Diary 2006 on 'Bollywood and Bombay', and is one of the featured authors in a series titled 'Women In Indian Film' (published by Zubaan Books).

Ms. Udit does not hold Directorships in any other Companies. Ms. Udit does not hold any shares in the Company as on 31st March 2012.