

**ANNEXURE 'B' TO THE BOARD'S REPORT****EXTRACT OF ANNUAL RETURN****as on the financial year ended March 31, 2018****[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****FORM NO. MGT – 9****I. Registration and other details**

CIN	L51900MH1981PLC024988
Registration Date	13/08/1981
Name of the Company	Galaxy Entertainment Corporation Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details.	Eyelet House, M.S. Patel Compound, Opp. Shah Industrial Estate, Saki-Vihar, Andheri (East), Mumbai - 400072 Tel. No: 022-61994412
Whether Listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Tel No.: 022-66568484 Email Id: <a href="mailto:csg-unit@tsrdarashaw.com">csg-unit@tsrdarashaw.com</a>

**II. Principal Activities of the Company**

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Food & Beverages	107	93.44

**III. Particulars of Holding, Subsidiary and Associate Companies**

Name and address of the Company	Corporate Identify Number	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
NIL	NIL	NIL	NIL	NIL

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Shareholding -**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	50,000	-	50,000	0.32	50,000	-	50,000	0.20	-0.12
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	91,19,163	-	91,19,163	58.27	1,34,00,653	-	1,34,00,653	53.11	-5.16
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>91,69,163</b>	<b>-</b>	<b>91,69,163</b>	<b>58.59</b>	<b>1,34,50,653</b>	<b>-</b>	<b>1,34,50,653</b>	<b>53.31</b>	<b>-5.28</b>

<b>2) Foreign</b>										
a) NRI's- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>91,69,163</b>	<b>-</b>	<b>91,69,163</b>	<b>58.59</b>	<b>1,34,50,653</b>	<b>-</b>	<b>1,34,50,653</b>	<b>53.31</b>	<b>-5.28</b>	
<b>B. Public Shareholding</b>										
<b>1) Institutions</b>										
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)										
Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2) Non - Institutions</b>										
a) Bodies Corporate										
i. Indian	28,96,142	100	28,96,242	18.51	69,07,603	100	69,07,703	27.38	8.87	
ii. Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	17,81,093	42,191	18,23,284	11.65	15,66,915	42,191	16,09,106	6.38	-5.27	
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	15,44,422	18,000	15,62,422	9.98	31,17,863	18,000	31,35,863	12.43	2.45	
c) Others (specify)										
i. Non-Resident Indian (Repat)	43,650	-	43,650	0.28	30,284	-	30,284	0.12	-0.16	
ii. Non-Resident Indian (Non-Repat)	69,867	-	69,867	0.45	58,680	-	58,680	0.23	-0.21	
iii. Clearing Member	85,307	-	85,307	0.55	37,081	-	37,081	0.15	-0.40	
iv. Directors & Relative	-	-	-	-	-	-	-	-	-	-
v. Trusts	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (2)</b>	<b>64,20,481</b>	<b>60,291</b>	<b>64,80,772</b>	<b>41.41</b>	<b>1,17,18,426</b>	<b>60,291</b>	<b>1,17,78,717</b>	<b>46.69</b>	<b>5.28</b>	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>64,20,481</b>	<b>60,291</b>	<b>64,80,772</b>	<b>41.41</b>	<b>64,20,481</b>	<b>60,291</b>	<b>1,17,78,717</b>	<b>46.69</b>	<b>5.28</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Grant Total (A+B+C)</b>	<b>1,55,89,644</b>	<b>60,291</b>	<b>1,56,49,935</b>	<b>100.00</b>	<b>2,51,69,079</b>	<b>60,291</b>	<b>*2,52,29,370</b>	<b>100.00</b>	<b>-</b>	

\* During the F.Y. 2017-18, the Company had allotted 95,79,435 Equity shares of ₹ 10/- each at a premium of ₹ 11/- each fullypaid on preferential basis to Promoter group Company and/or Investors.

**ii. Shareholding of Promoters**

Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in Shareholding during the year
	Number of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	Number of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
Future Enterprises Limited	49,37,935	31.55	Nil	49,37,935	19.57	Nil	-11.98
Central Departmental Stores Private Limited (#)	0	0	Nil	42,81,490	16.97	Nil	16.97
Bellona Hospitality Services Ltd.	36,86,491	23.56	Nil	36,86,491	14.61	Nil	-8.95
Ashbee Investments & Finance Pvt. Ltd.	3,50,000	2.24	Nil	3,50,000	1.39	Nil	-0.85
Senior Advisory Services Pvt. Ltd.	97,237	0.62	Nil	97,237	0.39	Nil	-0.24
Atul Ashok Ruia	50,000	0.32	Nil	50,000	0.20	Nil	-0.12
Ashok Apparels Pvt. Ltd.	47,500	0.30	Nil	47,500	0.19	Nil	-0.11
<b>Total</b>	<b>91,69,163</b>	<b>58.59</b>	<b>Nil</b>	<b>1,34,50,653</b>	<b>53.31</b>	<b>Nil</b>	<b>-5.28</b>

(#) 42,81,490 Equity Shares has been allotted to Central Departmental Stores Private Limited, Promoter Group Company on preferential allotment basis on January 2, 2018.

**iii. Changes in Promoters Shareholding (Please specify, if there is no change)**

	Shareholders Name	Shareholding at the beginning of the year 01.04.2017		Date	Increase/ Decrease in shareholding	Reason	Shareholding at the end of the year 31.03.2018	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Future Enterprise Limited	49,37,935	31.55	02/01/2018	-11.98	Note	49,37,935	19.57
2.	Central Departmental Stores Private Limited	-	-	02/01/2018	16.97	Allotment of 42,81,490 Equity shares on preferential basis	42,81,490	16.97
3.	Bellona Hospitality Services Limited	36,86,491	23.56	02/01/2018	-8.95	Note	36,86,491	14.61
4.	Ashbee Investments & Finance Private Limited	3,50,000	2.24	02/01/2018	-0.85	Note	3,50,000	1.39
5.	Senior Advisory Services Private Limited	97,237	0.62	02/01/2018	-0.24	Note	97,237	0.38
6.	Atul Ashok Ruia	50,000	0.32	02/01/2018	-0.12	Note	50,000	0.20
7.	Ashok Apparels Private Limited	47,500	0.30	02/01/2018	-0.11	Note	47,500	0.19
	<b>Total</b>	<b>91,69,163</b>	<b>58.59</b>		<b>-5.28</b>		<b>1,34,50,653</b>	<b>53.31</b>

**Note .** Dilution of % of shareholding pursuant to allotment of Equity shares to Promoter group Company and/ or to Investors on January 2, 2018.

#### iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1. Darshita Landed Property LLP	-	-	33,33,924	13.21
2. Eclipse Trades Private Ltd.	10,29,432	6.58	10,29,432	4.08
3. Vikas Kushal Pincha	-	-	9,82,011	3.89
4. Merlin Enclaves Private Ltd.	8,95,626	5.72	8,95,626	3.55
5. C Mackertich Private Limited	7,02,926	4.49	7,02,926	2.79
6. Osian Townships And Resorts Pvt Ltd	-	-	4,91,005	1.95
7. Aishwarya Vikas Pincha	-	-	4,91,005	1.95
8. Shivanand Shankar Mankekar	3,24,302	2.07	3,24,302	1.29
9. Coppola Holdings Private Ltd.	1,24,255	0.79	1,24,255	0.49
10. Kedar Shivanand Mankekar	1,04,600	0.67	1,04,600	0.41

#### v. Shareholding of Directors and Key Managerial Personnel

Each of the Directors and KMP	Shareholding at the beginning of the year.		Cumulative Shareholding during the year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

#### V. INDEBTEDNESS –

(₹ In Crores)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	7.24	12.28	-	19.52
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>7.24</b>	<b>12.28</b>	<b>-</b>	<b>19.52</b>
<b>Change in Indebtedness during the financial year</b>				
i. Addition	-	-	-	-
ii. Reduction	(4.01)	(11.15)	-	(15.16)
<b>Net Change</b>	<b>3.23</b>	<b>1.13</b>	<b>-</b>	<b>4.36</b>
Indebtedness at the end of the financial year				
i. Principal Amount	2.17	1.13	1.44	4.74
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>2.17</b>	<b>1.13</b>	<b>1.44</b>	<b>4.74</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No	Particulars of Remuneration	Amt in ₹	Amt in ₹
1)	Gross Salary	-	-
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-
	b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2)	Stock Options	-	-
3)	Sweat Equity	-	-
4)	Commission	-	-
	- as % of profit	-	-
	- as others specify	-	-
5)	Others , Please specify	-	-
	<b>Total A</b>	-	-

### B. Remuneration to other Directors :

(Amt in ₹)

S. No	Particulars of Remuneration	Fee for attending board / committee Meetings	Commission	Others, please specify	Total Amount
1.	Independent Directors				
	1. Rajneesh Agarwal	1,50,000	-	-	1,50,000
	2. Udita Jhunjhunwala	1,65,000	-	-	1,65,000
	3. Sharad Rustagi	1,55,000	-	-	1,55,000
	<b>Total (1)</b>	<b>4,70,000</b>	-	-	<b>4,70,000</b>
2.	Other Non- Executive Directors				
	1. Sunil Biyani	30,000	-	-	30,000
	2. Swapnil Kothari	1,55,000	-	-	1,55,000
	<b>Total (2)</b>	<b>1,85,000</b>	-	-	<b>1,85,000</b>
	<b>Total (B) = (1+2)</b>	<b>6,55,000</b>	-	-	<b>6,55,000</b>
	<b>Total Managerial Remuneration</b>				
	Overall Ceiling as per the Act	Sitting fees is paid within the limit specified under the Companies Act, 2013.			

### C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mayank Tandon	Tanuj Agarwal	Suchita Rajput
1.	Gross salary	25.41	6.37	2.69
	a. Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	b. Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.88	0.13	-
	c. Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	<b>Total</b>	<b>26.29</b>	<b>6.50</b>	<b>2.69</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.