

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the members of Galaxy Entertainment Corporation Limited will be held on Wednesday, September 19, 2018, at 11.00 a.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 the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Biyani (DIN: 00006583), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider re-appointment of Mr. Sharad Rustagi (DIN: 07232913) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sharad Rustagi (DIN: 07232913), an Independent Director of the Company, who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. September 29, 2018 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Act.”

Registered Office:

Eyelet House, M.S. Patel Compound,
Opp. Shah Industrial Estate,
Saki-Vihar, Andheri (East),
Mumbai - 400072

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

Place: Mumbai

Date: August 2, 2018

**By Order of the Board
For Galaxy Entertainment Corporation Ltd**

**Suchita Rajput
Company Secretary**

NOTES:

1. An explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to Special Business to be transacted at the Annual General Meeting ("AGM") is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members up to and not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company.
The instrument appointing proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting.
3. Corporate members intending to send its authorized representatives to attend the Annual General Meeting in terms of Section 113 of the Act is requested to send the Company a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

4. **The Securities and Exchange Board of India (SEBI) vide their circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 have directed all the listed Companies to record the PAN and Bank Account details of all their shareholders. Accordingly, steps have already been taken for registering the PAN (including joint holders, if any) and Bank Account details. You are requested to forward the same to the Company / Registrar and Share Transfer Agent, TSR Darashaw Limited.**
5. **The Securities and Exchange Board of India (SEBI) vide their circular SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that the transfer of securities of a listed Companies would be carried out in dematerialized form only. Accordingly in terms of amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the shares held in physical form will not be considered for transfer with effect from December 5, 2018.**
6. Any members proposes to seek any clarification on the financial statements are requested to send the queries to the Company at its registered office at least seven working days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
7. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 12, 2018 to Wednesday, September 19, 2018 (both days inclusive).
8. Under Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has not yet declared dividend.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Independent Director of the Company have been appointed for a maximum term of 5 years in accordance with the relevant provisions of the Act and is not eligible to retire by rotation.
11. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations in respect of the Directors seeking appointment/ re-appointment, at the AGM forms integral part of the notice. Requisite declarations have been received from the Directors for their appointment / re-appointment.
12. In terms of Section 101 and 136 of the Act read with the Rules made thereunder, electronic copy of the Annual Report is being send to all the Members whose email ID's are registered with the Company / Depository Participant(s) for communication purpose unless any Member has requested for a hard copy of the same.

Physical copy of the Annual Report is being sent to those Members, who have either opted for the same or have not registered their email addresses. In case any Member wishes to get a physical copy of the Annual Report, a request may be sent to investors@thegalaxycorp.com or csg-unit@tsrdarashaw.com mentioning the folio number / DP ID and Client ID, as the case may be. The Annual Report is also available in the "Financials" section on the website of the Company at www.thegalaxycorp.com
13. Electronic copy of the Notice of the 36th AGM of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 36th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
14. Members may also note that the Notice of the 36th AGM, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2018 will also be available on the Company's website www.thegalaxycorp.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Eyelet House, M.S. Patel Compound, Opp. Shah Industrial Estate, Saki-Vihar, Andheri (East), Mumbai-400072 for inspection during normal business hours on working days. Even after registering

for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication; the shareholders may also send requests to the Company's email id: investors@thegalaxycorp.com.

15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information related to e-voting are given in this Notice under Note No. 25. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.
16. Following statutory registers shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours:
 - i. Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act. The said Register shall also be produced at the commencement of the AGM and shall remain open and accessible during the continuance of the AGM to any person having the right to attend the AGM.
 - ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act. The said Register shall be kept open for inspection at the AGM and shall be made accessible to any person attending AGM.
17. Members can avail of the nomination facility by filing Form SH – 13, as prescribed under section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company or the RTA.
18. The Annual Reports will not be distributed at the AGM. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting along with the Annual Report.
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Documents referred to in the Notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days, (Monday to Friday) from 10.00 a.m to 1.00 p.m., except holidays, upto the date of the 36th AGM i.e. September 19, 2018.
21. The Equity Shares of the Company are compulsorily traded in demat form and the shareholders who have not yet dematerialized their shares are requested to dematerialize their shares by opening DP Account with nearest Depository Participants at the earliest to avail the benefits of dematerialization.
22. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form are requested to advise any change of address immediately to the Company / Registrar and Share Transfer Agent viz. TSR Darashaw Limited, 6-1, Haji Moosa Patrawala Estate, 20, Dr. E. Moses Road, Mahalaxmi (West), Mumbai – 400 011, Maharashtra.
23. Non-Resident Shareholders are requested to inform immediately Registrar and Share Transfer Agent, TSR Darashaw Limited:
 - i. The change in the Residential status on return to India for permanent settlement.
 - ii. The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
24. Members desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. If, however, shares are held in physical form, Members are advised to register their e-mail address with the RTA by sending communication on csg-unit@tsrdarashaw.com, along with their folio no. and valid e-mail address for registration.
25. Voting through electronic means:
 - I. 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 the e-mail and also open PDF file namely "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 remote e-voting. Please note that the password is an initial password. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- iii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iv. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- v. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Applicant Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- vi. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Applicant Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ix. Now, you will have to click on "Login" button.

x. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see the "EVEN" of the company in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of "Galaxy Entertainment Corporation Limited".
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you have voted on the resolution, you will not be allowed to modify your vote.

II. 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).

III. The remote e-voting period commences on Sunday, September 16, 2018 (9:00 am) and ends on Tuesday, September 18, 2018 (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 12, 2018, 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 shareholders by means of e-voting, shareholders shall not be allowed to change it subsequently.

IV. 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 August 10, 2018.

Any person who acquires shares of the Company and becomes member of the Company after the dispatch of the Notice and holding shares as of the cut-off date, i.e. August 10, 2018 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 AGM even after exercising his / her/ their right to vote through remote voting but shall not be allowed to vote again at the AGM.

Mr. Amit Samani, Practising Company Secretary of M/s. Amit Samani & Co., Company Secretaries (Membership No: F7397 and Certificate of Practice No: 7966), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner at the 36th AGM of the Company.

The Chairman of the AGM, shall 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.

- V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make within a period of three (3) days from 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, of the Company.

The results declared along with the report of the scrutinizer shall be placed on the Company's website www.thegalaxycorp.com and on the websites of Stock Exchange and NSDL.

- VI. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of voting results (i.e. remote e-Voting and voting held at the AGM)
26. It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
27. The road map of the location for the venue of AGM is attached herewith.

Registered Office:

Eyelet House, M.S. Patel Compound,
Opp. Shah Industrial Estate,
Saki-Vihar, Andheri (East),
Mumbai - 400072

CIN: L51900MH1981PLC024988

E-mail: investors@thegalaxycorp.com

Website: www.thegalaxycorp.com

Place: Mumbai

Date: August 2, 2018

**By Order of the Board
For Galaxy Entertainment Corporation Ltd**

**Suchita Rajput
Company Secretary**

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. 3 as stated in the Notice.

Item No. 3

Mr. Sharad Rustagi, Independent Director of the Company was appointed pursuant to the approval of members through ordinary resolution passed at the Annual General Meeting of the Company held on September 29, 2015. The term of his current appointment is expiring on September 28, 2018.

In terms of Regulation 19(4) read with Para A-5 of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company at their meeting held on August 2, 2018, approved and recommended to the members for their approval for appointment of Mr. Sharad Rustagi, as a Independent Director for a second term of Five years starting from September 29, 2018 to September 28, 2023.

The Board considered rich experience, knowledge, skills, valuable contribution to the Company and overall performance evaluation of Mr. Sharad Rustagi and recommend his appointment for second term of consecutive five years to the members of the Company for approval.

Pursuant to section 149(10) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, an independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution of the Company and disclosure of such appointment in the Board Report's.

Mr. Sharad Rustagi has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sharad Rustagi fulfills the conditions as specified in the Companies Act, 2013 and the rules made thereunder read with Schedule IV for appointment as an Independent Director.

Mr. Sharad Rustagi does not hold any share in his name in the Company.

Copy of the draft letter of 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.

Brief profile, qualification, experience, date of appointment on Board, number of Board meeting attended during the financial year 2017-18, directorships, membership/chairmanships of the Committees held in other companies of Mr. Sharad Rustagi, are enclosed along with the explanatory statement/ corporate governance report.

Accordingly, the Board recommends the special resolution as set out in item no. 3 of the notice for the approval of the members.

Registered Office:

Eyelet House, M.S. Patel Compound,
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CIN: L51900MH1981PLC024988
E-mail: investors@thegalaxycorp.com
Website: www.thegalaxycorp.com

Place: Mumbai
Date: August 2, 2018

**By Order of the Board
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**Suchita Rajput
Company Secretary**

ADDITIONAL INFORMATION IN TERMS OF REGULATION 36 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT / RE-APPOINTMENT.

1.	Name of the Director	Mr. Sunil Biyani
	Date of birth	October 24, 1969
	Date of appointment	May 27, 2011
	Director Identification Number	00006583
	Qualification	Master’s in Business Administration
	Expertise in specific Functional Areas	Mr. Sunil Biyani is a Commerce graduate and obtained Masters in Business Administration. He is instrumental in setting up various formats in the future group. He has extensive experience in textiles, retail sectors, Building and Construction, property related transaction and project management. He leads the real estate, mall management teams of various group Companies within the Future Group.
	Other Directorship(s) / Designated Partner	Future Market Networks Limited Apollo Design Apparel Parks Limited Goldmohur Design and Apparel Park Limited Bartraya Mall Development Company Private Limited Splendor Fitness Private Limited Star Shopping Centres Private Limited Utility Developers Private Limited Sun City Properties Private Limited IRS Minerals Private Limited IRAA Minerals Private Limited SBRI Minerals Private Limited White Knight Mercantile LLP Oviya Multitrading LLP Biyani Capital Resources LLP GSR Capital Resources LLP
	Membership in Committees	Name of the Company : Apollo Design Apparel Parks Limited Committee : Audit Committee Position held : Member Name of the Company : Goldmohur Design and Apparel Park Limited Committee : Audit Committee Position held : Member Name of the Company : Future Market Networks Limited Committee : Stakeholder Relationship Committee Position held : Member Name of the Company : Galaxy Entertainment Corporation Limited Committee : Stakeholders Relationship Committee Position held : Member
	Relationship between Directors interse	None
	Number of Equity Shares held in the Company	None
	Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2017-18.

2.	Name of the Director	Mr. Sharad Rustagi
	Date of birth	October 13, 1978
	Date of appointment	August 11, 2015
	Director Identification Number	07232913
	Qualification	Chartered Accountant & Company Secretary
	Expertise in specific Functional Areas	Mr. Sharad Rustagi is 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, Business process manuals, Due Diligence reviews, System reviews, etc.
	Other Directorship(s) / Designated Partner	Nufuture Digital (India) Limited FLFL Lifestyle Brands Limited Victoria Agro Food Processing Private Limited Ojas Mall Management Private Limited
	Membership in Committees	Name of the Company: Nufuture Digital (India) Limited Committee: Audit committee, Nomination, Remuneration and Compensation committee Position held: Member Name of the Director: FLFL Lifestyles Brands Limited Committee: Audit Committee, Position held: Member
	Relationship between Directors interse	None
	Number of Equity Shares held in the Company	None
	Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2017-18.