

**KRISHNA RATHI & ASSOCIATES
COMPANY SECRETARIES**

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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;

