

COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING OF

GALAXY ENTERTAINMENT CORPORATION LIMITED

HELD ON DECEMBER 8, 2017

AMIT SAMANI & CO.

COMPANY SECRETARIES

Report of the Scrutinizers

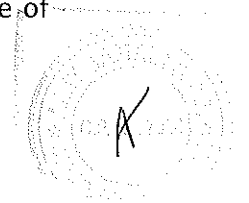
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,
The Chairman,
Of Extra Ordinary General Meeting of the Equity Shareholders of Galaxy Entertainment Corporation Limited held on Friday, 8th day of December 2017 at 11.00 a.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Dear Sir,

I, Amit Samani Proprietor of M/s Amit Samani & Co., Company Secretaries, Mumbai appointed as Scrutinizer for the purpose of scrutinizing both remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting by use of ballot at the venue of the Extra Ordinary General Meeting on the resolutions contained in the Notice calling the Extra Ordinary General Meeting of the **Galaxy Entertainment Corporation Limited** (CIN: L51900MH1981PLC024988) ("the Company") held on Friday, 8th day of December 2017 at 11.00 a.m. at Sunville Banquets 9, Dr. Annie Besant Road, Worli, Mumbai - 400018, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice calling the Extra Ordinary General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the chairman on the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited (NSDL) and the reports generated electronically by Registrar and Transfer Agents, TSR Darashaw Limited for voting by use of ballots at the meeting.
- b) The remote e-voting concluded on December 7, 2017 at 5.00 p.m.
- c) At the Extra Ordinary General Meeting of the Company held on December 8, 2017, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes.
- d) I have issued scrutinizer's report separately on the remote e-voting and voting by use of ballots at the meeting and I hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the Extra Ordinary General Meeting.
- e) The consolidated result of the voting is as under:



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A. RESOLUTION NO.1 – ORDINARY RESOLUTION

Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company;

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	34	9246782	99.98
Voting by Poll at the EGM venue	51	2097	99.86
TOTAL	85	9248879	99.98

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	1800	0.02
Voting by Poll at the EGM venue	2	3	0.14
TOTAL	3	1803	0.02

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Voting by Poll at the EGM venue	12	13
TOTAL	12	13

B. RESOLUTION NO.2: SPECIAL RESOLUTION

To consider and approve issue of equity shares on preferential basis.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	34	4310647	100.00
Voting by Poll at the EGM venue	51	2097	99.86
TOTAL	85	4312744	100.00

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(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting by Poll at the EGM venue	2	3	0.14
TOTAL	2	3	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	1	4937935
Voting by Poll at the EGM venue	12	13
TOTAL	13	4937948

C. RESOLUTION NO.3: SPECIAL RESOLUTION

To consider and approve issue of Compulsorily Convertible Debenture on preferential basis

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	33	4308847	99.96
Voting by Poll at the EGM venue	51	2097	99.86
TOTAL	84	4310944	99.98

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	1800	0.04
Voting by Poll at the EGM venue	2	3	0.14
TOTAL	3	1803	0.02



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(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	1	4937935
Voting by Poll at the EGM venue	12	13
TOTAL	13	4937948

Based on the foregoing, the Resolution No.(s) 1 to 3 as stated in the Notice dated November 8, 2017 of the Extra Ordinary General Meeting held on December 8, 2017 shall be deemed to be passed with the requisite majority.

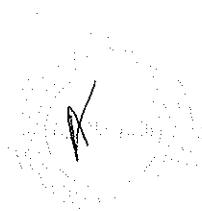
All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,

For Amit Samani & Co.


(Amit Samani)

Membership No.7397 CP No.7966



Countersigned by:

For **GALAXY ENTERTAINMENT CORPORATION LIMITED**




SUCHITA RAJPUT
COMPANY SECRETARY

Place: Mumbai

Date: 08th December, 2017.