**ENTERTAINMENT (INTERNATIONAL) LIMITED**
644, Aurora colony, Road No.3, Banjara Hills, Hyderabad - 500 034. INDIA
Tel: +91-40-23553726 & 27 Fax:+91-40-23552594
CIN: L92113TG2007PLC053585

October 3, 2015

| | |
|---|---|
| The Manager (Listing Department)<br>Department of Corporate Services<br>**BSE Limited**<br>P J Towers, Dalal Street,<br>Mumbai - 400 001.<br>Company Code: 533176 (BSE) | The Manager (Listing Department),<br>**National Stock Exchange of India Limited,**<br>"Exchange Plaza" Bandra - Kurla Complex<br>Mumbai - 400 051.<br>Company Code: DQE (NSE) |

Dear Sir(s),

**Sub : Clause 35A of Listing Agreement – Details of Voting Results of 08th Annual General Meeting of the Company.**

Pursuant to Clause 35A of Listing Agreement, we are herewith submitting the details regarding voting results of the business transacted at the 08th Annual General Meeting of the Company held on Wednesday, 30th Day of September, 2015 at 02.30 P.M at Hotel The Plaza, 6-3-870, Tourism Plaza, Green lands, Begumpet, Hyderabad - 500 016, in the prescribed format showing the results of the voting.

Resolution wise voting results as required under Clause 35A of Listing Agreement is enclosed as **Annexure - 1**

The said results are also hosted on the website of the Company www.dqentertainment.com

Further please note the disclosure of results in 35A is not applicable to the company. The company is following the same for better compliance.

We hereby request to note the above and acknowledge the receipt of this disclosure.

Thanking You,

Yours Faithfully
For **DQ Entertainment (International) Limited**

**Sindhu Maladath Sivaraman**
**Company Secretary and Compliance Officer**
**Encl: As above**

## Voting Results as per clause 35A of Listing Agreement

| | | | |
|---|---|---|---|
| Date of AGM | | 30th September, 2015 | |
| Total Number of Share Holders as Record date<br>- Cut- off date for e-voting : 23rd September, 2015 | | 12751 | |
| No. of Share Holders Present in the meeting either in person of through proxy: 97 | | Present in Person | Present Through Proxy |
| | - Promoters and Promoter Group | 1 | 0 |
| | - Public | 57 | 39 |
| | TOTAL | 58 | 39 |
| No. of Share Holders Present in the meeting through Video – Conferencing:<br>- Promoters and Promoter Group<br>- Public | | NIL | |

### Agenda Wise

| Resolution No | Details of Agenda | Votes in favour | Votes against | Invalid Votes | Total cast Votes |
|---|---|---|---|---|---|
| MODE OF VOTING : REMOTE E-VOTING & POLLING PAPERS | | | | | |
| **Ordinary Resolution** | | | | | |
| 1 | To consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon | 60702588 | 3007 | 0 | 60705595 |
| 2 | To appoint a Director in place of Ms. Rashida Adenwala (DIN: 00008212), who retires by rotation and, being eligible offers himself for reappointment | 60702588 | 3007 | 0 | 60705595 |
| 3 | Appointment of Statutory Auditors | 60702586 | 3009 | 0 | 60705595 |
| 4 | Appointment of Mr. B. N. Sirish as Independent Director of the Company | 60702586 | 3009 | 0 | 60705595 |
| 5 | Appointment of Mr. Auknoor Goutam as Independent Director of the Company | 60702586 | 3009 | 0 | 60705595 |
| **Special Resolution** | | | | | |
| 6 | Alteration of Articles of Association of the Company | 60702586 | 3009 | 0 | 60705595 |

ANNEXURE - 1

**Item No # 01: To consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No . of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7638 | 3007 | 71.7519% | 28.2481% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702588** | **3007** | **99.9950%** | **0.0050%** |

**Item No # 02 To appoint a Director in place of Ms. Rashida Adenwala (DIN: 00008212), who retires by rotation and, being eligible offers himself for reappointment:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No . of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7638 | 3007 | 71.7519% | 28.2481% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702588** | **3007** | **99.9950%** | **0.0050%** |

**Item No # 03 : Appointment of Statutory Auditors:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No . of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7636 | 3009 | 71.7332% | 28.2668% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702586** | **3009** | **99.9950%** | **0.0050%** |

**Item No # 04 : Appointment of Mr. B. N. Sirish as Independent Director of the Company:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No . of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7636 | 3009 | 71.7332% | 28.2668% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702586** | **3009** | **99.9950%** | **0.0050%** |

**Item No # 05 : Appointment of Mr. Auknoor Goutam as Independent Director of the Company:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No . of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7636 | 3009 | 71.7332% | 28.2668% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702586** | **3009** | **99.9950%** | **0.0050%** |

**Item No # 06: Alteration of Articles of Association of the Company:**

| Promoter/ Public | No. of shares held (1) | No.of votes Polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1) * 100] | No. of Votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)= [(4)/(2) * 100] | % of Votes against on votes polled (7)= [(5)/(2) * 100] |
|---|---|---|---|---|---|---|---|
| Promoter & promoter Group | 59462218 | 59461972 | 99.9996% | 59461972 | - | 100 | - |
| Public - Institutional Holders | 1260900 | 1232978 | 97.7856% | 1232978 | - | 100 | - |
| Public - others | 18559882 | 10645 | 0.0574% | 7636 | 3009 | 71.7332% | 28.2668% |
| **Grand Total** | **79283000** | **60705595** | **76.5682%** | **60702586** | **3009** | **99.9950%** | **0.0050%** |

**Report of Scrutinizer(s)**

*(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)*

To

The Chairman
DQ Entertainment (International) Limited,
644, Aurora Colony, Road No 3,
Banjara Hills, Hyderabad - 500034
Telangana

Date : 03rd October, 2015

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report on remote e-voting and Polling Paper conducted to transact the items as set out in the notice of 8th Annual General Meeting of DQ Entertainment (International) Limited ("Company") held on Wednesday, 30th September, 2015 at 02:30 P.M.

I, R. Ramakrishna Gupta, Practicing Company Secretary (FCS Membership No. 5523), Partner at M/s. R&A Associates, Company Secretaries, Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the polling papers received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 8th Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at 02:30 P.M.

I, hereby report that:

- The Company has completed the dispatch of Notice(s) dated 13th August, 2015 along with statement setting out material facts under Section 102 of the Act to the Shareholders of the Company

- The shareholders of the Company holding shares as on cut-off date i.e., 23rd September, 2015, were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

- The Company had availed the services offered by Karvy Computer Share Private Limited ("Karvy") for providing facility of remote e-voting to the Shareholders of the Company.

  Further, the Company has also provided voting facility by way of Polling Papers to the shareholders present at the Annual General Meeting to those who had not cast their vote earlier through remote e-voting.

- Remote e-voting platform commenced on **Sunday, 27th September, 2015 at 09.00 A.M and closed on Tuesday, 29th September, 2015 at 05.00 P.M** and e-voting platform was blocked thereafter.

- The votes cast under remote e-voting facility were unblocked in the presence of two witnesses, Ms. Nikitha Sarda & Mr. Deepesh Pipalwa, who are not in the employment of the Company and after the conclusion of the Annual General Meeting the votes cast there under were counted.

- After the closure of the voting at the Annual General Meeting, the report on voting done at the Meeting was generated in my presence and the voting was diligently scrutinized.

- I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the Karvy e-voting system. The Polling Papers received during the Annual General Meeting of the Company were reconciled and scrutinized with the records maintained by Karvy.

  Further the polling papers received from the share holders who had already cast their Vote through remote e-voting and a couple of polling papers whose details were not matching with the data available with karvy, were not taken into consideration.

- I now submit the consolidated Report as under on the basis of the results of the remote e-voting and voting at the meeting in respect of the resolutions as set out in the Notice of 8th Annual General Meeting of the Company.

| | | | |
|---|---|---|---|
| Total Number of Share Holders as on record date: **23rd September, 2015.** | | **12751** | |
| No. of Share Holders present in the meeting either in person or through proxy: **97** | | **Present in Person** | **Present Through Proxy** |
| | - Promoters and Promoter Group | 1 | 0 |
| | - Public | 57 | 39 |
| | **TOTAL** | **58** | **39** |
| No. of Members casted votes through remote e-voting | | **08** | |
| Votes casted through remote e-voting | | **60695799** | |
| No. of Members casted votes through Polling Paper | | **21** | |
| Votes casted through Polling Paper | | **9796** | |
| Total Number of Members whose votes were declared invalid | | **0** | |
| Total No. of Invalid Votes by them | | **0** | |

**Resolution No.1: Ordinary Resolution:**

**To consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon:**

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 27 | 60702588 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 2 | 3007 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

**Resolution No.2: Ordinary Resolution:**

**To appoint a Director in place of Ms. Rashida Adenwala (DIN: 00008212), who retires by rotation and, being eligible offers himself for reappointment:**

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 27 | 60702588 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 2 | 3007 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

**Resolution No.3: Ordinary Resolution:**

**Appointment of Statutory Auditors:**

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 26 | 60702586 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 3 | 3009 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

**Resolution No.4: Ordinary Resolution:**

**Appointment of Mr. B. N. Sirish as Independent Director of the Company:**

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 26 | 60702586 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 3 | 3009 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

**Resolution No.5: Ordinary Resolution:**

**Appointment of Mr. Auknoor Goutam as Independent Director of the Company**

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 26 | 60702586 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 3 | 3009 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

**Resolution No.6: Special Resolution:**

**Alteration of Articles of Association of the Company**:

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 26 | 60702586 | 99.995% |

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

| Number of members voted through remote e-voting & Polling Paper | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 3 | 3009 | 0.005% |

(iii) ***Invalid*** Votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|---|
| 0 | 0 |

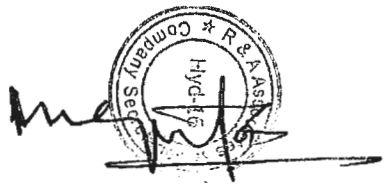
**RESULT:**

After considering above, we report that the Resolution No's 1 to 6 as set out in the notice of 08th Annual General Meeting of the Company have been passed with majority.

The electronic data relating to remote e-voting, Polling Papers received and all other relevant documents are safe under my custody and will be handed over to the Chairman of the Company for preserving safely after the chairman considers, approves and signs the minutes of the Annual General Meeting.

**Thanking you**

**Yours faithfully,**
**R&A Associates,**
**Company Secretaries,**



**(R. Ramakrishna Gupta)**
**Partner,**
**CP No: 6696**
**FCS Membership No: 5532**

**Place: Hyderabad**
**Date: 03rd October, 2015**