

Date: 29/05/2023

The General Manager Department of Corporate Services BSE Limited PhirozeJeejabhoy Towers Dalal Street, Fort Mumbai - 400 001	The Manager Listing Department National Stock Exchanges of India Limited Exchange Plaza , 5 th Floor, Plot No.C/1, G Block, Bandra- kurla Complex, Bandra(East) Mumbai – 400 051
Scrip Code : 533176	Scrip Code : DQE

Dear Sir/Madam,

Sub: Filing of Annual Secretarial Compliance Report (ASCR) for the FY-2022-23 ended 31-03-2023

Ref: Regn.24A- Reg. ASCR- SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

With reference to the captioned subject and in compliance with Regn.24A and other/ applicable Regulations of LODRRs of SEBI, please find enclosed herewith the Annual Secretarial Compliance Report of our Company for the Financial Year ended 31-03-2023 as issued by the PCS M/s JRA AND ASSOCIATES LLP COMPANY SECRETARIES, Secretarial Auditors of the Company.

The PCS certificate was inadvertently submitted in the old format and the same was rectified attached the revised as per the latest format as prescribed.

Kindly note the above and take the same on your records.

Yours Faithfully

For DQ Entertainment (International) Limited

AHALADA RAO
VUMMENTHALA

Digitally signed by AHALADA RAO VUMMENTHALA
DN: c=IN, ou=Personal, postalCode=500020, st=Telangana,
serialNumber=3158831FF40AD70D887FF7711CBBC3CA1
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RAO VUMMENTHALA
Date: 2023.05.31 22:35:44 +05'30'

CS Dr Ahalada Rao Vummenthala

Resolution Professional for DQ Entertainment (International) Limited

IP Registration No.IBBI/IPA-002/IP-N00074/2017-2018/10172

LLPIN: AAJ-3978

Secretarial Audit Report

For the Financial Year Ended 31st March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Resolution Professional,
DQ Entertainment (International) Limited,
(under CIRP)
CIN: L92113TG2007PLC053585,
Hyderabad.

We have examined:

- * all the documents and records made available to us and explanation provided by the Resolution Professional **DQ Entertainment (International) Limited, (under CIRP)** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

** Not in a position to offer the comments, being the records not in access and based on the information available at process e-Mail id maintained by RP as per the IBC regulations and based on information available at public domain.*

for the year ended 31st March, 2023 (i.e. from 01st April, 2022 to 31st March, 2023 ("Review Period")) in respect of compliance with the provisions of :

** the books, papers, minute books, forms and returns filed and other records and registers are not accessible as the Registered Office premises taken over by the property owner forcibly for which Resolution Professional file Interlocutory Application with Hon'ble NCLT, Hyderabad Bench and the matter being under Subjudice, not in a position to offer the comments.*

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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- * the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

** IRP / RP complied to the extent of practically possible from the CIRP commencement date to 31st March, 2023, however, prior to the commencement of CIRP the erstwhile management was deviated with listing agreement compliances.*

Apart from this, as per the Notification No. SEBI/LAD-NRO/GN/2018/21 Dated 31st May, 2018 issued by SEBI, majority of the regulations related SEBI (LODR) Regulation, 2015 issued by the SEBI are not applicable to the Companies under CIRP, which is in line with listing agreements.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

** Since the Company is under CIRP, practically the systems and process are not in a position to implement by the Company.*



We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	NA	As the Board of the Company was not reconstituted and practically not possible to conduct the Board Meetings and General Meetings, Hence, Secretarial Standard 1 & Secretarial Standard 2 issued by ICSI are not applicable
2.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	No	<i>Not in a position to offer the comments, being the records not in access and based on the information available at process e-Mail id maintained by RP as per the IBC regulations and based on information available at public domain.</i>
3.	<u>Maintenance and disclosures on Website:</u> - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	NA	Company website is active but Resolution Professional is not in a position to access the same and not updating the reports in website due to technical risks
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	No	Only 1 Director is existing in MCA21 and Board is not reconstituted



5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	- Company is having 2 Subsidiaries, DQ Entertainment (Ireland) Limited and DQ Entertainment USA LLC - As per the information available, DQ Entertainment (Ireland) Limited – 100% Subsidiary, is closed under winding process and receiver has been appointed.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	<i>Resolution Professional is maintaining the Documents in Soft and Hard copies and updating the same with Information Utility – NeSL (National E-Governance Services Limited)</i>
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	NA	<i>Since there is no Board, and there are no business transactions, practically not possible to Evaluate the performance</i>
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	There are no significant Related Party Transactions except the appointment of Valuers and other appointments during the period and the same disclosed by the appointees as per the provisions of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR	Yes	<i>Resolution Professional is intimated to the Stock Exchanges time to time</i>



	Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	NA	<i>Further, the books, papers, minute books, forms and returns filed and other records and registers are not accessible as the Registered Office premises taken over by the property owner forcibly for which Resolution Professional file Interlocutory Application with Hon'ble NCLT, Hyderabad Bench and the matter being under Subjudice, not in a position to offer the comments.</i>
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	<i>Further, the books, papers, minute books, forms and returns filed and other records and registers are not accessible as the Registered Office premises taken over by the property owner forcibly for which Resolution Professional file Interlocutory Application with Hon'ble NCLT, Hyderabad Bench and the matter being under Subjudice, not in a position to offer the comments.</i>
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc	No	<i>Statutory Auditor's term has been expired and the Company was not appointed the Auditor, however, the</i>



			Resolution Professional has appointed the Auditor
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*** Since the Company is under CIRP as laid down under the IBC, 2016, prior to commencement of CIRP, ie. from 01st April, 2022 to 16th June, 2022, the erstwhile Management of the Company has ceased the operations of the company, based on the business model and there is reduction in the number of employees because of resignation / termination, and other reasons, the instances of applicability of provisions of majority of the instances mentioned above are not applicable, further information and records are not-accessible, comments are not in a position to offer.**

*** Further, books, papers, minute books, forms and returns filed and other records and registers are not accessible as the Registered Office premises taken over by the property owner forcibly for which Resolution Professional file Interlocutory Application with Hon'ble NCLT, Hyderabad Bench and the matter being under Subjudice, not in a position to offer the comments.**

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

S r. N o	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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- The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations / circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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Place : Hyderabad
Date : 28.05.2023

For Jaipal Reddy. N & Associates
Company Secretaries

Jaipal Reddy

N. Jaipal Reddy
Proprietor

FCS: 8859; CP: 10280

UDIN: F008859E000401438



ANNEXURE

To
The Resolution Professional,
DQ Entertainment (International) Limited,
(under CIRP)
CIN: L92113TG2007PLC053585,
Hyderabad.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records on our audit.
2. We have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the information and relevant documents including representation given by the management about the compliance of laws, Rules and Regulations and happening of events etc.
5. The compliances of the provisions of corporate and other applicable laws. Rules, Regulations, Standards are the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the Company efficiency of effectiveness with which the Management has conducted the affairs of the Company.

Place : Hyderabad
Date : 28.05.2023

For Jaipal Reddy. N & Associates
Company Secretaries

N. Jaipal Reddy
Proprietor

FCS: 8859; CP: 10280
UDIN: **F008859E000401438**

