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

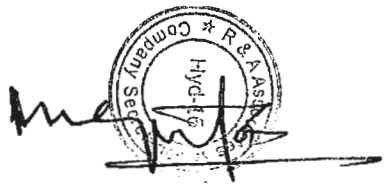
RESULT:

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