MINUTES OF SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. DQ ENTERTAINMENT (INTERNATIONAL) LIMITED HELD ON SEPTEMBER 27, 2013 AT 2.30 PM AT NKM GRAND, 6-3-563/31/1,OFF TAJ RESIDENCY ROAD,SOMAJIGUDA,ERRAMANZIL, HYDERABAD – 500 082

Members Present:

1. Mr. Tapaas Chakravarti - Member and representative of DQ Entertainment (Mauritius) Limited
2. Mr. K. Srikanth/Kyathika – Representative of Mackenzie Cundill Emerging Markets Value Class
3. Mr. K. Srikanth/Kyathika – Representative of Axis Mutual Fund Trustee Limited
4. Ms. Sumedha Saraogi- Member
5. Mr. A. Ramkrishna- Member
6. Mr. Laxminarayana Nagu-Member
7. Mr. Suresh Chand Jain - Member
8. Mr. Ramnivas Kankani- Member
9. Mr. Krishna Gopal Gupta – Member
10. Mr. Gandhi Gaddipati – Member
11. Mr. Shantilal C. Shah – Member
12. Mr. Wali UR Rahman Sufi Mohammad – Member
13. Mr. Ramana Rao – Member
14. Mr. Shujath Ali Khan – Member
15. Mr. Seetha Ram Reddy – Member
16. Mr. Ajay Kumar Shah – Member
17. Mr. Sravanthi Yerroju - Member
18. Mr. G. Ramesh – Member
19. Mr. Sridhar Ram Karur – Member
20. Mr. N. Durga Prasad – Member
21. Mr. Mohd Zafarullah Khan – Member
22. Ms. Vimala Bai Jain – Member
23. Mr. Shubhra Shah – Member
24. Mr. Kishore KK – Member
25. Ms. Nettem Sunitha – Member
26. Mr. Venkata Ramana Anupa – Member
27. Mr. Hari Kumar Surapaneni – Member
28. Mr. S. Hari Kumar – Member
29. Ms. Monali – Member
30. Ms. S V M L Sharmila - Member

And other members present as per the attendance register.

CHAIRMAN'S INITIALS

Directors Present on the dias:

1. Mr. Tapaas Chakravarti- Chairman, Managing Director & Chief Executive Officer
2. Mr. K. Balasubramanian- Chairman of Audit Committee
3. Ms. Rashida Adenwala- Director

Invitees:

Mr. Abuali Darukhanawala Partner, MZSK & Associates, Chartered Accountants

Other officials of the Company on the dias:

1. Mr. Jayaram Susarla. – DGM Finance & Audit
2. Ms. Anita Sunil Nair- Company Secretary & Compliance officer

Ms. Anita Sunil Nair, Company Secretary welcomed the members present to the sixth Annual General Meeting of the Company. She then requested the Chairman to preside over the meeting and requested all the Directors and other Company officials to take their seats on the dais.

After ascertaining that the requisite quorum was present, the meeting was taken to order and proceedings were commenced.

Further with the permission of the members, the notice convening the sixth Annual General Meeting together with Directors' and Auditors' Report was taken as read.

The Company Secretary informed the members that Director's shareholding register and other statutory registers are kept open for inspection and the members could inspect the same any time during the meeting.

The Chairman appraised the members about the progress made by the Company during the financial year ended March 2013.

The Company Secretary requested the Members to express their views, comments and questions, if any, on the accounts and other operations of the Company. The Chairman then replied to all the queries raised by the members.

Thereafter the items on the agenda were taken up. The first item on the agenda was the approval of Annual Accounts.

CHAIRMAN'S INITIALS

1. **TO CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2013, THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON**

The Company Secretary invited queries from members on the accounts and operations of the Company. As there were no queries from the members, the following resolutions were proposed by Mr. Krishna Gopal Gupta and seconded by Mr. Gandhi Gaddipati which were then unanimously passed by show of hands as Ordinary Resolutions:

"**RESOLVED THAT** the draft Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the period ended 31st March, 2013, along with the schedules and annexures thereto, be and are hereby approved and adopted together with the Directors' and Auditor's Report thereon.

RESOLVED FURTHER THAT Mr. Tapaas Chakravarti, CMD & CEO, Mr.K.Balasubramanian Director, Mr. Sanjay Choudhary, Chief Financial Officer and Ms. Anita Sunil Nair, Company Secretary of the Company be and are hereby authorised to authenticate the Balance Sheet and Profit and Loss Account for the period ended on 31st March, 2013 in accordance with Section 215 of the Companies Act, 1956."

2. **REAPPOINTMENT OF MR. K. BALASUBRAMANIAN**

The Company Secretary informed the members that Mr. K.Balasubramanian, Director, retires at this Annual General Meeting and being eligible has offered himself for reappointment.

Thereafter, Mr. Shantilal C. Shah proposed the following resolutions, which were seconded by Mr. Suresh Chand Jain and were unanimously passed as Ordinary resolutions by show of hands:

"**RESOLVED THAT** Mr. K.Balasubramanian be and is hereby appointed as a Director of the Company whose office is liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Ms. Anita Sunil Nair, Company Secretary of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds and things as may be required to give effect to the above mentioned resolution."

CHAIRMAN'S INITIALS

3. REAPPOINTMENT OF MR. GIRISH KULKARNI

The Company Secretary informed the members that Mr. Girish Kulkarni, Director, retires at this Annual General Meeting and being eligible has offered himself for reappointment.

Thereafter, Mr. Wali UR Rahman Sufi Mohammad proposed the following resolutions which were seconded by Mr. Ramana Rao and were unanimously passed as Ordinary resolutions by show of hands:

"**RESOLVED THAT** Mr. Girish Kulkarni be and is hereby appointed as a Director of the Company whose office is liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Ms. Anita Sunil Nair, Company Secretary of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds and things as may be required to give effect to the above mentioned resolution.

4. TO APPOINT AUDITORS AND TO FIX THEIR REMUNERATION

The Company Secretary informed the members that the Company has received a special notice from a member proposing to pass a resolution appointing M/s MZSK & Associates, Chartered Accountants as the statutory Auditors of the Company in place of M/s Haribhakti & Co, the retiring Auditors of the Company.

M/s MZSK & Associates is a new member firm of BDO Group in India. BDO is a fifth largest accounting network in the world.

The Company has received consent from M/s MZSK & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not otherwise disqualified for such appointment.

The Company has also received resignation letter from M/s Haribhakti & Co. the retiring auditors.

Subsequently, the following resolution was proposed by Mr. Shujath Ali Khan and seconded by Mr. Seetharam Reddy. The resolution was passed unanimously by show of hands as an ordinary resolution.

CHAIRMAN'S INITIALS

"**RESOLVED THAT** M/s MZSK & Associates., Chartered Accountants (Registration No. 105047W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s Haribhakti & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company."

5. VOTE OF THANKS

There being no other business to transact, the meeting concluded with vote of thanks to the chair.

Place: Hyderabad
Date: 24/10/2013.

CHAIRMAN

CHAIRMAN'S INITIALS