MINUTES OF EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. DQ ENTERTAINMENT (INTERNATIONAL) LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2015 AT 2.30 PM AT HOTEL 'THE PLAZA', 6-3-870, TOURISM PLAZA, GREENLANDS, BEGUMPET, HYDERABAD - 500 016.

Directors Present:

1. Mrs. Rashida Adenwala – Director
2. Mr. S. Sundar – Independent Director & Chairman of Audit Committee
3. Mr. B.N. Sirish – Additional Independent Director

Statutory Auditor:

Mr. Ananthakrishnan G - Partner, MZSK & Associates, Chartered Accountants

Officials of the Company on the Dias:

1. Mr. Sanjay Choudhary – Chief Financial Officer
2. Ms. Sindhu M.S - Company Secretary & Compliance officer

Members Present:

97 (Ninety seven) Members attended the meeting either through person or in proxy (as per the attendance register).

Mrs. Rashida Adenwala informed the shareholders that Mr. Tapaas Chakravarti, CMD & CEO of the Company had communicated his inability to attend the meeting on account a personal emergency. Thereafter, the Directors and Members present at the meeting nominated Mrs. Rashida Adenwala, to Chair the meeting, in accordance with Article 120 of the Articles of Association of the Company. After ascertaining that the requisite quorum was present, Mrs. Rashida Adenwala, Chairperson declared the meeting as open and, commenced the proceedings of the meeting. Mrs. Rashida Adenwala welcomed all the Shareholders, Proxies and Special Invitees to the 8th Annual General Meeting of the Company.

Mrs. Rashida Adenwala informed the meeting that, with the consent of the Members present, the Notice convening the Meeting, Audited Accounts and Directors' Report thereon having already been circulated, would be taken as read.

Chairman's Speech:

Mrs. Rashida Adenwala, Chairperson, appraised the Members about the progress made by the Company during the financial year ended March 2015.

The Chairperson then requested the Members to express their views, comments and questions, if any, on the accounts and other operations of the Company. The members raised a few queries on the accounts, business and operations of the Company. Mrs. Rashida Adenwala satisfactory replied to all the queries raised by the Members pertaining to the business and operations of the Company. Mr. S. Sundar, Independent Director & Chairman of Audit Committee also responded to the concerns raised by the Members on the financial position of the Company.

The Company Secretary thereafter informed that shareholders that the Register of Members, Register of Directors' shareholding with other statutory registers are kept open for inspection by the shareholders at the venue and the same are accessible during the continuance of the meeting.

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The Company Secretary thereafter provided the updates on the following:

a. e-voting facility:

The Members were informed that, pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014, the Company has extended the facility of e-voting to the Members from Sunday, September 27, 2015 (9.00 am IST) to Tuesday, September 29, 2015 (5.00 pm IST) to enable them to cast their vote electronically, in respect of the Ordinary and Special business to be transacted at the Annual General Meeting.

The shareholders were informed that, the Board of Directors has engaged the services of Karvy Computershare Private Limited ('Karvy') as the agency to provide e-voting facility and have appointed Mr. R. Ramakrishna Gupta, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the poll and remote e-voting process.

b. Physical Ballot:

The Members, who were physically present and who had not voted electronically, were requested by the Secretary to cast their vote through physical ballot for all the 6 resolutions specified in the Notice. The Company Secretary informed that upon completion of voting by physical ballot, the Scrutinizers will count the votes and sign and submit the result to the Chairperson by adding the physical votes to the electronically casted votes in favour and against each resolution on October 3, 2015.

c. Conduct of Physical Ballot:

As advised by the Chairperson, the Company Secretary then conducted the voting procedure by distributing ballot papers. The Scrutinizer declared that the ballot boxes were empty. Thereafter, the voting process commenced.

After ensuring that all the Members had casted their votes, the Scrutinizers closed the voting at around 3.15 p.m. and sealed and took custody of the ballot box.

Vote Of Thanks

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

Results of Electronic voting and the Physical Ballot:

On the basis of the Scrutinizers Report for the Electronic Voting dated 3rd October, 2015 and for the Physical Ballot held at the Annual General Meeting dated 30th September 2015, the Chairperson announced the results of the voting on 3rd October 2015. He mentioned that all the Ordinary and Special businesses have been passed with the requisite majority. The Resolutions for the Ordinary and Special business as set out from Item No. 1 to 6 in the Notice of the 8th Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 8th Annual General Meeting of the Company held on 30th September, 2015.

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Item No # 01: Adoption of 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 (Ordinary Resolution):financial statements) of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution):

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: Appointment of Ms. Rashida Adenwala (DIN 00008212), retiring by rotation (Ordinary Resolution):

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%**

CHAIRMAN'S INITIAL

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%**

CHAIRMAN'S INITIALS

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%**

Date: 14/10/2015

Place: Hyderabad.

Chairman

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