MINUTES OF SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. DQ ENTERTAINMENT (INTERNATIONAL) LIMITED HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 2.30 PM AT HOTEL HARITHA PLAZA,6-3-870, BALAYOGI PARYATAK BHAVAN, GREENLANDS, BEGUMPET, HYDERABAD-500 016.

Present:

Directors:

1. Mr. Tapaas Chakravarti- Chairman, Managing Director & Chief Executive Officer
2. Mr. V. Santhanaraman- Member of the Audit Committee
3. Ms. Rashida Adenwala- Director

Statutory Auditor:

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

Officials of the Company on the Dias:

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

Members Present:

168 (One Hundred and sixty eight) Members attended the meeting either through person or in proxy (as per the attendance slip).

After ascertaining that the requisite quorum was present, Mr. Tapaas Chakravarti- Chairman, Managing Director & Chief Executive Officer declared the meeting as open. The Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 7th Annual General Meeting of the Company.

The Chairman informed the meeting 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.

Notice convening the Meeting, Audited Accounts and Directors' Report thereon:

With the consent of the Members present, the Notice convening the Meeting, Audited Accounts and Directors' Report thereon having already been circulated were taken as read.

CHAIRMAN'S INITIALS

Chairman's Speech:-

The Chairman appraised the Members about the progress made by the Company during the financial year ended March 2014.

The Chairman then 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.

Update on 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 September 24, 2014 at 9.00 am to September 26, 2014 at 6.00 pm. 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 Members were informed that, Mr. R. Ramakrishna Gupta, Practicing Company Secretary, Partner, R&A Associates, Company Secretaries was appointed as the Scrutinizer. The Chairman then stated that, Mr. R. Ramakrishna Gupta has submitted his report of E-voting to him.

Physical Ballot:

The Chairman then suggested to the Members, physically present and who had not voted electronically, to cast their vote through physical ballot and instructed the Company Secretary to carry out the physical ballot process for all the 7 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 Chairman by adding the physical votes to the electronically casted votes in favour and against each resolution within 2 working days from the conclusion of the Meeting.

Conduct of Physical Ballot:

As advised by the Chairman, 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.

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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 1st October, 2014 and for the Physical Ballot held at the Annual General Meeting dated 30th September 2014, the Chairman announced the results of the voting on 1st October 2014. 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 7 in the Notice of the 7th Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 7th Annual General Meeting of the Company held on 30th September, 2014.

Resolution No. 1 (Ordinary resolution)
Adoption the audited statement of Profit and Loss for the financial year ended 31st March, 2014 and Balance Sheet as at that date together with the reports of Auditors and the Board of Directors.

"**RESOLVED THAT** audited statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted."

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516573	99.9999	7	0.0001

CHAIRMAN'S INITIALS

Resolution No. 2 (Ordinary resolution)
Re-appointment of Ms. Rashida Adenwala Director

"**RESOLVED THAT** Ms. Rashida Adenwala (DIN 00008212), who retires by rotation and, being eligible, offered herself for re-appointment, be and is hereby re-appointed as a director of the Company"

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516558	99.9999	22	0.0001

Resolution No. 3 (Ordinary resolution)
Appointment of Auditors

"**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. MZSK & Associates, Chartered Accountants (Firm Registration No. 105047W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fourth consecutive AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59463291	99.9999	7	0.0001

CHAIRMAN'S INITIALS

Resolution No. 4 (Ordinary resolution)
Appointment of Mr. K. Balasubramanian as Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. K. Balasubramanian (DIN 00009132), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 29, 2019."

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516473	99.9998	107	0.0002

Resolution No. 5 (Ordinary resolution)
Appointment of Mr. Girish Kulkarni as Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Girish Kulkarni (DIN 00062382), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956

CHAIRMAN'S INITIALS

and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 29, 2019."

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516573	99.9999	7	0.0001

Resolution No. 6 (Ordinary resolution)
Appointment of Mr. S. Sundar as Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. Sundar (DIN 03170456), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 29, 2019."

CHAIRMAN'S INITIALS

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516473	99.9998	107	0.0002

Resolution No. 7 (Ordinary resolution)

Appointment of Mr. V. Santhanaraman as Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. Santhanaraman (DIN 00212334), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 100 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 29, 2019."

This resolution was duly approved as an Ordinary resolution and the count of votes cast is as under:

No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
59516558	99.9999	22	0.0001

CHAIRMAN'S INITIALS

The results were notified to the Stock Exchange (i.e. NSE and BSE) in the format prescribed under Clause 35 of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

Place: Hyderabad
Date: 29/10/2014

CHAIRMAN

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