DQ ENTERTAINMENT (INTERNATIONAL) LIMITED

644, Aurora colony, Road No.3, Banjara Hills, Hyderabad - 500 034. INDIA
Tel: +91-40-23553726 & 27 Fax:+91-40-23552594
CIN: L92113TG2007PLC053585

September 7, 2015

To,

The Manager (Listing) Department of Corporate Services **Bombay Stock Exchange Limited** P J Towers, Dalal Street, Mumbai — 400 001. **Company Code: 533176 (BSE)**	The Manager (Listing), **National Stock Exchange of India Limited,** "Exchange Plaza" Bandra - Kurla Complex Mumbai- 400 051. **Company Code: DQE (NSE)**

Dear Sir/Madam,

Sub: Intimation of Notice — AGM, Book Closure and E-voting facility

Kindly note that the **Eighth Annual General Meeting (AGM) of DQ Entertainment (International) Limited** will be held on Wednesday, September 30, 2015, at 02.30 p.m. IST at Hotel 'The Plaza', 6-3-870, Tourism Plaza, Greenlands, Begumpet, Hyderabad - 500 016.

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the AGM of the Company.

Further, in terms of Section 108 of the Companies Act, 2013 and the Companies (Management & Administration) Rules 2014, the Company has fixed 23rd September, 2015 as the cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 8th Annual General Meeting (AGM), by electronic means under the Companies Act, 2013 and rules thereunder.

The notice of the AGM is annexed herewith. The Company would be availing e-Voting Services of Karvy Computershare Private Limited and below is calendar of events for e-voting:

Date and time of commencing of voting through electronic means	Sunday, September 27, 2015 (9.00 am IST)
Date and time of end of voting through electronic means	Tuesday, September 29, 2015 (5.00 pm IST)

Kindly take the same for your record.

Thanking you,

Yours faithfully,
For **DQ Entertainment (International) Limited**

DQ Entertainment (International) Limited Hyderabad

Sindhu M.S.
(Company Secretary)
Encl as above

AGM NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of DQ Entertainment (International) Limited will be held on Wednesday, September 30, 2015, at 02.30 p.m. IST at Hotel 'The Plaza', 6-3-870, Tourism Plaza, Greenlands, Begumpet, Hyderabad - 500 016, to transact the following business:

ORDINARY BUSINESS

Item no.1 – Adoption of financial statements
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.

Item no.2 – Appointment of Director
To appoint a Director in place of Ms. Rashida Adenwala (DIN 00008212), who retires by rotation and, being eligible, seeks re-appointment.

Item no.3 – Appointment of Auditors
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. MZSK & Associates, Chartered Accountants (Firm Registration No. 105047W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Ninth AGM of the Company to be held in the year 2016, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors"

SPECIAL BUSINESS:

Item no. 4 – Appointment of Mr. B. N. Sirish as Independent Director of the Company
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"**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. B. N. Sirish (DIN - 02023568), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 13, 2015, in terms of Section 161(1) of the Companies Act, 2013 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, 2020."

Item no. 5 – Appointment of Mr. Auknoor Goutam as Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"**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. Auknoor Goutam (DIN 02652304), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 13, 2015, in terms of Section 161(1) of the Companies Act, 2013 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, 2020.

Item no. 6 – Alteration of Articles of association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company. "

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **DQ Entertainment (International) Limited**

Hyderabad, August 13, 2015

Sindhu Maladath Sisupalan
Company Secretary

Registered Office:
644, Aurora Colony, Road No. 3, Banjara Hills, Hyderabad - 500 034
Telephone: +91-40-23553726&27, Fax No. +91-40-23552594
Website: www.dqentertainment.com
CIN No: L92113TG2007PLC053585

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of membe**rs not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

7. Electronic copy of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Slip and Proxy Form is being sent in the permitted mode.

8. Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www. dqentertainment.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@dqentertainment.com.

9. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period will commence from Sunday, September 27, 2015 (9.00 am IST) and shall end on Tuesday, September 29, 2015

(5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled on September 29, 2015 at 5.00 pm.

(ii) The shareholders should open their web browser during the voting period and navigate to 'https://evoting.karvy.com'.

(iii) Enter the login credentials [i.e., user id and password]. Your Folio No. / DPID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.

(iv) After entering the details appropriately, click on LOGIN.

(v) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one's special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials.

(vii) On successful login, the system will prompt you to select the EVSN i.e. DQ Entertainment (International) Limited

(viii) On the voting page, enter the number of shares as on the cutoff date i.e., 23rd September, 2015 under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/ AGAINST taken together should not exceed the total shareholding as on the cut-off date. You may also choose the option ABSTAIN and the shares held will not be counted under either head.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

(x) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

(xi) Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.

(xii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e.23rd September, 2015.

(xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of http://evoting.karvy.com or contact Karvy at Tel. No. 1800 345 4001 (tollfree).

(xiv) The resolutions shall be deemed to be passed on the date of the annual general meeting, subject to receipt of sufficient votes.

(xv) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail on ramakrishna.fcs@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "CorporateName_EVSN."

V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (23rd September, 2015) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

VI. Mr. R. Ramakrishna Gupta, Practicing Company Secretary(C.P. No. 6696), Hyderabad has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.dqentertainment.com) and on Service Provider's website (https://evoting.karvy.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 and 5

Mr. Auknoor Goutam and Mr. B.N. Sirish were appointed as Additional Directors on August 13, 2015, in terms of Section 161(1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and are continuing as 'Independent Directors'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next AGM and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Nomination and Remuneration Committee and, the Board of Directors have recommended the appointment of Mr. B. N. Sirish and Mr. Auknoor Goutam as Independent Directors of the Company.

Mr. B. N. Sirish and Mr. Auknoor Goutam have given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act, and being eligible, offer themselves for appointment as Independent Directors for a term as stated in the Resolutions.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Notice has been received from the members signifying their intention to propose appointment of these Directors along with a deposit of Rupees One lakh each.

A brief profile of Mr. B. N. Sirish and Mr. Auknoor Goutam, including nature of their expertise and other disclosures as required under Clause 49 of the Listing Agreement, are provided in the Annexure to this Notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Except Mr. B. N. Sirish and Mr. Auknoor Goutam, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 4 and 5.

The Board recommends the Ordinary Resolution set out at items No. 4 and 5 of the Notice for approval by the shareholders.

Item No. 6

With the coming into force of the Act several regulations of the existing Articles of Association (AoA) of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For **DQ Entertainment (International) Limited**

Hyderabad, August 13, 2015

Sindhu Maladath Sisupalan
Company Secretary

Registered Office:
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ADDITIONAL INFORMATION ON DIRECTORS

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Ms. Rashida Adenwala	Mr. B.N. Sirish	Mr. Auknoor Goutam
Age	51 years	51 years	49 years
Qualification	Graduate in Commerce & law and a qualified Company Secretary.	Fellow Chartered Accountant of Institute of Chartered Accountants of India (ICAI); Diploma in Information Systems Audit of ICAI; Certificate course in International Taxation of ICAI; Bachelor of Commerce from Osmania University.	Executive Education from Harvard Business School, Stanford Business School, Indian Institute of Management, Indian School of Business and Woxsen Business School; Corporate Directorship Certification from World Council for Corporate Governance, United Kingdom; Masters in Life sciences; MBA in Finance; Bachelors in Law.
Expertise	Legal, Corporate Affairs, Corporate Governance, Finance & Internal Audit, Member of the Secretarial Standards Board constituted by ICSI for the years 2006 and 2008, Member of Expert Advisory Board of ICSI.	Statutory audits, Internal audits, Bank branch audits, Direct Taxes including international taxation, NRI taxation and remittances, Appeals, Management Advisory Services, Start-up Mentoring.	Core competency in corporate leadership, project management, human capital management, administration, operations, finance, technology adaptation, strategy, planning and alignment.
Directorships held in other companies *	R & A Corporate Consultants India Private Limited	-	Zumpu Software Solutions Private Limited
Chairman/ Member of Committees as on March 31, 2015	-	-	-
Number of shares held in the Company as on March 31, 2015	Nil	Nil	Nil

*Note: * This does not include position in foreign companies, position as an advisory board member and position in companies under Section 8 of Companies Act 2013 but includes private limited companies.*