



DQ ENTERTAINMENT (INTERNATIONAL) LIMITED

644, Aurora colony, Road No.3, Banjara Hills, Hyderabad - 5000 034. INDIA
Tel: +91-40-23553726 & 27 Fax: +91-40-23552594
CIN: L92113TG2007PLC053585

September 2, 2016

To,

The Manager (Listing)
Department of Corporate Services
BSE 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 **Ninth Annual General Meeting (AGM) of DQ Entertainment (International) Limited** will be held on Friday, September 30, 2016, at 02.30 p.m. IST at Hotel ‘The Plaza’, 6-3-870, Balayogi Paryatak Bhavan, Greenlands, Begumpet, Hyderabad - 500 016.

Pursuant to the provisions of Reg. 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and share transfer books of the Company shall remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (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 September 23, 2016 as the cut-off date to record the entitlement of the shareholders to cast their vote by electronic means (e-voting) and at the 9th Annual General Meeting (AGM), 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	Tuesday, September 27, 2016 at 9.00 am IST
Date and time of end of voting through electronic means	Thursday, September 29, 2016 at 5.00 pm IST

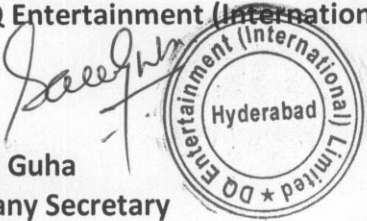
Kindly take the same on record.

Thanking you,

Yours faithfully,

For **DQ Entertainment (International) Limited**

Sachin Guha
Company Secretary



Encl: as above

AGM NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of **DQ Entertainment (International) Limited** will be held on Friday, September 30, 2016, at 02.30 p.m. IST at Hotel 'The Plaza', 6-3-870, Balayogi Paryatak Bhavan, Greenlands, Begumpet, Hyderabad - 500 016, to transact the following business:

ORDINARY BUSINESS

Item no.1 – Adoption of financial statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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 next AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

Item no. 4 – Approval for revision in remuneration of Mr. Tapaas Chakravarti, CMD & CEO

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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the approval of the Central Government and such other authorities as may be necessary, payment of remuneration to Mr Tapaas Chakravarti, CMD & CEO of the Company for the

remaining period of his tenure w.e.f. May 1, 2016 at the following remuneration be and is hereby approved:

Salary: Rs 8.33 lacs per month

Perquisites: Rs. 10.08 lacs per annum

Performance Incentive: Upto 3% of Profit after Tax (PAT)

PERQUISITES AND ALLOWANCES

CATEGORY - A

a) Reimbursement of Medical Expenses incurred for self and his family as permissible under the Income Tax Act, 1961.

b) Leave travel concession- for self and his family once in a year incurred in accordance with the rules of the Company.

c) Club fees shall be reimbursable subject to a maximum of two clubs and this fee will not include admission and life membership fees.

d) Personal Accident Insurance- the premium amount on such insurance cover shall be reimbursable.

e) Ex-gratia, Bonus & Incentive: In accordance with the rules of the Company.

f) Education Allowance for his children, as may be applicable.

g) Any other perquisites or allowances as applicable.

CATEGORY – B

i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will be as per rules of the Company. The same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961

ii) The Managing Director shall be entitled to Gratuity as per the rules of the Company.

iii) Earned leave as per rules of the Company but not exceeding one (1) month leave for every eleven (11) months. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY – C

i) Free use of Company's car with driver for Company's business.

ii) Free telephone facility at residence.

iii) Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

The above mentioned salary and perquisites shall be paid and allowed as a minimum remuneration during the currency of tenure of his office as the CMD & CEO, notwithstanding the absence or inadequacy of profits in any accounting year subject to the limits prescribed under Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Item no. 5 – Approval of material related party transaction with Method Animation S.A.S.

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 188 and all other applicable provisions & Rules made thereon, of the Companies Act, 2013 (the 'Act') and in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

[SEBI (LODR) Regulations], including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions with Method Animation S.A.S (Method Animation), an Associate Company and a 'related party' as defined under Section 2(76) of the Companies Act, 2013 and Reg. 2(zb) of SEBI (LODR) Regulations, subject to an aggregate monetary ceiling of Rs. 75 crores (Rupees seventy five crores only) during a financial year on such terms and conditions as may be mutually agreed upon between the Company and Method Animation as per details set out under Item no. 5 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with Method Animation within the aforesaid limit;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

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

Tapaas Chakravarti
CMD & CEO

Hyderabad, August 12, 2016

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 & 5 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 members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

3. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking reappointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declarations for her re-appointment.

7. Electronic copy of the Notice of the 9th 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 9th 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 9th Annual General Meeting and the Annual Report for 2016 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 Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in the Notice of the 9th Annual General Meeting, from a place other than the venue of the Meeting (Remote e-voting).

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. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

III. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

IV. The remote e-voting period will commence from Tuesday, September 27, 2016 (9.00 am IST) and shall end on Thursday, September 29, 2016 (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, 2016, may cast their vote electronically. The e-voting module shall be disabled on September 29, 2016 at 5.00 pm.

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

In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'DQ Entertainment (International) Limited'

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

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. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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(s).

xii. 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 authorised representative(s), to the Scrutinizer at email ramakrishna.fcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

VI. Other Instructions

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: DQ Entertainment (International) Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or email at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 23rd September, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)

Example for CDSL:

MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

Example for Physical:

MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

VII. 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, 2016) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

VIII. Mr. R. Ramakrishna Gupta, Practicing Company Secretary, 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.

IX. 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 "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.

X. 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, within 48 hours 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.

XI. 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

Mr. Tapaas Chakravarti as a promoter of the Company has helped to shape the success story of his creation, DQ Entertainment group. It has been more than 7 years that the Company has not revised the salary of Mr. Tapaas Chakravarti. The Company has maintained the same salary structure for him since 2009.

In the year 2012, he was re-appointed as the CMD & CEO of the Company for a further period of five years commencing from September 1, 2012 without any revision in his remuneration.

As a token of reward for his valuable contribution, the Board, on recommendation of Nomination & Remuneration Committee, at its meeting held on May 30, 2016 approved the revision in remuneration of Mr. Tapaas Chakravarti, subject to the approval of members.

Except Mr. Tapaas Chakravarti, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item Nos. 4.

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

Item No. 5

Method Animation S.A.S. (Method Animation), a French production house, is an associate Company and a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Reg. 2(zb) of SEBI (LODR) Regulations, 2015.

The particulars of the transactions with Method Animation required to be disclosed under Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name of related party: Method Animation S.A.S.

2. Nature of relationship: Method Animation is an associate company of DQ Entertainment (International) Limited (DQE India).

3. Name of Director or Key Managerial Personnel who is related:

Mr. Sanjay Choudhary is the Chief Financial Officer of the Company and is a Director in Method Animation.

4. Nature, material terms and particulars of the contracts/arrangements/transactions:

I. Nature of arrangement: DQE India is associated with Method Animation for the development, production and distribution of the animated series, in accordance with the agreements executed between the parties from time to time.

II. Material terms and particulars of the contract: The co-production agreements executed between Method Animation and the Company, under the following terms mainly:

- a. Development, production and distribution of the animated series
- b. Sharing of budget and financing of the series
- c. Sharing of copyright
- d. Sharing of the net revenues of the series
- e. Credits and advertising
- f. Ownership of rights, assignment and
- g. Deliverables

5. Monetary value: Estimated amount of up to Rs. 75 crores during a financial year.

The contracts/arrangements/transactions with Method Animation have already been approved by the members vide postal ballot on March 31, 2015. However, pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, all existing material related party transactions entered into prior to the date of notification of SEBI (LODR) Regulations and which are likely to continue to beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to the notification of these regulations. Accordingly, approval of members is sought for the material related party transactions with Method Animation.

The subject transactions though are in the ordinary course of Company's business and are at arm's length; being material in nature in accordance with the SEBI regulations, is recommended for the approval of the Members.

Except Mr. Sanjay Choudhary, Chief Financial Officer of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 5 of the Notice for approval of the unrelated shareholders of the Company.

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

Hyderabad, August 12, 2016

Tapaas Chakravarti
CMD & CEO

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

ADDITIONAL INFORMATION ON DIRECTORS

Details of the Director seeking re-appointment at the Annual General Meeting
(In pursuance of Reg. 36(3) of the SEBI (LODR) Regulations, 2015)

Name of Director	Ms. Rashida Adenwala (DIN: 00008212)
Brief resume	Already provided in the Annual report
Age	52 years
Qualification	Graduate in Commerce & Law and is a qualified Company Secretary.
Expertise	Legal, Corporate Affairs, Corporate Governance, Finance & Internal Audit.
Disclosure of relationship between Directors inter-se	Nil
Listed entities (other than DQ Entertainment) in which the Director holds the directorship and the Committee membership:	Nil
Number of shares held in the Company as on March 31, 2016	Nil