AGM Notice

NOTICE is hereby given that the Seventh Annual General Meeting of DQ Entertainment (International) Limited will be held on Tuesday, September 30, 2014, at 02.30 p.m. IST at Hotel Haritha Plaza 6-3-870, Balayogi Paryatak Bhavan, Greenlands, Begumpet, Hyderabad-500 016, to transact the following businesses:

ORDINARY BUSINESS

Item no. 1 – Adoption of financial statements

To receive, consider and adopt the 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.

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 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."

SPECIAL BUSINESS:

Item no. 4 – Appointment of Mr. K. Balasubramanian as Independent Director of the Company

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 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."

Item no. 5 – Appointment of Mr. Girish Kulkarni as Independent Director of the Company

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 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 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."

Item no. 6 – Appointment of Mr. S. Sundar as Independent Director of the Company

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 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."

Item no. 7 – Appointment of Mr. V. Santhanaraman as Independent Director of the Company

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 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."

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

Hyderabad, May 30, 2014

Sindhu M.S.
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, which sets out details relating to Special Business at the meeting, 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. 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 48 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 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.

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

6. Electronic copy of the Notice of the 7th 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 7th 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 in the permitted mode.

7. Members may also note that the Notice of the 7th Annual General Meeting and the Annual Report for 2014 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.

8. Voting through electronic means

In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence from Wednesday, September 24, 2014 at 9.00 am and will end at 6.00 pm on Friday, September 26, 2014. The e-voting module will be disabled on September 26, 2014 at 6.00 pm. During this period, the Members, whose names appear in the Register of Members / list of Beneficial Owners as on 29th day, August, 2014, may cast their vote electronically.

The Company has appointed Mr. R. Ramakrishna Gupta, Practicing Company Secretary, Partner, R&A Associates, Company Secretaries, to act as the Scrutinizer, to

scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Company has entered into an arrangement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting at the AGM. The instructions for e-voting are as under:

1. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

2. Enter the login credentials
(i.e. user-id & password)

User-ID:
For Shareholder(s)/ Beneficial Owner(s) holding Shares in Demat Form:-

- **For NSDL**:- 8 Characters DP ID followed By 8 Digits Client ID'
- **For CDSL**:- 16 Digits Beneficiary ID

For Members holding shares in Physical Form:-

- EVEN No. followed by the Folio Number registered with the company

Password: Your Unique password is mentioned in the electronic notice forwarded by email or physical copies sent by post along with the Annual Report and Notice calling the Annual General Meeting.

Captcha: Enter the Verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3. After entering these details appropriately, click on "LOGIN".

4. Members holding shares in Demat/Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. Kindly ensure that you keep your password confidential and note down your password for future reference.

5. You need to login again with the new credentials.

6. On successful login, system will prompt to select the 'Event' i.e., ' **DQ Entertainment (International) Limited** '.

7. If you are holding shares in Demat form and had logged on to **https://evoting.karvy.com** and casted your vote earlier for any other company, then your existing login id and password are to be used.

8. On the voting page, you will see Resolution Description and against the same the option '**FOR/AGAINST/ABSTAIN**' for voting. Enter the number of shares under '**FOR/AGAINST/ABSTAIN**' or alternatively you may partially enter any number in '**FOR**' and partially in '**AGAINST**', but the total number in '**FOR/AGAINST**' taken together should not exceed your total shareholding. If the shareholder does not want to cast any vote, the shareholder may select '**ABSTAIN**'.

9. After selecting the resolution if you have decided to cast vote on the same, click on "**SUBMIT**" and a confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

10. Once you '**CONFIRM**' your vote on the resolution, you will not be allowed to modify your vote.

11. Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to ramakrishna@rna-cs.com with a copy to evoting@karvy.com. The file scanned image of the board resolution should be in the naming format " Corporate Name _ EVEN No."

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

Item No. 4 - 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement, appointed Mr. K. Balasubramanian, Mr. Girish Kulkarni, and Mr. S. Sundar, as Independ ent Directors at various times, in compliance with the requirements of the clause. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Mr. V. Santhanaraman was appointed as Additional Director on May 30, 2014, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Non-Executive Independent' and is continuing as 'Independent Director'. 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 these directors as Independent Directors of the Company.

Mr. K. Balasubramanian, Mr. Girish Kulkarni, Mr. S. Sundar, and Mr. V. Santhanaraman, Non-Executive Directors of the Company, have given a 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 have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rupees One lakh each.

A brief profile of Independent Directors to be appointed, 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 these Directors, being appointees, 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 - 7

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

Hyderabad, May 30, 2014

Sindhu M.S.
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

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. K. Balasubramanian	Mr. Girish Kulkarni	Mr. S. Sundar	Mr. V. Santhanaraman
Age	50 years	71 years	48 years	54 years	65 years
Qualification	Graduate in Commerce & law and a qualified Company Secretary.	Graduate in Commerce and has done an advanced Management Program from Harvard Business School.	Bachelor of Engineering from IIT Mumbai and Master of Business Administration from IIM Ahmedabad.	Fellow Chartered Accountant & passed the Information Systems Audit-ISA.	Graduate in Commerce and C.A.I.I.B (Certified Associate of Indian Institute of Bankers).
Expertise	Legal, Corporate Affairs, Corporate Governance, Finance & Internal Audit.	International Banking and Finance.	Operating and Investment experience in different aspects of capital markets.	Statutory audit and Internal audit of public sector & government organizations.	Corporate Banking, treasury, risk management, project finance and foreign exchange operations.
Directorships held in other companies *	R & A Corporate Consultants India Private Limited	i)Parrys Sugar Industries Limited ii)Easyaccess Financial Services Limited iii)Raxa Security Services Limited iv)GMR Aviation Private Limited	i) KSK Energy Ventures Limited ii) GNS Outsourcing Private Limited iii) Topwave Trading Company Private Limited iv) Suyash Outsourcing Private Limited v) Serviont Global Solutions Limited vi) Enzen Global Solutions Private Limited vii)Suyash IT Services Private Limited viii)Gatil Properties Private Limited ix) Phoenix Living Spaces Private Limited x) Empays Payment Systems India Private Limited xi)Cocoberry Restaurants and Distributors Private Limited	-	(i)GMR Energy Limited (ii)GMR Infrastructure Limited (iii)Rajapalayam Mills Limited
Chairman/ Member of Committees as on March 31, 2014	-	(i) Easy Access Financial Services Limited (ii) Parrys Sugar Industries Limited (iii) Raxa Security Services Limited (iv) GMR Aviation Private Limited	(i) KSK Energy Ventures Limited (ii) Serviont Global Solutions Limited	-	-
Number of shares held in the Company as on March 31, 2014	Nil	Nil	Nil	Nil	Nil

*Note: * This does not include position in foreign companies, position as an advisory board member and position in companies under Section 25 of the Companies Act, 1956 (corresponding to companies under Section 8 of Companies Act 2013) but includes private limited companies.*

DQ ENTERTAINMENT (INTERNATIONAL) LIMITED
Regd Office: 644, Aurora Colony, Road No.3, Banjara Hills, Hyderabad-500 034, Telangana, INDIA.
CIN: L92113TG2007PLC053585 Website: www.dqentertainment.com Tel: 91-40-23553726 & 27

ATTENDANCE SLIP

Seventh Annual General Meeting, Tuesday, 30 September, 2014 at 2.30 p.m.
at Hotel Haritha Plaza 6-3-870, Balayogi Paryatak Bhavan, Greenlands, Begumpet, Hyderabad - 500 016

Folio No. ..... DP ID No.....Client ID No.....

Name of the Member .....Signature.....

Name of the Proxyholder .....Signature.....

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

.....Please tear here.....

DQ ENTERTAINMENT (INTERNATIONAL) LIMITED
Regd Office: 644, Aurora Colony, Road No.3, Banjara Hills, Hyderabad-500 034, Telangana, INDIA.
CIN: L92113TG2007PLC053585 Website: www.dqentertainment.com Tel: 91-40-23553726 & 27

PROXY FORM - MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s): .....
Registered Address: .....
E-mail Id: ..... Folio No / Client Id: ..... DP ID: .....

I / We, being the member(s) holding ..... shares of the above mentioned company, hereby appoint

1. Name: ..... E-mail id:.....
   Address:.....
   ....., Signature:.....
   or failing him/her
2. Name: ..... E-mail id:.....
   Address:.....
   ....., Signature:.....
   or failing him/her
3. Name: ..... E-mail id:.....
   Address:.....
   ....., Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 7th Annual General Meeting of the Company to be held on **Tuesday, the 30th day of September 2014 at 2.30 p.m.** at Hotel Haritha Plaza 6-3-870, Balayogi Paryatak Bhavan, Greenlands, Begumpet, Hyderabad - 500 016 and at any adjournment thereof, in respect of such resolutions as are indicated below:

	Vote (see Note 2) For	Against
Ordinary Business		
Resolution No. 1 : Adoption of Audited Financial Statements for the financial year ended March 31, 2014	☐	☐
Resolution No. 2 : Re-appointment of Ms. Rashida Adenwala as a Director of the Company	☐	☐
Resolution No. 3 : Appointment of Auditors	☐	☐
Special Business		
Resolution No. 4 : Appointment of Mr. K. Balasubramanian as Independent Director of the Company	☐	☐
Resolution No. 5 : Appointment of Mr. Girish Kulkarni as Independent Director of the Company	☐	☐
Resolution No. 6 : Appointment of Mr. S. Sundar as Independent Director of the Company	☐	☐
Resolution No. 7 : Appointment of Mr. V. Santhanaraman as Independent Director of the Company	☐	☐

Signed this ..... day of ....., 2014

Affix 15 paise revenue stamp

Signature of Shareholder (s) .....Signature of Proxy Holder (s).....

Note:
1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for/ against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.