



KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED

**26TH ANNUAL REPORT
FOR THE YEAR 2019-20**

COMPANY REGISTRATION NO: 04-024284

CIN NO: L92199GJ1995PLC024284

Registered with Registrar of Companies, Gujarat State

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED

Regd.Office: 100, Chinubhai Towers, Opp: Handloom House, Ashram Road,
Navrangpura, Ahmedabad: 380 009.

Telephone: 91-079-26582983 (F) 91-079-26584335

E.Mail: khyatimulti@gmail.com ~ Website: www.khyatimultimedia.com

CIN: L92199GJ1995PLC024284

DATE OF: 20/01/1995

COMPANY REGN NUMBER: 04-24284

INCORPORATION;

NOMINAL SHARE CAPITAL: Rs.13,00,00,000/-

26TH ANNUAL GENERAL MEETING PROGRAMME

DATE : 27TH SEPTEMBER 2020

DAY : SUNDAY

TIME : 01.30 P.M

VENUE : RADISSON BLU,

NEAR PANCHVATI CROSS ROADS,

OFF C.G.ROAD, AMBAWADI, AHMEDABAD

NOTE TO THE SHAREHOLDERS:

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting, Shareholders are requested to kindly bring their copies to the meeting.

BOARD OF DIRECTORS

Mr. Kartik J. Patel
Mr. Rao Kamalkant
Mr. Praful Agrawal
Mr. Arvindkumar Prajapati
Mrs. Jignaben K. Patel

Chairman & Managing Director
Independent Director
Non-Independent Director
Independent Director
Non-Executive Women Director

KEY MANAGERIAL PERSONNEL

Mr. Devilal J. Shah
(W.e.f. 02/12/2019)

Company Secretary

Mrs. Deepa Gidwani

Chief Financial Officer

SECRETARIAL AUDITOR

Shri Kamlesh M. Shah
(Practicing Company Secretary)

BANKERS OF THE COMPANY

HDFC Bank Limited, Navrangpura Branch, Ahmedabad: 380 009.

REGISTRAR AND SHARE TRANSFER AGENT

MCS SHARE TRANSFER AGENT LIMITED

201, Shatdal complex,
Opp. Bata show room,
Ashram road,
Ahmedabad – 380 009

Auditors

MAAK & ASSOCIATES
Chartered Accountants
Ahmedabad

REGD. OFFICE

100, Chinubhai Towers,
Opp. Handloom House,
Ashram Road, Navrangpura,
Ahmedabad: 380 009.

INVESTORS GRIEVANCE AND COMPLIANCE OFFICER:

Devilal J. Shah,
Compliance Officer
100, Chinubhai Towers, Opp: Handloom House,
Ashram Road, Navrangpura,
Ahmedabad: 380 009

INDEX

1	<i>NOTICE OF 26TH ANNUAL GENERAL MEETING OF THE COMPANY</i>
2	<i>PROXY FORM</i>
3	<i>DIRECTORS' REPORT</i>
4	<i>CORPORATE GOVERNANCE REPORT</i>
5	<i>MANAGEMENT DISCUSSION & ANALYSIS</i>
6	<i>INDEPENDENT AUDITORS' REPORT</i>
7	<i>BALANCE SHEET</i>
8	<i>STATEMENT OF PROFIT AND LOSS</i>
9	<i>CASH FLOW STATEMENT</i>
10	<i>NOTES FORMING PART OF FINANCIAL STATEMENTS</i>

NOTICE

NOTICE is hereby given that the 26TH Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Sunday the 27th September, 2020 at 01:30 P.M. at the Radisson Blu, Near Panchvati Cross Roads, Ellisbridge, Ahmedabad: 380006, Gujarat, India, to transact the following business:

ORDINARY BUSINESS:

- 1) To Receive, Consider, and Adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2020 and the reports of the Auditors and directors thereon.
- 2) To Re-appoint a director Kartik J. Patel (DIN: 00047862) who retires by rotation and being eligible offers himself for reappointment.
- 3) Appointment of Statutory 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 section 139 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company do hereby appointment of M/s MAAK & ASSOCIATES, Chartered Accountants, (FRN -135024W) as Financial Statutory Auditors of the Company for 5 (FIVE) financial years commencing from 2020-21 to 2024-25 and to hold the office as such from the conclusion of 26TH Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company for the financial year 2024-2025 subject to ratification of their appointment in each Annual General Meeting at such remuneration and reimbursement of out of pocket expenses if any, as may be mutually decided between Board of Directors of the Company and Auditors for each of the financial year separately on year to year basis.”

SPECIAL BUSINESS:

- 4) To approve the re-appointment of Mr. Rao Kamalkant (DIN: 02576450), as an Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rao Kamalkant (DIN: 02576450) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby reappointed as an

Independent Director of the Company to hold office for second term of five consecutive years with effect from September 30, 2020 to September 30, 2025 and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

- 5) **To approve the re-appointment of Mr. Arvind Kumar D. Prajapati (DIN: 02694784), as an Independent Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind kumar D. Prajapati (DIN: 02694784) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from September 30, 2020 to September 30, 2025 and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

- 6) **Appointment of Statutory Auditors M/s. MAAK & Associates in Casual Vacancy.**

“RESOLVED THAT pursuant to Section 139(8) of the Companies Act 2013 read with Rule 4 & 6 of Companies (Audit and Auditors) Rules 2014 and also read with Sub Regulation 7 of Part-A of Schedule III read with Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations and Rule 20 of Companies (management and administration) Rules, 2014 read with regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015 the appointment of MAAK & Associates, Chartered Accountants, a Firm of Chartered Accountants having Firm Registration Number FRN:135024W made by the Board of Directors of the Company for the Financial year 2019-20 (Financial Year ending on 31st March, 2020) in a casual vacancy caused by the

Resignation of the erstwhile statutory auditors M/s. ANA & Associates of the Company be and is hereby approved and confirmed.

“RESOLVED FURTHER THAT, MAAK & Associates with FRN: 135024W shall hold office up to the conclusion of the Annual General Meeting for the financial year ending on 31st March 2020 and they shall conduct the Statutory Audit for the Financial year ending on 31.03.2020 only and shall also give their Limited Review Certificates for the unaudited/audited financial results of the company prepared/ to be prepared for on quarterly basis for all the remaining quarters and shall also provide final statutory audit report of the company.

7) To Give Omnibus Approval for Related Party Transactions

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI (LODR), 2015, an omnibus consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the related party transactions including the transaction subsequent foreseen and repetitive in the nature whether or not made in ordinary course of business & at arm's length price by the Company with its related parties.”

“RESOLVED FURTHER THAT nothing contained in the above resolution shall restrict the Audit Committee / Board / Shareholders to periodically review, approve and revise the criteria for approval of subsequent related party transactions.”

“RESOLVED FURTHER THAT this approval does not allow the Management of the Company either impliedly or expressly to enter into related party transactions to take any personal benefit or to defeat interest of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of 188(3) of the Companies Act 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 along with Regulation 23 (8) of the SEBI (LODR), as amended from time to time, consent of the Members was required to be obtained within 3 months of the 1st such transaction, however, the company could not obtain such approval, due to covid pandemic, is now sought to be obtained, the consent of the members of the company by way of special resolution be and is hereby accorded for ratification of related party transactions entered by and between the Company and Related Parties during the period 2019-20 and the same be and are hereby approved and confirmed and as such transactions are voidable at the option of the Board and Members, be and is hereby further approved and confirmed and ratified.

By order of the board
KHYATI MULTIMEDIA ENTERTAINMENT LIMITED

Kartik J. Patel
(Chairman & Managing Director)
(DIN: 00047862)

Date: 03/09/2020
Place: Ahmedabad

IMPORTANT NOTES:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. Complete instructions on e-voting facility provided by the Company are annexed to this Notice explaining the process of e-voting with necessary user id and password along with procedure for such e-voting.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative/s to attend and vote at the Annual General Meeting.
4. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of directors seeking appointment/reappointment at the Annual General Meeting is given in detail, as annexed hereto.
5. **Shareholders are requested to bring their copy of Annual Report to the meeting.**
6. Members/Proxies should fill Attendance Slip for attending the meeting.

- 7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21st September, 2020 to Sunday, 27th September, 2020 (both days inclusive).**
8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will remain open and available for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every member participating in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN to the Company or its Share Registrars and Transfer Agents.
- 11. Members, who have not registered their email IDs so far with their depository participants, are requested to register their email IDs for receiving all the Communications including Annual Report, Notices etc. in electronic mode.**
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2020 is uploaded on the Company's website www.khyatimultimedia.com and may be accessed by the members.
14. Electronic copy of the Annual Report for 2019-20 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 physical copy of the same. For members who have not registered their email address, please register the Email address with RTA and depositories.

The instructions for members for voting electronically are as under: -

- (i) The voting period begins on Thursday, 24th September, 2020 at 10:00 A.M. and ends on Saturday, 26th September, 2020 at 05:00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record

date) of 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

	For Members holding shares in DEMAT Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

- (i) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iii) Click on the EVSN for the relevant Khyati Multimedia Entertainment Limited on which you choose to vote.
- (iv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option