



KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED

**29th ANNUAL REPORT
FOR THE YEAR 2022-23**

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/-

29th ANNUAL GENERAL MEETING PROGRAMME

DATE : 21st SEPTEMBER 2023

DAY : THURSDAY

TIME : 12:30 P.M

VENUE : THE PRESIDENT - A BOUTIQUE HOTEL,
OPP-MUNICIPAL MARKET, OFF. C G. ROAD,
NAVRANGPURA, AHMEDABAD-380009 GUJARAT

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	Chairman & Managing Director
Mr. Rao Kamalkant	Independent Director
Mr. Praful Agrawal	Non-Independent Director
*Mr. Arvindkumar Prajapati	Independent Director
*Mrs. Jignaben K. Patel	Non-Executive Women Director
*Mrs. Roma Alpesh Patel	Non-Executive Women Director
*Mr. Prakash Tekwani	Additional Independent Director

***Note: Mrs. Jignaben K. Patel had resigned w.e.f. 13th September 2022, However, in place of her Mrs. Roma Alpesh Patel has been Appointed as a Non-Executive Additional Women Director w.e.f 10/10/2022.**

***Note: Mr. Prakash Tekwani has been appointed w.e.f. 14th August 2023 in place of Mr. Arvind Prajapati due to his sad demise.**

KEY MANAGERIAL PERSONNEL

Mr. Devilal J. Shah	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

Company Law Consultants

M/s. Kamlesh M Shah & Co.,
Practicing Company Secretary
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

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NOTICE

NOTICE is hereby given that the 29TH Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Thursday the 21st September, 2023 at 12:30 P.M. at the THE PRESIDENT, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India to transact the following business:

ORDINARY BUSINESS:

- 1) To Receive, Consider, and Adopt the Standalone Audited Financial Statement of the Company for the 31st March, 2023 and the reports of the Auditors thereon.
- 2) To Re-appoint a director Prafulchandra Agarwal (DIN: 00088295) who retires by rotation and being eligible offers himself for reappointment.
- 3) To Ratify the Reappointment of M/s. MAAK & Associates, Chartered Accountants, Ahmedabad FRN: 135024W as the Statutory Auditors of the Company for the next financial year 2023-24 and to hold the office as such up to the conclusion of the Next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in their consultation.

SPECIAL BUSINESS:

- 4) **To approve the Re-Appointment and Regularize Mr. Prakash Tekwani (DIN: 03589658), as a Non-Executive 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. Prakash Tekwani (DIN: 03589658) be and hereby appointed as 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 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 21, 2023 to September 21, 2028 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) Re-Appointment of Mrs. Roma Alpesh Patel (Din: 09747211) as Woman Director of The Company in The Category Non-Promoter- Non-Executive- Woman Director (To Consider and If Thought Fit to Pass Following Resolution as An Ordinary Resolution)

“RESOLVED THAT Mrs. Roma Patel (DIN: 09747211) who was appointed as an Additional Director on the Board of Directors on 10th October 2022 vide its Resolution in the category of Additional Non Promoter, Non-Executive Woman Director pursuant to section 160 and the relevant rules under the Companies (Appointment and Qualifications of Directors) Rules 2014 as amended up to the date, and in respect of whom the company has received notices in writing from some members proposing her as Director be and is hereby appointed as regular Director in the Category of Non Promoter, Non-Executive Woman Director of the Company.

“RESOLVED FURTHER THAT Mr. Kartik J. Patel, Managing Director (DIN: 00047862) or any other director of the company be and is hereby authorized, empowered, requested and instructed to file necessary forms with the office of the Registrar of Companies in time and also to give intimation of this change to stock exchanges, SEBI, Income Tax, and GST Authorities and all other government departments as may be applicable.

6) Re-Appointment of Mr. Kartik J. Patel (DIN: 00047862) as a Managing Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and provisions of the Listing Agreement, approval of members of the Company be and is hereby accorded to the appointment of Mr. Kartik J. Patel (DIN: 00047862) as the Managing Director of the Company, for a period of five consecutive years effective from October 1, 2023, on the terms and conditions with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Kartik J. Patel as a Managing Director, the Company has no profits or its profits are inadequate, he shall be paid within such maximum remuneration as permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include Committee(s) thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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 Regulation 23 (8) of the SEBI (LODR), as amended from time to time, consent of the Members be and is hereby accorded for approval of related party transactions between the Company and Related Parties to be entered into during the period 2022-23.

**By order of the board
KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**Date: 14/08/2023
Place: Ahmedabad**

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

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 Saturday, 16th September, 2023 to Thursday, 21st September, 2023 (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, 2023 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 2022-23 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 Monday, 18th September, 2023 at 09:00 A.M. and ends on Wednesday, 20th September, 2023 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 Friday of 15th September, 2023 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) <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

	<p>address sticker/Postal Ballot Form/mail) in the PAN field.</p> <ul style="list-style-type: none"> 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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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 **230822029** 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 YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (v) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (vi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". 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.
 - (vii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (viii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (viii) If DEMAT account holder has forgotten the changed password then enter the User ID and the image verification code "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". 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.
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