

KHYATI MULTIMEDIA ENTERTAINMENT LIMITED

OUR COMPANY CIN NO.: L92199GJ1995PLC024284

20TH AUDITED ANNUAL REPORT FOR THE YEAR 2013-2014

REGISTERED OFFICE:

100, CHINUBHAI TOWER, OPP.: HANDLOOM HOUSE,
ASHRAM ROAD, AHMEDABAD – 380009.
PH. +91 079 26584335 / 26582983 ~ FAX: +91 079 26574354
Email: khyatimulti@yahoo.com ~ Web: www.khyatimultimedia.com

CIN : L92199GJ1995PLC024284
COMPANY REGN NUMBER : 04-24284
DATE OF INCORPORATION; : 20/01/1995
NOMINAL SHARE CAPITAL : Rs.13, 00, 00,000/-

20TH ANNUAL GENERAL MEETING PROGRAMME

DATE : 30TH SEPTEMBER 2014

DAY : TUESDAY

TIME : 04.00 P.M

VENUE : 100 Chinubhai Tower, Opp Handloom House , Ashram Road, Navrangpura, Ahmedabad-380009

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.

DISCLAIMER STATEMENT

THIS AUDITED ANNUAL REPORT CONTAINING AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, SCHEDULES, NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31/03/2014 AND THE DOCUMENTS ATTACHED THERETO I.E REPORT OF THE AUDITORS, BOARD OF DIRECTORS, REPORT ON THE CORPORATE GOVERNANCE AND ANY OTHER ATTACHMENTS ARE PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1956 AS PER GENERAL CIRCULAR 08/2014 ISSUED VIDE LETTER NO. 1/19/2013-CL-V DATED 04.04.2014 AND APPLICABLE PROVISIONS OF VARIOUS SECTIONS OF COMPANIES ACT 2013 WHICH WERE MADE APPLICABLE W.E.F 12/09/2013.HOWEVER IN PREPARATION OF THIS REPORT AT SOME PLACES A REFERENCE OF VARIOUS SECTIONS OF COMPANIES ACT 2013 ARE ALSO MADE AS AN ABUNDUNT CAUTION.

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BOARD OF DIRECTORS

Shri Kartik J. Patel	Chairman & Managing Director
Shri Rao Kamalkant	Director
Shri Praful Agrawal	Director
Shri Arvindkumar Prajapati	Director
Shri Vora L L.	Secretary

ACTING IN ADVISORY NATURE ONLY TO VARIOUS COMMITTEES OF CORPORATE GOVERNANCE

Secretarial and Corporate Legal Matters Matters	**Finance, Audit and Taxation**
Shri Kamlesh. M. Shah (Practicing Company Secretary)	M/s. Khandhar & Co., Chartered Accountants

BANKERS OF THE COMPANY

Punjab National Bank, Relief Road Branch, Ahmedabad – 380001.
The Sabarmati Co-op. Bank Ltd., Vadaj Branch, Ahmedabad – 380014.
HDFC Bank Limited, Navrangpura Branch, Ahmedabad: 380 009.

REGISTRAR AND SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
13/A-B, Ahimsa Warehousing Corporation
Near Telephone Exchange, Sakinaka,
Andheri Kurla Road, Sakinaka,
Mumbai

Auditors	**Company Law Consultants**
D J N V & CO. Chartered Accountants Ahmedabad	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:

Kartik. J. Patel,
Chairman And Managing Director
100, Chinubhai Towers, Opp: Handloom House,
Ashram Road, Navrangpura,
Ahmedabad: 380 009

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Tuesday the 30th September,2014 at 04,00 P.M. at the Registered office of the Company at 100 Chinubhai Tower, Opp Handloom House, Ashram Road, Navrangpura, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS:

1) To Receive, Consider, Approve and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31st March,2014 The Profit & Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.

2) To reappoint a director Mr. ArvindKumar Prajapati who retires by rotation and being eligible offers himself for reappointment

3) **To Consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to provisions of Section 139 (1) and other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s. Djnv & Co.., a firm of Chartered Accountants (CA FIRM Registration Number:115145W and CA Member No: 39833), as Statutory Auditors of the Company for the next three financial years i.e. for the financial years 2014-15, 2015-16 and 2016-17 and to fix their remuneration as per section 139(2) of the Companies Act 2013.

PLACE: AHMEDABAD.
DATE: 01/09/2014

BY ORDER OF THE BOARD OF DIRECTORS
OF KHYATI MULTIMEDIA ENTERTAINMENT LIMITED

SD/-
(KARTIK J. PATEL)
CHAIRMAN AND MANAGING DIRECTOR

The Register of Members of the Company will remain closed from 22/09/2014 TO 30/09/2014 (both days inclusive).

NOTES:

1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
3) 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. 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 person or shareholder.
4) The Register of members and share transfer books of the Company shall remain closed from 22/09/2014 TO 30/09/2014 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.
5) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, whichsets out details relating to Special Business at the meeting, is annexed hereto.
6) Members desiring any information on accounts are requested to write to the company 7 days before the meeting to enable the management to keep the information ready.
7) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, Sharepro Services (India) Pvt. Ltd. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
8) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.
9) 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.
10) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company

11) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2014 is uploaded on the Company's website www.khyatimultimedia.com and may be accessed by the members.

12) Electronic copy of the Annual Report for 2013-14 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 Annual Report for 2013-14 is being sent in the permitted mode.

13) Electronic copy of the Notice of the 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 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.

14) Instructions for e-voting:
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" i.e KHYATI MULTIMEDIA ENTERTAINMENT LIMITED from the drop down menu and click on "SUBMIT"

(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. (6 Digit Alpha-Numeric)

(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) • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

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

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> i.e. The KHYATI MULTIMEDIA ENTERTAINMENT LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

General Instructions:

a. The voting period begins on 25/09/2014 09.00 AM IST and ends on 27/09/2014 06.00 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 (record date) of 31st August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

c. Mr.Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. ACS 8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.

d. 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.

e. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khyatimultimedia.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited.

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 20TH ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

Particulars	Mr. ArvindKumar Prajapati
Director Identification Number.	02694784
Date of Birth.	22/07/1966
Age.	48 Years
Educational Qualification.	ITI Civil
Experience (No. of Years)	23 Years
Business field in which Experience.	He has experience in Business of Supervision in Constution, Real Estate, for more than 20 years
Date of Appointment as Director in the Company.	15/10/2008
Diretorship held in any other Company.	No other Directorship in any Company Held.
Member of any Committees of the Directors in the Company.	Audit Committee Shareholder's Grievances Committee
Member of any committees of the Directors in other Companies with names of the Company.	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.