

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

**21<sup>st</sup> AUDITED ANNUAL REPORT  
FOR THE YEAR 2014-15**

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@yahoo.com](mailto:khyatimulti@yahoo.com) ~ Website: [www.khyatimultimedia.com](http://www.khyatimultimedia.com)

CIN: L92199GJ1995PLC024284

DATE OF: 20/01/1995

COMPANY REGN NUMBER: 04-24284

INCORPORATION;

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

### **21<sup>ST</sup> ANNUAL GENERAL MEETING PROGRAMME**

DATE : 30<sup>TH</sup> SEPTEMBER 2015

DAY : WEDNESDAY

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.

## **BOARD OF DIRECTORS**

Mr. Kartik J. Patel	Chairman & Managing Director
Mr. Rao Kamalkant	Director
Mr. Praful Agrawal	Director
Mr. Arvindkumar Prajapati	Director
Mr. L.L.Vora	Secretary
(Resigned.w.e.f 01.05.2015)	
Mrs. Parul N. Kadia	
(Appointed w.e.f. 30.05.2015)	Secretary

## **ACTING IN ADVISORY NATURE ONLY TO VARIOUS COMMITTEES OF CORPORATE GOVERNANCE**

### **Secretarial and Corporate Legal Matters**

Shri Kamlesh. M. Shah  
(Practicing Company Secretary)

### **Finance, Audit and Taxation Matters**

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**

D J N V & CO.  
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:**

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

## INDEX

<i>1</i>	<i>Notice</i>	<i>1</i>
<i>2</i>	<i>Directors' Report</i>	<i>15</i>
<i>3</i>	<i>Corporate Governance Report</i>	<i>33</i>
<i>4</i>	<i>Management Discussion &amp; Analysis</i>	<i>49</i>
<i>5</i>	<i>Independent Auditors' Report</i>	<i>55</i>
<i>6</i>	<i>Cash Flow Statement</i>	<i>59</i>
<i>7</i>	<i>Balance Sheet</i>	<i>61</i>
<i>8</i>	<i>Statement of Profit &amp; Loss</i>	<i>63</i>
<i>9</i>	<i>Notes forming part of Financial Statements</i>	<i>65</i>
<i>10</i>	<i>Attendance slip/Proxy form</i>	<i>76</i>

## NOTICE

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Wednesday the 30<sup>th</sup> September, 2015 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, 2015 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. Kartik J Patel 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. D.J.N.V & 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 2015-16, 2016-17, 2017-18 and to fix their remuneration as per section 139(2) of the Companies Act 2013.

### SPECIAL BUSINESS

#### 4) Appointment of Mr. Rao Kamalkant as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. Rao Kamalkant** (DIN 02576450), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September, 2015 up to 29<sup>th</sup> September, 2020.”

#### 5) Appointment of Mr. Arvind Prajapati as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. Arvind Prajapati** (DIN 02694784), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30<sup>th</sup> September, 2015 up to 29<sup>th</sup> September, 2020.”

**6) Appointment of Mrs. Jignaben K. Patel as an Women Director of the Company**

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

“RESOLVED that **Mrs. Jignaben K Patel (holding DIN 00047896)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9<sup>th</sup> March, 2013, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 127 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting 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 a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

**PLACE: AHMEDABAD.**

**BY ORDER OF THE BOARD OF DIRECTORS**

**DATE: 30/05/2015**

**OF KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**SD/-**

**(KARTIK J. PATEL)**

**CHAIRMAN AND MANAGING DIRECTOR**

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self 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 and holding in the 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 person or shareholder.

2. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement (Including

any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Pursuant to Clause 49 of the Listing Agreement, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
5. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
6. Shareholders are requested to bring their copy of Annual Report to the meeting.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. **The Register of Members of the Company will remain closed from 23/09/2015 TO 30/09/2015 (both days inclusive).**
9. 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.
10. Relevant documents referred to in the accompanying Notice and the Statement are open 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.
11. 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 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 Sharepro Services (India) Pvt. Ltd.
12. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2015 is uploaded on the Company's website [www.khyatimultimedia.com](http://www.khyatimultimedia.com) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
13. Electronic copy of the Annual Report for 2014-15 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, a physical copy of the Annual Report for 2014 -15 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 21<sup>st</sup> 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](http://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](http://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"><li>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.</li><li>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.</li></ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>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.</li></ul>

- (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](mailto: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](mailto: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 27/09/2015 09.00 AM IST and ends on 29/09/2015 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 24<sup>th</sup> September, 2015, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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.

By Order of the Board of Directors

**KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**Kartik J.Patel**

**(Managing Director)**

**DIN No: 00047862**

Date: 30/05/2015

Place: Ahmedabad,

**Reg. Office:**

100, Chinubhai Towers,

Opp: Handloom House, Ashram Road,

Navrangpura, Ahmedabad-380009

Tel NO: 91-079-26582983

Fax: 91-079-26584335

E-Mail: [khyatimulti@yahoo.com](mailto:khyatimulti@yahoo.com)

Website: [www.khyatimultimedia.com](http://www.khyatimultimedia.com)

**Corporate Identification Number (CIN):**

**L92199GJ1995PLC024284**

**Note:** For detailed instructions for e-voting, please visit website of Central Depository Services (India) Limited (CDSL)