

**KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.**

**22<sup>nd</sup> AUDITED ANNUAL REPORT**  
**FOR THE YEAR 2015-16**

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/-

## **22<sup>ND</sup> ANNUAL GENERAL MEETING PROGRAMME**

DATE : 30<sup>TH</sup> SEPTEMBER 2016

DAY : FRIDAY

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                     |
| Mrs. Jignaben K. Patel<br>(w.e.f 9.03.2015)          | Women Director               |
| Mr. L.L.Vora<br>(Resigned.w.e.f 01.05.2015)          | Secretary                    |
| Mrs. Parul N. Kadia<br>(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**

M/s. Khandhar & Co.,  
Chartered Accountants

## **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**

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

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## **NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Friday the 30<sup>th</sup> September, 2016 at 4.00 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 31<sup>st</sup> March, 2016 The Profit & Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.

**“RESOLVED THAT** the Audited Financial Statement of the Company including Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and loss and the Cash Flow Statement of the Company for the 31<sup>st</sup> March, 2016 annexed with notes to the financial statement with reports of the Board of Directors (the Board) and Auditors thereon be and are hereby received, considered and adopted.

- 2) To reappoint a director Mr. Prafulchandra Agarwal who retires by rotation and being eligible offers himself for reappointment

**“RESOLVED THAT** Mr. Prafulchandra Agarwal ( DIN : 00088295), who retires by rotation and being eligible himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”.

- 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 one financial years i.e. for the financial years, 2016-17, and to fix their remuneration as per section 139(2) of the Companies Act 2013”.

**by order of the board of directors  
For KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**Parul Kadia  
(Company Secretary)**

**Date : 12.08.2016  
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**

**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. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the attendance Slip is enclosed at the end of Annual Report duly filled and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and D P ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat realized form, the nomination form may be filed with the respective Depository Participant.
6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote
- 7 The route map showing directions to reach the venue of the eleventh Meeting is enclosed at the end of Annual Report.
8. The relevant details of Directors proposed to be appointed/ reappointed, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.

9. The relevant explanatory statement in accordance with section 102 of the Companies Act, 2013 setting out the material facts in respect of the Special Business is enclosed to the notice.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
11. Members desirous of seeking any information relating to the Accounts of the Company May write to the company at 100 Chinubhai Tower, Opp Handloom House, Ashram Road, Navrangpura, Ahmedabad-380009 for the attention of Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
12. Register of members and share transfer books of the Company will remain closed from Saturday, 24<sup>th</sup> September 2016 to Friday, 30<sup>th</sup> September 2016 (both days inclusive).
13. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), MCS Share Transfer Agent Ltd, 201-Shatdal Complex, Opp : Bata Show room, Ashram Road, Ahmedabad-380009 of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/ Bank Mandates.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) 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/RTA.
15. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
16. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2016. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, September 23, 2016 only shall be entitled to avail the facility of remote e-voting / Poll.
- 17 **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**
18. Notice of the Meeting and the Annual Report for FY 2015- 16 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the

Notice of the Meeting and the Annual Report for FY 2015-16 are being sent in the permitted mode.

19. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2015-16 will also be available on the Company's website [www.khyatimultimedia.com](http://www.khyatimultimedia.com) for download.

## 20. 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 22ND 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: 160902046 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 27/09/2016 09.00 AM IST and ends on 29/09/2016 05.00 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, 2016, 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 declaration of the result by the Chairman of the AGM of the Company and communicated to the BSE Limited.

**by order of the board of directors**  
**For KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**Parul Kadia**  
**(Company Secretary)**

**Date : 12.08.2016**  
**Place : Ahmedabad**

**Reg. Office:**  
100, Chinubhai Towers,  
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