KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED

24Th ANNUAL REPORT

FOR THE YEAR 2017-18

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 ~ 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/-

24TH ANNUAL GENERAL MEETING PROGRAMME

DATE : 29TH SEPTEMBER 2018

DAY : SATURDAY

TIME : 04.00 P.M

VENUE : **SUBHARTI PRARTHNA BHAVAN & PARTY PLOT,**
C. K. KHADAYATA CHATRALAYA CAMPUS,
GULBAI TEKARA, AHMEDABAD-380006

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	Independent Women Director
Mr. Vinod M. Chelani (W.e.f. 02/05/2017)	Company Secretary

ACTING IN ADVISORY NATURE ONLY TO VARIOUS COMMITTEES OF CORPORATE GOVERNANCE

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

Auditors

N. GAMADIA & 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:

Vinod M. Chelani,
Company Secretary
100, Chinubhai Towers, Opp: Handloom House,
Ashram Road, Navrangpura,
Ahmedabad: 380 009

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NOTICE

NOTICE is hereby given that the 24TH Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Saturday the 30th September,2017 at 4:00 P.M. at the Subharti Prarthna Bhavan & Party Plot, C. K. Khadayata Chatralaya Campus, Gulbai Tekara, Ahmedabad-380006 to transact the following business:

ORDINARY BUSINESS:

1) To Receive, Consider, and Adopt the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31st March,2018 The Profit & Loss Account for the year ended on that date, the report of the Auditors thereon.
2) To Re-appoint a director Prafulchandra Agarwal (DIN: 00088295who retires by rotation and being eligible offers himself for reappointment

SPECIAL BUSINESS:

3) 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, 2018, 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."

By order of the board
KHYATI MULTIMEDIA ENTERTAINMENT LIMITED
SD/-

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

Date: 30.05.2018
Place: Ahmedabad

Reg. Office:
100, Chinubhai Towers,
Opp: Handloom House, Ashram Road,
Navrangpura, Ahmedabad-380009
Tel N0: 91-079-26582983
Fax: 91-079-26584335
E-Mail: khyatimulti@yahoo.com
Website: www.khyatimultimedia.com
Corporate Identification Number (CIN):
L92199GJ1995PLC024284

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. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on 29th September 2018.

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 Friday, 21st September, 2018 to Monday, 1st October, 2018 (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, 2018 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 2017-18 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 2017-18 is being sent in the permitted mode.

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

(i) The voting period begins on 26.09.2018 at 10:00 a.m. and ends on 28.09.2018 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 22.09.2018 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) • 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)	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. • 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 <Company Name> 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.

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

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

(xiii) If DEMAT account holder has forgotten the changed password then enter the User ID and the image verification code

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

b. The voting period begins on 26.09.2018 at 10 a.m. and ends on 28.09.2018 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 i.e. 22.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

c. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INSTRUCTIONS FOR VOTING:

a. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

b. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

c. Shri Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. ACS: s8356 and COP No. 2072, Address: 801-A, Mahalaya 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 e-voting 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, submit to the Chairman of the Company.

e. Results declared by the Chairman along with the Scrutinizer's Report shall be placed on the Company's website www.khyatimultimedia.com and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company. The results shall be communicated to the NSE and BSE Limited and will also be uploaded on website of Stock Exchanges.

f. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17.09.2018, may obtain the login ID and password by sending a request at www.evotingindia.com

By order of the Board of Directors
for KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED

Place: Ahmedabad
Date: 30.05.2018

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