

KHYATI MULTIMEDIA - ENTERTAINMENT LIMITED

Office: 100, Chinubhai Towers, Opp. Handloom House, Ashram Road, Ahmedabad - 380 009.

Phone: (079) 26584335, 26582983 Fax No.: (079) 26574354 Email ID: khyatimulti@yahoo.com.

Cin - L92199GJ1995PLCO24284

OUR COMPANY CIN: L92199GJ1995PLC024284

REF: KMEL/LIST/BSE/REG-29(1)(D)/30TH AGM NOTICE/08-2024

DATE: 03rd September 2024

To
The B S E Limited
Listing Compliance Department,
P.J.Towes, Dalal Street, Fort,
Mumbai: 400 001.

Respected Sir,

Sub: Submission of Notice for 30TH Annual General Meeting of the Company for the Financial year ended on 31st March 2024

Ref: Compliance to Regulation 29(1)(d) of the SEBI (LODR) 2015.

Our Scrip Code No: KHYATI | 531692 | INE593B01030 |

With reference to above subject, please find attached herewith the Notice for 30th Annual General Meeting of the Company which is to be held in physical mode on 26th September 2024 Thursday at 12.30 P.M. at The President Hotel, Opp: Municipal Market, Off: C.G.Road, Near Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009.

Sir, Please note that this AGM Notice is also uploaded on Company's website www.khyatimultimedia.com and sent to all shareholders who hold shares as on 30th August 2024, the Record Date by e.mail to all shareholders who have registered their e.mail address with the Company / Depository Participants/ Registrar and Share Transfer Agents. The Company is also sending this Annual Report to Stock Exchange in soft copy in PDF format for uploading on its website suitably so that any investor/ shareholder or general public can download the same at any time and have access to such audited annual report.

Please provide an acknowledgement for the same ASAP and do the needful. Thanking you, we remain,

Yours faithfully, FOR, KHYATI MULTIMEDIA- ENTERTAINMENT LTD,

KARTIK J PATEL

CHAIRMAN AND MANAGING DIRECTOR

DIN: 00047862



30th ANNUAL REPORT FOR THE YEAR 2023-24

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.khyatimulti@gmail.com ~ Website:

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

30TH ANNUAL GENERAL MEETING PROGRAMME

DATE: 26th SEPTEMBER 2024

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.

NOTICE

NOTICE is hereby given that the 30TH Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Thursday the 26th September, 2024 at 12:30 P.M. at THE PRESIDENT, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat-380 009, Gujarat State, 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,2024 and the reports of the Auditors thereon.
- 2) To Re-appoint a director Kartik Jasubhai Patel (DIN: 00047862) 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 2024-25 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 Appointment and Regularize Mr. Rajesh Chinubhai Sutaria 02102686), as a Non-Promoter, Non-Executive, Independent Director for a period of 5 years. 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, 161 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 reenactment 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. Rajesh Chinubhai Sutaria (DIN: 02102686) 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 as Director of the Company be and is hereby appointed as Director of the Company in the category of Non-Promoter, Non-Executive Independent Director, to hold office for the first term of five consecutive years with effect from 12th August 2024 to 11th August 2029 and that Mr. Rajesh Chinubhai Sutaria as an Independent Director shall not be liable to retire by rotation at general meetings"

"RESOLVED FURTHER THAT any Director and/or the Company Secretary or the Chief Financial Officer (KMP) of the Company be and is hereby authorized to do all acts, deeds and things including filings of any forms with Registrar of Companies or to give information to stock exchanges, government departments etc and take such of the steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

(5) To Consider proposal of Mr. Rajiv Parikh (A Promoter Group Shareholder) to re classify him as Public Shareholder and in this Regard to consider and if thought fit to pass with or without modification following resolution as SPECIAL RESOLUTION.

RESOLVED THAT pursuant to Regulation 31A of the SEBI (LODR) 2015 read with Regulation 2 (1)(OO) and 2(1)(pp) of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, Mr. Rajiv Rajnikant Parikh, who was subscribers to the Memorandum of Association of the Company and since IPO of the Company and its listing on 15/05/1996 is being shown as PROMOTER GROUP shareholder in the Shareholding Pattern of the Company which is being submitted every quarter pursuant to Regulation 31 of the SEBI (LODR) 2015 to the stock exchanges, his written application for reclassification of him as Public Shareholder received by the Company and approved by the Board for further approval of Shareholders and stock exchange BSE Ltd, may be considered and approved by the Shareholders in General Meeting by passing Special Resolution in this matter and will be acted upon only after receipt of final approval of the Stock Exchange (BSE LTD) as per Requirements of regulation 31A of the SEBI (LODR) 2015 as amended up to the date.

RESOLVED FURTHER THAT any Director of the Company or CFO or Company Secretary or KMP as the case may be are individually authorized to take such action and make application to the BSE Ltd for obtaining its approval for reclassification of Mr. Rajiv R Parikh from Promoter Group Shareholder to Public Category Shareholder.

(6) To Consider proposal of Mr. Prafulchandra Jagdishnarayan Agarwal (A Promoter Group Shareholder) to re classify him as Public Shareholder and in this Regard to consider and if thought fit to pass with or without modification following resolution as SPECIAL RESOLUTION.

RESOLVED THAT pursuant to Regulation 31A of the SEBI (LODR) 2015 read with Regulation 2 (1)(OO) and 2(1)(pp) of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, Mr. Prafulchandra Jagdishnarayan Agarwal, who was named as Promoter Group person in the Offer document issued by the Company at the time of IPO in the year 1996, and since IPO of the Company and its listing on 15/05/1996 is being shown as PROMOTER GROUP shareholder in the Shareholding Pattern of the Company which is being submitted every quarter pursuant to Regulation 31 of the SEBI (LODR) 2015 to the stock exchanges, and who holds only 10,995 Shares constituting 00.10% shares of the Company, his written application for reclassification of him as Public Shareholder received by the Company and approved by the Board for further approval of Shareholders and stock exchange BSE Ltd, may be considered and approved by the Shareholders in General Meeting by passing Special Resolution in this matter and will be acted upon only after receipt of final approval of the Stock Exchange (BSE LTD) as per Requirements of regulation 31A of the SEBI (LODR) 2015 as amended up to the date.

RESOLVED FURTHER THAT any Director of the Company or CFO or Company Secretary or KMP as the case may be are individually authorized to take such action and make application to the BSE Ltd for obtaining its approval for reclassification of Mr. Rajiv R Parikh from Promoter Group Shareholder to Public Category Shareholder.

(7) To Give Omnibus Approval for Related Party Transactions

To consider and if thought fit, to pass with or without modification 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 Rule 15 of the Companies (Meetings of the Board and its Powers) Rules 2014 as amended up to the date (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per requirements of Regulation 23 of the SEBI (LODR), 2015, an omnibus consent of the members of the Company be and is hereby accorded to and the Board of Directors of the Company be and are hereby authorized to enter into the related party transactions including the series of transaction subsequent foreseen and repetitive in the nature whether or not made in ordinary course of business and at arm's length price by the Company with Mrs. Jignaben K Patel M/s. Khyati Realities Limited, Khyati World Educate Private Limited, Khyati world School (A Unit of Firdaus Memorial Cheritable Trust, Khyati Foundation, or such other its related parties for the purpose of sale/ purchase of goods and/or services from time to time up to such of the financial limits as the Board may deem fit and proper in the overall interest of the company for and from each of the related parties subject to the conditions that all such sale/ purchase of goods or services if any shall be done only on arm's length prices or on prevailing market prices or best of the available commercial prices and other terms and conditions in the best interest of the company."

"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 section 188(6) of the Companies Act 2013 and also 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 all the related party transactions already done and executed during the year 2024-25 up to the date of this AGM as also for the various Related Party Transactions to be entered in to by and between the Company and all other Related Parties, during and for the financial year 2024-25 and up to the date of Annual General Meeting to be held for the year 2024-25.

Place: Ahmedabad.

By order of the board of Directors of KHYATI MULTIMEDIA ENTERTAINMENT LIMITED Sd/-

Date: 12/08/2024 (Kartik J. Patel)

Chairman And Managing Director

(DIN: 00047862)

IMPORTANT NOTES:

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, 21st September, 2024 to Thursday, 26th September, 2024 (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 Registered office of the Company on all working days, except Saturdays and sundays, 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 or its RTA.
- 13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2024 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 2023-24 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, 23rd September, 2024 at 10:00 A.M. and ends on Wednesday, 25th September, 2024 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 20th September, 2024 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	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.
OR Date of Birth	If both the details are not recorded with the depository or company please enter
(DOB)	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 **240828022** 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.
- (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 Monday, 23rd September, 2024 at 10:00 A.M. and ends on Wednesday, 25th September, 2024 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 20th September, 2024, 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.

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- **Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- **Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (xiv) The voting period begins on Monday the 23rd September 2024 at 10.00 A.M. and ends on Wednesday the 25th September 2024 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 the 20th September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (XV) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xvi) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(xvii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of	Login Method
shareholders	
Individual Shareholders holding securities in	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.
Demat mode with CDSL Depository	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Domat Account Number and RAN No. from a covering link available on
	Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (xviii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than** individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	 Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as
Bank	recorded in your demat account or in the company records in order to login.
Details	 If both the details are not recorded with the depository or company,
OR Date of	please enter the member id / folio number in the Dividend Bank details
Birth (DOB)	field.

- (xix) After entering these details appropriately, click on "SUBMIT" tab.
- (XX) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xxi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (XXII) Click on the EVSN Number 240828022 for the relevant KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED on which you choose to vote.
- (XXIII) 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.
- (xxiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XXV) 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.
- (xxvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xxvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (XXViii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxix) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (XXX) Additional Facility for Non Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; khyatimulti@gmail.com (the designated email address by

Place: Ahmedabad

Date: 12th August, 2024

company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

Sd/-(Kartik J. Patel)

(Chairman & Managing Director)

(DIN: 00047862)

ANNEXURE TO NOTICE AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

For Item No. 4

The Board of Directors have in order to professionalize and more vibrant as well as to comply with Regulation 17 of SEBI (LODR) 2015 has appointed Mr. Rajesh Chinubhai Sutaria as Additional Director in the category of Non-Promoter, Non-Executive Independent Director in the meeting held on 12th August, 2024. As per provisions of section 161 as well as 149 the appointment of Mr. Rajesh Sutaria as Regular Director and as an Independent Director is subject to further confirmation and approval by shareholders in general meeting by passing special resolution within 90 days from the date of his original appointment.

In view of the above legal provisions, a Special resolution is proposed to be passed at the ensuing 30th Annual General Meeting. Mr. Rajesh Chinubhai Sutaria is Commerce Graduate, he has more than 35 years of experience in Corporate Accounting and legal compliances. He is already an Independent Director in another 4 listed companies. His experience as an Independent Director will benefit the Company and the board as a whole in professionalizing the administration of the company as well as legal and procedural compliances required to be done by a listed entity. It is proposed to appoint Mr. Rajesh Chinubhai Sutaria as an Independent director for a period of 5 years w.e.f. 12/08/2024 to 11/08/2029. If so appointed, he shall not subjected to retirement by rotation as per provisions of law.

Brief details as per SEBI (LODR) 2015 requirement is given in a separate annexure for the information of shareholders. Your directors recommend to pass the said resolution with requisite majority.

Except Mr. Rajesh Chinubhai Sutaria, no other directors or their relatives or KMP or their relatives may be deemed to be concerned or interested in the proposed resolution.

ITEM NO: 5 AND 6: RECLASSIFICATION OF PROMOTER GROUP SHAREHOLDERS TO PUBLIC SHAREHOLDERS.

Mr. Rajiv Rajnikant Parikh was subscriber to the Memorandum of Association of the Company since incorporation and as subscriber holds 100 equities share sonly. Being a Subscriber to MOA and as per details given in the Prospectus (Offer document) issued in the year 1996 Mr. Rajiv Rajnikant Parikh was shown as Promoter Group Shareholder. His shareholding has never get changed since the date of listing. He holds less than 00.01% shares capital of the Company.

Mr. Prafulchandra J Agarwal is also a Business Associate and friend of core promoter Mr. Kartik J Agarwal. He is holding only 10,995 Equity shares constituting only 00.10% Equity shares of the Company since long. He was also named as Promoter group person in the offer document (Prospectus) issued in the year 1996 by the company and being director since IPO of the company in the year 1996. Except this Mr. Prafulchandra J Agarwal has no other business relations or family relations with the Company Khyati Multimedia Entertainment Limited or its business activities. It is further to be informed that Mr. Prafulchandra J Agarwal is also not employed by the company nor he is holding any beneficial position in the company except that of a Director and as such he is applying for to be classified as Public Category Shareholder from Promoter Group Shareholder.

Mr. Rajiv R Parikh is also no related with the core Promoter Mr. Kartik Jasubhai patel and his family members. He also has no business relations with the Company or the Promoters of any nature and he is also not holding any position in the Company as an employee or designated employee or KMP or otherwise in the Company Khyati Multimedia -Entertainment Limited since its incorporation.

Mr. Rajiv R Parikh has submitted an application in prescribed format along with his supporting documents, KYC Documents etc under regulation 31A of the SEBI (LODR) 2015 requesting the Company to get himself reclassified as Public Shareholder from Promoters Group Shareholder. After verification of all details of his application, the Board of Directors of the Company is of the Opinion that he may be reclassified as Public Category Shareholder of the Company subject to approval by passing of the special resolution in general meeting as well as further approval and confirmation of the stock exchange BSE Ltd in this behalf.

All documents including application and its supporting documents are available for inspection of any person of public at the registered office of the company at any time during office hours on any working days except Saturdays and Sundays.

It is further clarified and informed to the shareholders that Mr Rajiv Rajnikant Parikh and Mr. Prafulchandra Agarwal or their relatives if any shall not cast their vote either physically or even by remote evoting on these resolutions.

Except Mr. Praful J Agarwal or Mr. Rajiv Rajnikant Parikh no other person or their relatives or any other Directors or KMP or their relatives of the Company may be deemed to be concerned or interested in the proposed resolutions.

For Item No. 7

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 (the "said circular"), introduced the regulations called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after "SEBI (LODR)"]. As per regulation 23 (4) of the SEBI (LODR), all material related party transactions shall require approval of the shareholders through resolution in the General Meeting. Further as per regulation 23(8) of SEBI (LODR), all existing material related party contracts or arrangements as on the date of notification of SEBI (LODR), Regulations 2015 i.e., which are likely to continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of the regulations. The related party transactions set out below are all contractual obligations entered / to be entered into by the Company in its ordinary course of business and are at arms' length transactions for financial year 2023-24:

For financial year 2023-24

Name of the related party	Khyati World Educ	Khyati World Educare Pvt Ltd.	
	Khyati World Scho	Khyati World School	
	Khyati Realities Lir	nited	
	Firdaus Memorial	Charity & Education Trust	
	Khyati Foundation		
	Any other Related	Party	
Relation with the Company	Common Director	/Key Significant Influence/Common	
	Director/ Promote	r	
Purpose of related party	Sale	Purchase	

transaction		
Amount Approx. (`in Lacs.)	500.00	250.00

As approved by the members in the Annual General Meeting held on 21/09/2023, Company entered into related party transactions for the financial year 2023-24 as below:

Nama	Deletionabia	Nature of	Amt in Rs.
Name	Relationship	Transacti on	2023-2024
Jignaben Patel	Director	Rent	1,14,000/-
Khyati World	Common Director	Sale	36,468/-
Educare Pvt Ltd.	(Kartik J. Patel)		
Firdaus Memorial	COO (Kartik J. Patel)	Sale	2,34,000/-
Charity & Education	&		
Trust	Trustee (Jignaben K. Patel)		
Khyati Foundation	Trustee (Kartik J. Patel)	Sale	1,09,404/-

Further as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding 10% of annual turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services, or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. It is in the above context that Resolutions No. 7 is placed for the approval of the Shareholders of the Company.

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

Sd/Place: Ahmedabad (Kartik J. Patel)
Date: 12th August, 2024 (Chairman & Managing Director)
(DIN: 00047862)

Details of Directors seeking Appointment / Re-appointment at the Forthcoming Annual General Meeting (Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2)

Name of Director	Mr. Kartik Jasubhai Patel	Rajesh Chinubhai Sutaria.	
Director Identification Number	00047862	02102686	
Date of Birth 13 th February,1965		22 nd June 1955	
Age	58	69	
Qualification	Graduation (Bachelor of Science)	Graduation (B.Com)	
Experience	34 Years	40 Years	
Last Remuneration drawn	Nil	Nil	
No. of Equity Shares held in the Company	1630600	NIL	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	
Directorships held in other Companies	9	5	
Chairmanship/Membership of the committee of the Board of Directors of the Company	1 Membership of Stakeholders Relationship Committee	NIL	
Committee position held in	Nil	3 Zenith Halthcare Limited	
other Listed Companies		3 Heera Ispat Limited	
		3 Shah Foods Limited	
		3 Bobshell Electrodes Limited	
Disqualifications under the Companies Act section 164(2) or Deactivation of DIN	NA	NA	
Any Disciplinary action taken by Stock Exchange/ SEBI or other Regulatory Authority	N.A.	N.A.	

KHYATI MULTIMEDIA ENTERTAINMENT LIMITED CIN: L92199GJ1995PLC024284

100, CHINUBHAI TOWERS, 1ST FLOOR, OPP: HANDLOOM HOUSE, ASHRAM ROAD, NAVRANGPURA, AHMEDABAD 380009 GUJARAT

ATTENDANCE SLIP

DP ID*	Folio
Client ID*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 30th **ANNUAL GENERAL MEETING** of the Company held on Thursday, 26th September, 2024 at 12:30 P.M. at The President, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, Gujarat, India.

Signature of the Shareholder Proxy
* Applicable for investors holding shares in electronic form.

KHYATI MULTIMEDIA ENTERTAINMENT LIMITED CIN: L92199GJ1995PLC024284

100, CHINUBHAI TOWERS, 1ST FLOOR, OPP: HANDLOOM HOUSE, ASHRAM ROAD, NAVRANGPURA, AHMEDABAD 380009 GUJARAT

Form No. MGT- 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Members:		
Registered Address:		
E-mail Address:		
Folio No. Client ID:		DP Id:
I/we, being the member(s) of		shares of Khyati Multimedia Entertainmen
Limited, hereby appoint:		
1)	of	
having e-mail id		_ or failing him
2)	of	
having e-mail id		or failing him
3)	of	
having e-mail id		or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, 26th^t September, 2024 at 12:30 P.M. at The President, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380 009, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of Resolution	Optional	
	ORDINARY BUSINESS	For	Against
1	To receive, consider and adopt the financial statements of the Company including the Audited Balance Sheet as on March 31, 2024, the Statement of Profit and Loss and the Cash flow statement for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company.		
2	To Re-Appoint Kartik J Patel, (DIN: 00047862), who retires by rotation and being eligible, offers himself for reappointment.		
3	Subject to Ratification Re-Appointment of M/s. MAAK & ASSOCIATES, as a Statutory Auditors of the Company for the Financial Year 2024-25. SPECIAL BUSINESS		
4	Re-Appointment of Mr. Rajesh Chinubhai Sutaria (DIN:		

	02102686) as an Independent Director of the Company for the term of Five (5) Years.	
5	To Consider proposal of Mr Rajiv Rajnikant Parikh Under Regulation 31A of SEBI (LODR) 2015 for reclassification of him from Promoter Group Shareholder to Public Category Shareholder	
6	To Consider proposal of Mr Prafulchandra J Agarwal Under Regulation 31A of SEBI (LODR) 2015 for reclassification of him from Promoter Group Shareholder to Public Category Shareholder	
7	Approval of Related Party Transaction for the Financial year 2024-25.	

		AIIIX
Signed this	day of September 2024	1/- revenue stamp

(Signature of the member/ Proxy)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- *2. This is only optional. Please put a 'E' in appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Khyati Multimedia Entertainment Limited

Registered Office: 100, Chinubhai Towers, Opp: Handloom House, Ashram Road, Navrangpura,

Ahmedabad: 380 009, Gujarat State, India.

CIN: L92199GJ1995PLC024284

DETAILS OF AGM: 30TH ANNUAL GENERAL MEETING

DATE: 26TH SEPTEMBER, 2024

DAY: THURSDAY

PLACE OF AGM: THE PRESIDENT - A BOUTIQUE HOTEL Opp- Municipal Market, Off C.G. Road,

Navrangpura, Ahmedabad, Gujarat- 380009.

TIME: 12.30 A.M.

	BALLOTPAPER		
Sr.	Particulars	Details	
No.			
1	Name of the first named Shareholder (In Block		
	Letters)		
2	Postal address		
3	Registered Folio No. / *Client ID No. (*applicable to		
	investors holding shares in dematerialized form (8		
	DIGIT DPID and 8 Digit Client ID to be mentioned)		
4	Class of Share	Equity	
5.	Number of Shares held as on date of AGM.		

I hereby exercise my vote in respect of Resolutions enumerated below which are proposed to be passed as ORDINARY / SPECIAL RESOLUTION by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of	I assent to	I dissent from
		Shares held	the	the resolution
		by me/us	resolution	
1	To receive, consider and adopt the financial			
	statements of the Company including the			
	Audited Balance Sheet as on March 31, 2024, the			
	Statement of Profit and Loss and the Cash flow			
	statement for the year ended on that date and			
	the Reports of the Board of Directors and the			
	Auditors of the Company.			
	TO BE PASSED AS AN ORDINARY RESOLUTION.			
2	To Re-Appoint Mr. Kartik J Patel, (DIN:			
	00047862), who retires by rotation and being			
	eligible, offers himself for re-appointment.			
	TO BE PASSED AS AN ORDINARY RESOLUTION.			

(Signature of Shareholder/ Proxy)

Place: Ahmedabad Date: 26/09/2024

3	The Appointment of M/s. MAAK And Associates., Chartered Accountants, done for 5 financial years up to 31/03/2025 be and is hereby ratified	
	and confirmed for the next financial year 2024-	
	25 as the statutory auditor of the company and	
	, , ,	
	Mr. Kartik J Patel Chairman And Managing Director is authorized to fix their remuneration	
	and the auditors are authorized to hold the office	
	as statutory auditors from the date of conclusion	
	of this 30th Annual General Meeting up to the	
	date of conclusion of 31st Annual General	
	Meeting to be held for the financial year ending	
	on 31/03/2025 be and is hereby ratified and	
	confirmed.	
_	TO BE PASSED AS AN ORDINARY RESOLUTION.	
4	To Regularize Appointment of Mr. Rajesh	
	Chinubhai Sutaria (DIN: 02102686) as Non	
	Promoter Non Executive Independent Director	
	for a period of 5 years form 12/08/2024 to	
	11/08/2029	
	TO BE PASSED AS SPECIAL RESOLUTION.	
5	To consider Proposal of Mr. Rajiv Rajnikant	
	Parikh for Re Classification under regulation 31A	
	of SEBI (LODR) 2015 of his shareholding from	
	Promoter Group to Public category and in this	
	regard to pass Special Resolution.	
	TO BE PASSED AS SPECIAL RESOLUTION.	
	To consider Proposal of Mr. Prafulchandra J	
(6)	Agarwal for Re Classification under regulation	
	31A of SEBI (LODR) 2015 of his shareholding from	
	Promoter Group to Public category and in this	
	regard to pass Special Resolution.	
	TO BE PASSED AS SPECIAL RESOLUTION.	
(7)	To Authorize the Board of Directors to enter in to	
	Related Party Transactions with various Related	
	Parties for the financial year 2024-25 and up to	
	the date of 31st Annual General meeting.	
	TO BE PASSED AS SPECIAL RESOLUTION.	
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		· ·

MAP ROUTE TO THE VENUE FOR ANNUAL GENERAL MEETING IS AS UNDER:

