

## NOTICE

**NOTICE** is hereby given that the 27<sup>TH</sup> Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Wednesday the 29<sup>th</sup> September, 2021 at 01:00 P.M. at the THE PRESIDENT, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India to transact the following business:

### **ORDINARY BUSINESS:**

- 1) To Receive, Consider, and Adopt the Audited Financial Statement of the Company for the 31st March, 2021 and the reports of the Auditors thereon.
- 2) To Re-appoint a director Jigna K. Patel (DIN: 00047896) 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 2021-22 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 Give Omnibus Approval for Related Party Transactions**

To consider and if thought fit, to pass 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 the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI (LODR), 2015, an omnibus consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the related party transactions including the transaction subsequent foreseen and repetitive in the nature whether or not made in ordinary course of business & at arm’s length price by the Company with its related parties.”

**“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 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 related party transactions between the Company and Related Parties to be entered into during the period 2021-22.

**By order of the board**  
**KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

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

**Date: 14/08/2021**  
**Place: Ahmedabad**

**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.
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 Thursday, 23<sup>rd</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (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 31<sup>st</sup> March, 2021 is uploaded on the Company's website [www.khyatimultimedia.com](http://www.khyatimultimedia.com) and may be accessed by the members.
14. Electronic copy of the Annual Report for 2020-21 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 Saturday, 25<sup>th</sup> September, 2021 at 10:00 A.M. and ends on Tuesday, 28<sup>th</sup> September, 2021 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 Wednesday of 22<sup>nd</sup> September, 2021 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](http://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](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:

	<b>For Members holding shares in DEMAT Form and Physical Form</b>
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 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

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 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 Saturday, 25<sup>th</sup> September, 2021 at 10:00 A.M. and ends on Tuesday, 28<sup>th</sup> September, 2021 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 Wednesday of 22<sup>nd</sup> September, 2021, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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: 8356 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 favor 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](http://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. Wednesday, 22<sup>nd</sup> September, 2021 may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com)

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

**Place: Ahmedabad**  
**Date: 14<sup>th</sup> August, 2021**

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

**ANNEXURE TO NOTICE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

**For Item No. 4**

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> 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 arms' length transactions for financial year 2020-21:

Name	Relationship	Nature of Transaction	Amt in Rs.		Outstanding balance in Rs.	
			2020-21	2019-20	2020-21	2019-20
Jignaben Patel	Director	Rent	1,14,000	1,14,000	9,500	-
Kartik Patel	Managing Director	Loan repaid	-	20,700	43,62,100	29,62,100
		Loan Taken	14,00,000	19,60,700		
Khyati World Educare Pvt Ltd.	Common Director (Kartik J. Patel)	Sale	1,50,589	4,36,380	1,30,235	55,063
Khyati Realities Ltd.	Common Director (Kartik J. Patel & Jignaben K. Patel)	Sale	45,871	19,127	NIL	19,127
Khyati World School (Managed By Firdaus Memorial Charity & Education Trust)	COO (Kartik J. Patel) & Trustee (Jignaben K. Patel)	Sale	NIL	6,10,724	51,841	5,44,337
Firdaus Memorial Charity & Education Trust	COO (Kartik J. Patel) & Trustee (Jignaben K. Patel)	Sale	NIL	3,29,788	NIL	1,67,714
Khyati Foundation	Trustee (Kartik J. Patel)	Sale	3,05,522	16,13,874	1,68,678	5,87,675

**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	Mrs. Jigna K. Patel
Director Identification Number	00047896
Date of Birth	01 <sup>st</sup> August, 1966
Age	55
Qualification	Graduation
Experience	22 Years
Last Remuneration drawn	Nil
No. of Equity Shares held in the Company	76,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Kartik J. Patel (Husband)
Directorships held in other Companies	2
Chairmanship/Membership of the committee of the Board of Directors of the Company	1
Committee position held in other Listed Companies	Nil



**KHYATI MULTIMEDIA ENTERTAINMENT LIMITED**

**CIN: L92199GJ1995PLC024284**

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

**ATTENDANCE SLIP**

<b>DP ID*</b>		<b>Folio</b>	
<b>Client ID*</b>		<b>No. of Shares</b>	

**NAME AND ADDRESS OF THE SHAREHOLDER**

I hereby record my presence at the 27<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company held on Wednesday, 29<sup>th</sup> September, 2021 at 01:00 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 Entertainment 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 27<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 29<sup>th</sup> September, 2021 at 01:00 P.M. at The President, Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of Resolution	Optional	
		For	Against
	<b>ORDINARY RESOLUTION</b>		
1	To receive, consider and adopt the financial statements of the Company including the Audited Balance Sheet as on March 31, 2021, 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 Jigna K. Patel (DIN: 00047896), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Subject to Ratification Re-Appointment of M/s. MAAK & ASSOCIATES, as a Statutory Auditors of the Company for the Financial Year 2021-22.		
	<b>SPECIAL RESOLUTION</b>		
4	Approval of Related Party Transaction for the Financial year 2021-22.		

Signed this ..... day of .... 2021

Affix ₹1/- revenue stamp
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(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 '☑' 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.

## Route Map of the AGM Venue

