



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

24th August 2023

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 29th Annual General Meeting of the Company for the Financial year ended on 31st March 2023.

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

Scrip Code: **531692**

Symbol: **KHYATI**

ISIN: **INE593B01030**

With reference to above subject, please find attached herewith the Notice for 29th Annual General Meeting of the Company which is to be held in physical mode on 21st September 2023 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 23rd August 2023, 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 Limited.

(Kartik J. Patel)
Managing Director,
DIN: 00047862

NOTICE

NOTICE is hereby given that the 29TH Annual General Meeting of the Members of the **KHYATI MULTIMEDIA ENTERTAINMENT LIMITED** will be held on Thursday the 21st September, 2023 at 12:30 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 Standalone Audited Financial Statement of the Company for the 31st March, 2023 and the reports of the Auditors thereon.
- 2) To Re-appoint a director Prafulchandra Agarwal (DIN: 00088295) 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 2023-24 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 Re-Appointment and Regularize Mr. Prakash Tekwani (DIN: 03589658), as a Non-Executive Independent Director 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 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 re-enactment 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. Prakash Tekwani (DIN: 03589658) be and hereby appointed as Independent Director of the Company, 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, be and is hereby reappointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from September 21, 2023 to September 21, 2028 and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

5) Re-Appointment of Mrs. Roma Alpesh Patel (Din: 09747211) as Woman Director of The Company in The Category Non-Promoter- Non-Executive- Woman Director (To Consider and If Thought Fit to Pass Following Resolution as An Ordinary Resolution)

“RESOLVED THAT Mrs. Roma Patel (DIN: 09747211) who was appointed as an Additional Director on the Board of Directors on 10th October 2022 vide its Resolution in the category of Additional Non Promoter, Non-Executive Woman Director pursuant to section 160 and the relevant rules under the Companies (Appointment and Qualifications of Directors) Rules 2014 as amended up to the date, and in respect of whom the company has received notices in writing from some members proposing her as Director be and is hereby appointed as regular Director in the Category of Non Promoter, Non-Executive Woman Director of the Company.

“RESOLVED FURTHER THAT Mr. Kartik J. Patel, Managing Director (DIN: 00047862) or any other director of the company be and is hereby authorized, empowered, requested and instructed to file necessary forms with the office of the Registrar of Companies in time and also to give intimation of this change to stock exchanges, SEBI, Income Tax, and GST Authorities and all other government departments as may be applicable.

6) Re-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, 2023, 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.”

7) 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 2022-23.

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

**Date: 14/08/2023
Place: Ahmedabad**

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

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 Saturday, 16th September, 2023 to Thursday, 21st September, 2023 (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, 2023 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 2022-23 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, 18th September, 2023 at 09:00 A.M. and ends on Wednesday, 20th September, 2023 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 15th September, 2023 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) <ul style="list-style-type: none">• 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

	<p>address sticker/Postal Ballot Form/mail) in the PAN field.</p> <ul style="list-style-type: none"> 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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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"> 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 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, 18th September, 2023 at 09:00 A.M. and ends on Wednesday, 20th September, 2023 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 15th September, 2023, 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: 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 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 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. Friday, 16th September, 2022 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: 14th August, 2023

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 Board of Directors have in order to professionalize and more vibrant has appointed Mr. Prakash Tekwani, as an additional director under section 160 of the Companies Act 2013. As per provisions of law he holds office as such only up to the date of this 29th Annual General Meeting. However, he is eligible for reappointment and as the company has received notices in writing from some members proposing his candidature as Director it is proposed pass necessary resolution for his regular appointment as director.

Mr. Prakash Tekwani is a Graduate in Commerce and Chartered Accountant, he has rich experience in Corporate financial accounting, raising finance, and other general administration including the compliance to be made by a listed entity. He is currently director in 1 Listed public limited Companies and as director he has that accumbency to direct other members of the Board for corporate compliances and maintaining of various records. His association with the company will be much beneficial to the company in the long run at the same time as he is registered with the website IICA as an Independent Director, he is also eligible to be appointed as an Independent Director of the Company. Hence resolution u/s. 149 is also required to be passed as per requirements of SEBI (LODR) 2015.

For Item No. 5

The Members are aware that the company's Equity shares are currently listed and traded on the B S E Limited as such its status is of a Listed company. Accordingly, the company falls in a class of company which is required to appoint a woman director as per provisions of the Companies Act 2013 as well as SEBI (LODR) 2015 regulations.

In order to make compliance with this requirement, the board of Directors had appointed Mrs. Roma Patel (DIN: 09747211) as an Additional Director in the category of Non-Promoter Non-Executive Woman Director in place of Mrs. Jigna K. Patel who had Resigned from the post of Women Director. She has very well Experience of 5 years, energetic, graduate. She has agreed to become a Woman director of the Company and had given her consent accordingly the company's board of directors have appointed her.

As per provisions of Section 160 of the Companies Act 2013, she holds the office as such Additional Director only up to the ensuing Annual General Meeting. However, she is eligible for appoint, she has given the consent to act as such woman director if so appointed and the company has received notices from some members proposing her to be appointed as woman director of the company, a resolution is proposed to be passed for her appointment as Non-Promoter Non Executive Woman director. Your directors recommend to pass the resolution with requisite majority to appoint Mrs. Roma Patel as Director of the Company.

For Item No. 6

Mr. Kartik J. Patel (DIN: 00047862) has been appointed as Managing Director of the Company for a period of five years commencing from October 1, 2023 and accordingly an agreement is executed between the Company and the Managing Director.

The material provisions of the agreement entered into with Mr. Kartik J. Patel are as under:

1. The term of Mr. Kartik J. Patel as Managing Director of the Company shall be for a period of five years commencing from October 1, 2023;

2. Mr. Kartik J. Patel, without approval of the Board, shall not act as a Key Managerial Personnel of any other Company and shall devote his full time and attention in managing affairs of the Company;

3 Subject to overall superintendence and control of the Board, Mr. Kartik J. Patel shall exercise all the substantial powers of management concerning to the Company subject to condition that he shall not exercise such powers without approval of the Board of Directors or at General Meeting which, by the provisions of the Companies Act, 2013 or Rules framed there unders;

4 Mr. Kartik J. Patel as a Managing Director of the Company shall discharge all the duties as may be assigned to him by the Board of Directors of the Company from time to time.

In terms of Articles of Association, Managing Director and Whole time Director are not liable to retire by rotation. However other than Independent Directors, the Company has only 4 Directors out of which 1 is Non-Executive Directors designated as Director. Accordingly, the office of Managing Director shall also be liable to retire by rotation.

General Meeting without payment of any fee. Except Mr. Kartik J. Patel, or relatives of either, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

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 2022-23:

For financial year 2022-23

Name of the related party	Khyati World Educare Pvt Ltd. Khyati World School Khyati Realities Limited
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	Firdaus Memorial Charity & Education Trust Khyati Foundation Any other Related Party	
Relation with the Company	Common Director/Key Significant Influence/Common Director/ Promoter	
Purpose of related party transaction	Sale	Purchase
Amount Approx. (in Lacs.)	500.00	250.00

As approved by the members in the Annual General Meeting held on 25/09/2022, Company entered into related party transactions for the financial year 2022-23 as below:

Name	Relationship	Nature of Transaction	Amt in Rs.
			2022-2023
Jignaben Patel	Director	Rent	1,14,000/-
Khyati World Educare Pvt Ltd.	Common Director (Kartik J. Patel)	Sale	36,468/-
Firdaus Memorial Charity & Education Trust	COO (Kartik J. Patel) & Trustee (Jignaben K. Patel)	Sale	2,34,000/-
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.

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	Mr. Prafulchandra Agarwal	Mrs. Roma Patel	Mr. Prakash Tekwani
Director Identification Number	00047862	00088295	09747211	03589658
Date of Birth	13 th February, 1965	January 06, 1960	09 th January, 1971	04 th October, 1975
Age	58	63	52	48
Qualification	Graduation (Bachelor of Science)	Graduation	Graduate	Graduation, Chartered Accountant
Experience	34 Years	40 Years	5 Years	18 Years
Last Remuneration drawn	Nil	Nil	Nil	Nil
No. of Equity Shares held in the Company	1630600	10,995	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil
Directorships held in other Companies	9	Nil	Nil	1
Chairmanship/Membership of the committee of the Board of Directors of the Company	1 Membership of Stakeholders Relationship Committee	1	3 Membership of Committee of the Company	1 Member 2 Chairperson
Committee position held in other Listed Companies	Nil	Nil	Nil	1 Member 2 Chairperson

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 29th **ANNUAL GENERAL MEETING** of the Company held on Thursday, 21st September, 2023 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 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 29th Annual General Meeting of the Company, to be held on Thursday, 21st September, 2023 at 12:30 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
	ORDINARY BUSINESS		
1	To receive, consider and adopt the financial statements of the Company including the Audited Balance Sheet as on March 31, 2023, 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 Prafulchandra Agarwal (DIN: 0088295), 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 2023-24.		
	SPECIAL BUSINESS		
4	Re-Appointment of Mr. Prakash Tekwani (DIN: 03589658) as an Independent Director of the Company for the term of Five (5) Years.		
5	Re-Appointment of Mrs. Roma Patel (DIN: 09747211) as a Non-Executive Women Director of the Company.		
6	Re-Appointment of Mr. Kartik J. Patel (DIN: 00047862) as a Managing Director.		
7	Approval of Related Party Transaction for the Financial year 2023-24.		

Signed this day of 2023

Affix
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 '☑' 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

