

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

(Company CIN: L92199GJ1995PLC024284)

Regd. Office: 100, Chinubhai Towers, 1st Floor, Opp. Handloom House, Ashram Road, Navrangpura, Ahmedbad-380009.

CIRCULAR FOR PASSING OF SPECIAL RESOLUTION UNDER SECTION 139 (8) OF THE COMPANIES ACT 2013 READ WITH RULE NO. 4 AND 6 OF THE COMPANIES (AUDIT AND AUDITORS) RULES 2014 AS ALSO READ WITH SUB-REGULATION 7 OF PART-III READ WITH REGULATION NO. 30 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE) REGULATIONS 2015 AND RULE 20 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND PASSING OF THE RESOLUTION BY E.VOTING SYSTEM BY THE SHAREHOLDERS OF THE COMPANY.

Dear Shareholders.

The Company had received a letter of Resignation as Statutory Auditors of M/s. N. Gamadia & Co., vide their letter dated 29th September, 2018 with a reason stated in their letter "Our Pre-occupation". The Board of Directors have immediately approached another Chartered Accountants ANA and Associates, a Peer Reviewed Firm of Chartered Accountants having their Membership No. 112249 and IT PAN Number AARFA6412D for their appointment as Statutory Auditors of the company for the financial year 2018-19 (Year Ending on 31st March 2019) in a casual vacancy caused by the Resignation of erstwhile Auditors M/s. N. Gamadia & Co.

The Company has received a Letter of Consent of ANA & Associates vide their letter dated 15th October, 2018 along with all Membership Certificates, Copy of IT PAN Card and a Brief Profile of the Firm ANA & Associates. As recommended by the Audit Committee of the Board, the Board of Directors of the Company have passed necessary Resolution in their Meeting held on Wednesday the 24th October, 2018 and appointed ANA & Associates, Chartered Accountant as the Statutory Auditors of the Company for the financial year 2018-19 in a Casual Vacancy caused by the Resignation of M/s. N. Gamadia & Co.,

This appointment of ANA & Associates as Statutory Auditors of the Company in a casual vacancy will be valid only up to the date of the Ensuing Annual General Meeting. However, they will be eligible for regular appointment as Statutory Auditors of the Company. If they give their consent to continue as the statutory auditors of the Company for the next financial years, and the shareholders agree to appoint them at the Annual General Meeting, a formal Resolution for their Appointment for subsequent financial years will be placed before the members in the Ensuing Annual General Meeting to be held for the consideration of the audited financial statements of the financial year ending on 31st March 2019.

As per the provisions of Section 139(8) of the Companies Act 2013 such appointment is subject to confirmation by the members of the Company by way of Postal Ballot/ E Voting or by passing a Special Resolution in an Extra Ordinary General Meeting to be held within 90 days from the date they are appointed by the Board of Directors of the Company.

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The Complete details of Communication with the Old Auditors, New Auditors, the Copies of various Certificates and consent letter of new auditors as also the Brief Profile of the Auditor Firm are available with the company at its Registered Office and is open for inspection of any member at any time during office hours from 11.00 A.M. to 5.00 P.M. on any working days except Sunday and public holidays.

As per the provisions of Section 139(8) of the Companies Act 2013 read with Regulation 4 & 6 of the Companies (Audit and Auditors) Rules 2014 and also read with sub Regulation 7 of Part-A of Schedule III read with Regulation No. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, requires approval of shareholders of the Company by means of Postal Ballot and/or E.Voting to be conducted in accordance with provisions of and Rule 20 of Companies (Management And Administration) Rules, 2014 Read With Regulation 44(3) Of The SEBI (Listing Obligations And Disclosure Requirements), 2015.

As per the Rules the Company has appointed Mr. Kamlesh. M. Shah & Co., Practicing Company Secretary, an independent professional firm, to act as scrutinizer for receiving the postal ballots, and also scrutinizing of the E.votes casted by any members through e.voting facilities to be provided by the Company, counting, recording, declaring the result, preparing minutes and to conduct the entire process of postal ballot in a fair and transparent manner.

A Special Resolution, an Explanatory Statement pursuant to section 102 of the Companies Act 2013, Postal Ballot form, a Pre-paid company's address printed envelop is enclosed herewith. Further brief details and procedure for making / casting of votes through E.voting system is also given here with separately. Your directors do hereby request you to kindly fill in the postal ballot form properly, and send the same duly signed in a pre paid envelop at the company's Registered office **on or before 23rd January, 2019. All postal ballot votes received up to 5.00 P.M. on 23rd January, 2019 only will be considered by the scrutinizers.**

The Postal Ballot can be submitted at the Registered Office of the Company on or before 23rd January, 2019. The E.Voting Period shall start from 3rd January, 2019 at 10.00 A.M. and will close on 23rd January, 2019 at 5.00 P.M.

The Company has also fixed 15th December, 2018 as the Record Date for the purpose taking records of the Shareholders who will be eligible for casting their votes by Postal Ballot or by E.voting means.

The Scrutinizers shall submit their report to the Chairman of the Company on or before 25th January, 2019 and in turn the Chairman will declare the result on Postal Ballot and E.Voting on 27th January, 2019 at the Registered Office. The Result on Postal Ballot and E.voting along with Scrutinizers report will be uploaded on the website of The Bombay Stock Exchange Limited and on Company's website on 27th January, 2019. Any person, shareholder who wish to remain present at the time of counting of votes may do so by

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remaining present at 11.00 A.M. on 24TH January, 2019 and 25th January, 2019 at the Registered office of the Company at 100, Chinubhai Towers, 1st Floor, Opp. Handloom House, Ashram Road, Navrangpura, Ahmedbad-380009.

DATE: 24th December, 2018

PLACE: Ahmedabad.

By Order of the Board of Directors of
Khyati Multimedia-Entertainment Limited

SD/-
(Kartik J Patel)
Managing Director
(DIN: 00047862)

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

(Company CIN: L92199GJ1995PLC024284)

Regd.Office: 100, Chinubhai Towers, 1st Floor, Opp. Handloom House, Ashram Road, Navrangpura, Ahmedbad-380009.

Notice Pursuant to Section 139(8) of the Companies Act 2013 read with Rule 4 & 6 of Companies (Audit and Auditors) Rules 2014 and also read with Sub Regulation 7 of Part-A of Schedule III read with Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations and Rule 20 of Companies (management and administration) Rules, 2014 read with regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015.

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modification, following resolution as **SPECIAL RESOLUTION.**

“RESOLVED THAT pursuant to Section 139(8) of the Companies Act 2013 read with Rule 4 & 6 of Companies (Audit and Auditors) Rules 2014 and also read with Sub Regulation 7 of Part-A of Schedule III read with Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations and Rule 20 of Companies (management and administration) Rules, 2014 read with regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015 the appointment of ANA & Associates, Chartered Accountants, a Firm of Chartered Accountants having their Membership No. 112249 and IT PAN Number AARFA6412D made by the Board of Directors of the Company for the Financial year 2018-19 (Financial Year ending on 31st March, 2019) in a casual vacancy caused by the Resignation of the erstwhile statutory auditors M/s. N. Gamadia & Company be and is hereby approved and confirmed.

RESOLVED FURTHER THAT the Company do hereby authorize the Board of Directors to confirm to finalize all the terms and conditions for their appointment as the statutory Auditors including the remuneration payable to them and reimbursement of such of the out of pocket expenses in consultation with the Auditors concerned.

RESOLVED FURTHER THAT the Company do hereby approves the appointment of M/s. Kamlesh. M. Shah & Co., a Firm of Practicing Company Secretaries, as the Scrutinizers for the purpose of collecting, scrutinizing, evaluating of all postal ballots, e.voting results and also to prepare result on postal ballot cum e.voting process and preparing of the minutes for the same and submit their independent report to the Chairman of the Company within the time prescribed.

ALSO RESOLVED THAT Mr. Kartik J Patel, Managing Director of the Company (DIN No. 00047862) be and is hereby authorized to do all such other acts, deeds, matters, things to complete the whole legal process and to file necessary documents with the Stock Exchange, Registrar of Companies and with all statutory authorities in time.

DATE: 24th December, 2018

By Order of the Board of Directors

PLACE: Ahmedabad.

Khyati Multimedia- Entertainment Limited

SD/-

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

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

(Company CIN: L92199GJ1995PLC024284)

Regd.Office: 100, Chinubhai Towers, 1st Floor, Opp. Handloom House, Ashram Road, Navrangpura, Ahmedbad-380009.

NOTES:

As per Rule 20 of Companies (Management and Administration) Rules, 2014 read with regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015 the consent of the shareholders for the above purpose is required to be obtained by means of the postal ballot/ E- Voting. Accordingly the said draft of the Special Resolution and the Explanatory statement is being sent to you with the postal ballot form for your consideration. The company has appointed M/s. Kamlesh M Shah & Co., Practiing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the postal ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope so as to reach the scrutinizer on or before 23rd, January, 2019. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced at 05.00 P.M. on 27th January, 2019 at the Registered Officer of the company.

INSTRUCTIONS FOR E.VOTING:

The instructions for shareholders voting electronically are as under:

(I) The E.Voting Period shall start from 3rd January, 2019 at 10.00 A.M. and will close on 23rd January, 2019 at 5.00 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 (15th December, 2018) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(II) The shareholders should log on to the e-voting website www.evotingindia.com.

(i) Click on Shareholders.

(ii) 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.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) 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.

(v) If you are a first time user follow the steps given below:

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For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR 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">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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xvii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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.

DATE: 24th December, 2018

PLACE: Ahmedabad.

By Order of the Board of Directors of
Khyati Multimedia- Entertainment Limited

SD/-
(Kartik J patel)
Managing Director
(DIN: 00047862)

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

(Company CIN: L92199GJ1995PLC024284)

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AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 SETS OUT AND DISCLOSES ALL THE MATERIAL INFORMATION, FOR PASSING OF ASPECIAL RESOLUTION UNDER SUB REGULATION 7 OF PART-A OF SCHEDULE III READ WITH REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) RULES 2015 and SECTION 139(8) OF THE COMPANIES ACT 2013 READ WITH RULE 4 & 6 OF THE COMPANIES (AUDIT AND AUDITORS) RULES 2014

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The Company has received a letter of Resignation as Statutory Auditors of M/s. N. Gamadia & Co., vide their letter dated 29th September, 2018 with a reason stated in their letter "Our Pre-occupation". The Board of Directors have immediately approached another Chartered Accountants ANA & Associates, a Firm of Chartered Accountants having their Membership No. 112249 and IT PAN Number AARFA6412D for their appointment as Statutory Auditors of the company for the financial year 2018-19 (Year Ending on 31st March 2019) in a casual vacancy caused by the Resignation of erstwhile Auditors N. Gamadia & Co.

The Company has received a Letter of Consent of ANA & Associates vide their letter dated 15th October, 2018 along with all Membership Certificates, Copy of IT PAN Card and a Brief Profile of the Firm ANA and Associates. As recommended by the Audit Committee of the Board, the Board of Directors of the Company have passed necessary Resolution in their Meeting held on Wednesday 24th October, 2018 and appointed ANA and Associates, Chartered Accountant as the Statutory Auditors of the Company for the financial year 2018-19 in a Casual Vacancy caused by the Resignation of M/s. N Gamadia & Co.,

This appointment of ANA and Associates as Statutory Auditors of the Company in a casual vacancy will be valid only up to the date of the Ensuing Annual General Meeting. However, they will be eligible for regular appointment as Statutory Auditors of the Company. If they give their consent to continue as the statutory auditors of the Company for the next financial years, and the shareholders agree to appoint them at the Annual General Meeting, a formal Resolution for their Appointment for subsequent financial years will be placed before the members in the Ensuing Annual General Meeting to be held for the consideration of the audited financial statements of the financial year ended on 31st March 2019.

The Board of Directors of the Company accordingly recommend passing the attached draft Special Resolution and authorizing the Board to give effect to the said resolution.

Rule 20 of Companies (Management and Administration) Rules, 2014 read with Regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015 the consent of the shareholders for the above purpose is required to be obtained by means of the postal ballot and E- Voting process. Accordingly the said draft of the Special Resolution and the Explanatory statement is being sent to you with the postal ballot form for your consideration. The company has appointed M/s. Kamlesh. M. Shah & Co., Practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

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You are requested to carefully read the instructions printed in the postal ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope so as to reach the scrutinizer on or before 5.00 P.M. of 23rd January, 2019. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced at 5.00 P.M. on 27th January, 2019 at the Registered Officer of the company.

No Directors of the Company or any of the Key Managerial Personnel of any of their relatives may be deemed to be concerned or interested in the resolution.

DATE: 24th December, 2018

PLACE: Ahmedabad.

By Order of the Board of Directors of
Khyati Multimedia- Entertainment Limited

SD/-

(Katik J Patel)

Managing Director

(DIN: 00047862)

KHYATI MULTIMEDIA-ENTERTAINMENT LIMITED.

(Company CIN: L92199GJ1995PLC024284)

Regd. Office: 100, Chinubhai Towers, 1st Floor, Opp. Handloom House, Ashram Road, Navrangpura, Ahmedbad-380009.

POSTAL BALLOT FORM

Postal Ballot for giving consent/ refusal to Special resolution under Section 139(7) of the Companies Act 2013 read with Rule 4 & 6 of the Companies (Audit and Auditors) Rules 2014 and also read with Sub Regulation 7 of Part-A of Schedule III read with Regulation no. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 20 of Companies (management and administration) Rules, 2014 read with Regulation 44(3) of the SEBI (listing obligations and disclosure requirements), 2015 for

APPOINTMENT OF ANA & ASSOCIATES, Chartered Accountants as the Statutory Auditors of the Company for the financial year 2018-19 (Financial year ending on 31st March 2019) in a casual vacancy caused by the Resignation of erstwhile Statutory Auditors M/s. N Gamadia & Company.

SR. NO.	NAME AND ADDRESS OF SHAREHOLDER	L.F.NO./ CLIENT ID/ DP ID WITH DP NAME.	NO.OF SHARES /VOTING RIGHTS HELD	I HEREBY GIVE MY CONSENT (YES) OR REFUSAL (NO)

Please clearly write YES or NO which ever is applicable and agreeable to you.

Specimen signature of the shareholder as
Per the specimen lodged with the company
Or Attested by bankers of Shareholders or by
Notary public/ 1st class magistrate supported
By copy of passport/ Driving license

FOR OFFICE USE ONLY

Postal Ballot received on _____

Register Sr. No. _____

Signature verified by _____

Found valid/invalid _____

Recorded on _____

Signature of the scrutinizer and his stamp.