9TH

ANNUAL REPORT

1999-2000

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UNISTAR MULTIMEDIA LIMITED

For UNISTAR MULTIMEDIA LTD.

AUTH. SIGNATORY/DIRECTOR

UNISTAR MULTIMEDIA LIMITED (Formerly Kumbh Finance Ltd.) 9TH ANNUAL REPORT 1999-2000

BOARD OF DIRECTORS

MR. SANJEEV DOGRA
MR. KAUSHAL JOSHI
MS. BEENA BHAGTANI
DIRECTOR
DIRECTOR

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Auditors:

M/s. Gupta Vaish & Co. Chartered Accountants 13/386-D, Prabhu Rachna, Civil Lines, Kanpur - 208001

Registered Office: 13/386, Civil Lines Kanpur - 208001

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of UNISTAR MULTIMEDIA LIMITED will he held on Friday 30th June, 2000 at 10.30 a.m. at the Registered Office of the Company at 13/386, Civil Lines, Kanpur - 208001, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2000, the Profit and Loss Accounts for the year ended on that date, the Directors' Report and the Auditors' Report thereon.
- 2. To appoint a Director in place of Shri Sanjeev Dogra who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- 4. To consider and if thought fit to pass with or without modification (s), the following resolution as an Ordinary Resolution.
 - "RESOLVED THAT Shri Kaushal Johsi, who was appointed as an Additional Director pursuant to section 260 of the Companies Act, 1956 and Article 117 of the Articles of Association of the company and holds office upto the date of this Annual General Meeting and in respect of whom the company has received notice in writing from a member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as Director of the Company."
- 5. To consider and if thought fit to pass with or without modification (s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT Ms. Beena Bhagtani, who was appointed as an Additional Director pursuant to section 260 of the Companies Act, 1956 and Article 117 of the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member signifying his intention to propose her candidature for the office of Director, be and is hereby appointed as Director of the company."

Registered Office:

For UNISTAR MULTIMEDIA LTD.

By order of the Board

13/386, Civil Lines, Kanpur

AUTH, SIGNATORY/DIRE

(Sanjeev Dogra)

Date: 20.05.2000

Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies in order to be effective must be received at the registered office of the Company not less than forty eight hours before the commencement of the meeting.

- 2. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of Special Business under item no. 4 and 5 is annexed hereto.
- 3. Members desires of any information on the accounts are requested to send their queries at least ten days before the meeting to enable the management to keep the information ready.
- 4. Members are requested to quote their Registered Folio Number in all correspondence with the company and notify the company immediately of change, if any, in their registered address.

By orders of the Board

Registered Office: 13/386, Civil Lines, Kanpur - 208001

Date: 20.05.2000

Sanjeev Dogra (Director)

Annexure to the Notice

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No.: 4

Shri Kaushal Joshi was appointed as an Additional Director by the Board on 10.01.2000 and holds office up to the date of this Annual General Meeting. The company has received a notice under section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director of the Company.

Shri Kaushal Joshi is a graduate having good business experience. Your Directors consider that his experience and guidance will be of immense value to the Company and accordingly recommend his appointment for your approval.

None of the Directors of the company except Shri Kaushal Joshi himself is concerned or interested in the proposed resolution.

Item No.: 5

Ms. Beena Bhagtani was appointed as an Additional Director by the Board on 15.2.2000 and holds office up to the date of this Annual General Meeting. The company has received a notice under section 257 of the Companies Act, 1956, from a member proposing her candidature for the office of Director of the Company.

Ms. Beena Bhagtani is a Commerce graduate having good business experience. Your Directors consider that her experience and guidance will be of immense value to the company and accordingly recommend her appointment for your approval.

None of the Directors of the company except Ms. Beena Bhagtani herself is concerned or interested in the proposed resolution.

Registered Office;

13/386, Civil Lines,

Kanpur - 208001

Date: 20th May, 2000

By Order of the Board

Sanjeev Dogra
(Director)