

UNISTAR MULTIMEDIA LIMITED



18th
ANNUAL REPORT
2008-2009

CONTENTS

Particulars	Pg. No.
Notice	2
Directors' Report	3
Management Discussion and Analysis Report	5
Report on Corporate Governance	6
Balance Sheet	14
Profit & Loss Account	15
Schedules Forming Part of Balance Sheet	16
Cash Flow Statement	19

UNISTAR MULTIMEDIA LIMITED

BOARD OF DIRECTORS : MR. SURESH BAFNA
MR. SHALLEN SHAH
MR. SUMEETKUMAR HARAN
MR. DEEPAK. M. DOSHI
MR. DEVENDRA SANGHVI

AUDITORS : M/s. P.D. Agrawal & Co.,
Chartered Accountants
Kanpur.

BANKERS : HDFC Bank
HSBC Bank
Federal Bank
J & K Bank

REGISTERED OFFICE : 13/386, Civil Lines
Kanpur - 208 001

As a measure of economy, copies of this Annual Report will not be distributed at the AGM. Shareholders are requested to kindly bring their copy of the Annual Report to the meeting.

UNISTAR MULTIMEDIA LIMITED**NOTICE**

NOTICE is hereby given that the 18th Annual General Meeting of the Company will be held at the Registered office of the Company at 13/386, Civil Lines, Kanpur - 208001 on 29th day of September, 2009 at 4.30 p.m. for transacting the following business: -

Ordinary Resolutions -

- 1) To receive, consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2009 and the Balance Sheet as at that date together with the Directors report thereon.
- 2) To Appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
- 3) To appoint a Director in place of those retiring & being eligible offer themselves for reappointment.
- 4) To consider adopt & if thought fit to discuss all the matters as would arise in the course of the meeting with the permission of chair person.

Special Resolutions -

- 5) To appoint Shri Devendra Sanghvi as Director of the Company to retire by rotation.

**BY ORDER OF THE BOARD
FOR UNISTAR MULTIMEDIA LTD.**

DATE: 30/08/2009

PLACE: Kanpur.

Sd/-

(DIRECTOR)

Explanatory statement pursuant to section 173 of the Companies Act'1956

Resolution 5 -

To appoint Shri Devendra Sanghvi as Director of the Company to retire by rotation.

Company has received notice u/s.257 from Shri Devendra Sanghvi signifying his candidature for the office of Directorship alongwith respective deposit. Shri Devendra Sanghvi was appointed as Additional Director u/s.260 and being eligible has filed his application for appointment as Directorship.

None of the Directors are interested in said Resolution.

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 such proxy need not be a member of the Company. A proxy form to the effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting.
2. Members / proxies should bring the attendance slip, duly filled in for attending the meetings.
3. Members / proxies attending the meeting, should bring their copy of the annual report for reference at the meeting.
4. The register of members and the transfer books of the company will be closed on 22/9/2009 to 29/9/2009.

Registered Office:-

13/386, Civil Lines, Kanpur - 208001.

18TH ANNUAL REPORT 2008-2009

DIRECTOR'S REPORT

To,
Dear Shareholders,

Your directors have pleasure in presenting the 18th Annual Report of the Company alongwith Audited Financial Results for the year ended 31st March 2009.

1. FINANCIAL HIGHLIGHTS -

The working results of the company for the year stand as under

(Amount in Rs)	For the year ended 31st March 2009	For the year ended 31st March 2008
Turnover	0	0
Other Income	627552	293926
Profit \ (Loss) before Tax	388298	135358
Profit \ Loss after Tax	384065	135220
Appropriation out of profit	NIL	NIL
Proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Transfer to Special Reserve	NIL	NIL
Balance Carried to Balance Sheet	(4561795)	(4959708)

2. CORPORATE GOVERNANCE

Report on Corporate Governance along with Auditors Compliance Certificate is included as a part of this report.

3. DIVIDEND

In order to conserve future resources, directors do not recommend any dividend during the year under review.

4. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Separate Management's Discussion & Analysis Report, which is enclosed, forms part of this report.

5. DIRECTORS

In accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company, Directors who retired by rotation at this Annual General Meeting being eligible offer themselves for reappointment.

6. AUDITORS

M/s. **P D Agrawal & Co.**, Chartered Accountants, Kanpur who were appointed as Statutory Auditors of the Company at the last AGM will hold office till the conclusion of this Annual General Meeting and being eligible are recommended for Reappointment.

UNISTAR MULTIMEDIA LIMITED**7. DIRECTORS RESPONSIBILITY STATEMENT**

Directors State: -

- (1) That in preparation of annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (2) That they have selected such accounting policies & applied them consistently & made judgements & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of company at the end of financial year & of profit & Loss Account of the company for that period.
- (3) That they have taken proper care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & irregularities.
- (4) That they have prepared the annual accounting on going concern basis.

8. PUBLIC DEPOSIT

During the year 2008-09 the company has not accepted or invited any deposits from the public.

9. PARTICULARS OF EMPLOYEES

The particulars that are required under section 217 (2A) of the Companies Act, 1956 are not applicable to the Company.

10. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The particulars which are required under section 217 (e) of the companies Act 1956, are not applicable to the Company. Company's earnings in Foreign Exchange are to the tune of Rs. Nil and outgoing are Rs. Nil.

11. ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the encouragement and co-operation received by the company from the bankers, government authorities, Securities & Exchange Board of India. Directors also wish to place on record their deep appreciation for the work done by the employees. Your Directors are particularly grateful to you for your continued support, understanding encouragement.

**FOR & ON BEHALF OF THE BOARD
FOR UNISTAR MULTIMEDIA LIMITED**

**PLACE : MUMBAI
DATE : 30/8/2009**

Sd/-
**SHRI SHAILEN SHAH
(DIRECTOR)**

18TH ANNUAL REPORT 2008-2009

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Overview**

Fear of Recission seems to be fading and with stimulus measures injected Economy seems to be building confidence. Entertainment Industry had not felt any major jerk of recission and is now moving with its own pace.

Future Outlook

With increasing popularity for Singing & Dance Competitions and increasing viewwership, outlook for the television serial industry looks bright. Further with India getting its first Oscar, It has put the Indian Entertainment Industry on the worlds Radar. Everyone has its eye on India.

Our Strategy

Due to heavy competition and less viewwership attracted for family serial, Company has stopped working on further new projects and is trying to complete existing projects & bring them on Air. Company has started working on couple of Film Projects and the same are under Planning stage. Company believes in stretching itself and put stress on cost cutting strive to survive in this world of stiff competition.

Performance of our Company

During the year under review, Company could not sell any of its stock. Company earned other Income of Rs.6.27 Lacs & made net profit of Rs.3.88 Lacs through strict cost cutting measures.

Internal Control Systems

Your Company has adequate internal control procedures to commensurate with the nature and size of its business. Procedures ensure efficient and cost effective use of company's resources. Company has developed proper procedures to safeguard company's valuable assets against losses, to ensure timely and accurate preparation of accounts and compliance's of various rules and regulations.

Employee Relations

Company had smooth relations with its employees during the year under review.

**FOR & ON BEHALF OF THE BOARD
FOR UNISTAR MULTIMEDIA LIMITED**

PLACE : KANPUR

DATE : 30th Aug.'2009

**Sd/-
(DIRECTOR)**