

UNISTAR MULTIMEDIA LIMITED



**20th
ANNUAL REPORT
2010-2011**

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UNISTAR MULTIMEDIA LIMITED

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

AUDITORS : M/s. Dhruprakash & Co.
Chartered Accountants
Mumbai

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

REGISTERED OFFICE : W-II-8, Damodar Nagar,
Kanpur : 208001

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.

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held at the Registered office of the Company at W-II-8, Damodar Nagar, Kanpur : 208001 on 29th day of September, 2011 at 11.00 a.m. for transacting the following business: -

- 1) To receive, consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2011 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 them 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.

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

**Sd/-
(DIRECTOR)**

DATE: 25/08/2011
PLACE: Kanpur.

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 24/09/2011 to 29/9/2011.

Registered Office:-

W-II-8, Damodar Nagar, Kanpur : 208001

DIRECTOR'S REPORT

To,
Dear Shareholders,

Your directors have pleasure in presenting the 20th Annual Report of the Company along with Audited Financial Results for the year ended 31.03.2011.

1. FINANCIAL HIGHLIGHTS -

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

(Amount in Rs)	For the year ended 31st March 2011	For the year ended 31st March 2010
Turnover	NIL	80,00,000
Other Income	35,903	6,88,259
Profit \ (Loss) before Tax	(3,93,877)	(30,10,491)
Profit \ Loss after Tax	(3,95,164)	(30,10,491)
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	(79,67,449)	(75,72,286)

2. CORPORATE GOVERNANCE

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

3. DIVIDEND

In view of Loss in business, 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. Dhruvaprakash & Co., Chartered Accountants were appointed as Statutory Auditor of the Company to hold office till the conclusion of this AGM & are recommended for re-appointment till next AGM.

7. DIRECTORS RESPONSIBILITY STATEMENT

Directors State: -

- (1) That in preparation of annual accounts the applicable accounting standards has been followed along with proper explanation relating to material departures.

- (2) That they have selected such accounting policies & applied them consistently & made judgments & 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 2010-11 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 : 25/8/2011

Sd/-
SHRI SHAILEN SHAH
(DIRECTOR)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Overview

Though recession fever has caught nook & corner of the Global Economy, Entertainment Industry still seems to have shown enough resistance to the same. We feel after consolidating for few quarters the same will blow up to its maximum.

Future Outlook

With increasing popularity for Singing & Dance Competitions and increasing viewership, outlook for the television serial industry looks bright.

Our Strategy

Due to heavy competition and less viewership 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, no major activity was carried out and through strict cost cutting measures Company could restrict its losses to Rs.3,95,164/- from Rs.30,104,91/- last year.

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**

**Sd/-
(DIRECTOR)**

PLACE : KANPUR

DATE : 25th Aug.'2011

REPORT ON CORPORATE GOVERNANCE

A) Our Philosophy

We believe in attaining full accountability and proper disclosures to all those connected with our Company and to all authorities. Good Corporate Governance has always been an endeavor at Unistar Multimedia Limited.

B) Board of Directors

Present Board Strength Comprises of 5 Directors, out of which 1 is Managing Director and all others are Non-Executive Directors (NED). Chairman of the Company is a Non-Executive Director and 3 out of 4 NED are Independent Directors (ID).

During the Year under review, 6 Board Meetings were held.

The attendance of Directors at each of these Board Meetings and at last Annual General Meeting and their Directorship in other Companies are as under -

Name of Director	Attendance Last AGM	No. of Board Meetings Held	No. of Board Meetings Attended	Category of Director	Other Director -ships
Mr. Shailen Shah	Yes	6	6	MD	1
Mr. Suresh Bafna	Yes	6	5	CNED	5
Mr. Deepak M. Doshi	Yes	6	6	NED/ID	2
Mr. Sumeeth Haran	Yes	6	5	NED/ID	2
Mr.Devendra Sanghvi	Yes	6	6	NED/ID	0

MD - Managing Director

CNED - Chairman & Non Executive Director

NED - Non Executive Director

ID - Independent Director

Pecuniary Relationship or transactions of Non Executive Directors

Company has taken & repaid funds advanced by Mr. Suresh Bafna to the Company and interest @ 9% interest is charged on the said funds taken by the Company and as such the said transaction is not prejudicial to the interest of the Company.

C) Committees of Board

Board has constituted following committees and delegated adequate power to them to carry out activities of the Company.

1) Audit Committee

Audit Committee comprises of 3 Non-Executive Directors out of which 2 are Independent Directors. Committee reviews all matters specified in clause 49 of the Listing agreement alongwith section 292A of the Companies Act, 1956. Committee Comprises of the following Directors -

Mr. Suresh Bafna	Chairman
Mr. Deepak M. Doshi	Member
Mr. Sumeeth Haran	Member