

UNISTAR MULTIMEDIA LIMITED



**26th
ANNUAL REPORT
2016-2017**

CORPORATE INFORMATION

Board of Directors

Mr. Suresh Bafna	Chairman
Mrs. Darshika S. Shah	Managing Director
Mr. Devendra Sanghvi	Independent Director
Mr. Sumeetkumar Haran	Independent Director
Mr. Deepak. M. Doshi	Independent Director

Additional Information

Registered Office

901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E), Mumbai: 400063.

Auditors

M/s. Dhruvprakash & Co.
Chartered Accountants, Mumbai.

Registrar & Transfer Agent

Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase- I, New Delhi - 110 020
Tel: 011-64732681-88
Fax: 011-26812682
Email: viren@skylinert.com

Bankers

HDFC Bank Limited
Federal Bank

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NOTE: Shareholders are requested to bring their copy of the Annual Report along with them At the Annual General Meeting.

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the Company will be held at the Registered office of the Company at 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai : 400063 on **29th day of September, 2017 at 04.30 p.m.** for transacting the following business: -

Ordinary Business:

Item No.1: Adoption of Financial Statements

To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2017 and the Balance Sheet as at that date together with the Auditor's Report & Director's Report thereon.

Item No. 2: Ratify the Appointment of Auditor

Therefore, shareholders are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 & other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or reenactment(s) thereof for the time being in force and pursuant to the resolution passed by the members at the 24th Annual General Meeting held on 30th September, 2015, the appointment of M/s. Dhruvaprakash & Co, Chartered Accountants, Mumbai (having FRN: 117674W) as the Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 28th Annual General Meeting to be held for the financial year ending 31st March, 2019, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2018 in consultation with the auditors."

Item No. 3: Re-Appointment of Mr. Suresh Bafna (Din No. 01569163) as a Director liable to retire by rotation

To re-appoint Mr. Suresh Bafna (Din No. 01569163), Director who retires by rotation and being eligible offers himself for reappointment.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Suresh Bafna (Din No. 01569163) as a director, to the extent that he is required to retire by rotation."

Special Business:

Item No.4: Adoption of New Set of Article of Association as Per Companies Act, 2013:

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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No. 5: Alteration in Liability Clause in Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provision of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the members, the consent of the Board be and is hereby accorded **for**

alteration of the Clause - IV of the Memorandum of Association by inserting the Clause, "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Suresh Bafna, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies."

By Order of the Board
For Unistar Multimedia Ltd

Suresh Bafna
Chairman
DIN: 01569163

Date: 30/08/2017
Place: Mumbai

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/herself and such proxy need not be a member of the Company. A proxy form to be effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. Pursuant to section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
3. The proxy-holder shall prove his identity at the time of attending the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with conclusion of the Meeting, a Member can inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of the Notice.
6. In terms of Section 152 of the Act, Mr. Suresh Bafna (Din No. 01569163) Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief resume of Mr. Suresh Bafna (Din No. 01569163) and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agents.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing and Obligations disclosure requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished

to the Notice. The directors have furnished their consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules, there under.

9. Pursuant to Section 91 of the Act, the Share Transfer books and Members Register of the Company will remain closed from 22nd September, 2017 to 29th September, 2017 (both days inclusive).
10. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, & The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection at the Meeting.
11. Members are requested to forward all Share Transfers and other communications/correspondence to the Registrar & Share Transfer Agent (RTA) - M/s. Skyline Financial Services Private Limited, Unit: Unistar Multimedia Limited-D 153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi - 110020 and are further requested to always quote their Folio Number in all correspondences with the Company.
12. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
13. Members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
14. Members are requested to hand over the enclosed Attendance Slip duly signed in with their specimen signature(s) registered with the Company for admission to the AGM. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
15. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least seven days in advance of the meeting to enable the company to provide the information required, at the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
18. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
19. Members/Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the time of the Meeting.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.
21. Members are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
22. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

23. The Notice of 26th Annual General Meeting and instructions for remote e-voting along with attendance slip and proxy are being sent by courier to all members at their registered address.
24. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
25. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

We request you to update your e-mail address with the Director, Unistar Multimedia Limited, 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai-400063, e-mail unistarmultimedia@yahoo.com to ensure that the annual report and other documents reach you on your preferred e-mail.

26. Route Map for the venue of the proposed AGM of the company, is appearing at the end of the Annual Report.

27. E-Voting process:

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting to be held on Friday, 29th September, 2017. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 26th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote against the AGM.

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday, 22nd September, 2017 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 22nd September, 2017, only. The e-voting facility is available at the link www.evoting.nsdl.com

Procedure/ Instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):

- i. Open the e-mail and also open PDF file, namely, "UNISTAR e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- vii. Select "EVEN" (E-voting Event Number) of Unistar multimedia Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy(PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.

- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
- ii. Please follow all steps from Sl. No. 20. A (ii) to (xii) above, to cast vote.

C. Other Instructions

- i. The e-voting period commences on Tuesday, 26th September, 2017 (9.00 a.m. IST) and ends on Thursday, 28th September, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 22nd September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.unistarmultimedia.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board
For Unistar Multimedia Ltd

Suresh Bafna
Chairman
DIN: 01569163

Date: 30/08/2017
Place: Mumbai

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Suresh Babulal Bafna
Date of Birth	01/01/1960
Date of Appointment	20/10/2000
Specialized Expertise	Rich experience in Financial & Taxation matters & Capital Market activities.
Qualifications	B.Com., F.C.A.
Directorship of other Companies as at 31/03/17.	3
Chairmanship/Membership of other Committees as at 31/03/17.	Membership-3
No. of Shares held in Company as on 31/03/17.	542800

By Order of the Board
For Unistar Multimedia Ltd

Suresh Bafna
Chairman
DIN: 01569163

Date: 30/08/2017
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4:-

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same, the AoA of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 23rd August, 2017 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing AoA of the Company, it was decided to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution as set out at item no. 4 of the Notice for your approval. None of the Directors and Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No.5:-

The existing Clause - IV of the Memorandum of Association which is the Liability Clause is based on the Companies Act, 1956. With enforcement of the Companies Act, 2013, Company need to re-aligned the said clause as per the provisions of the new Act. And therefore the company proposes to later its liability clause by inserting the

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Clause, "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

The Board of Directors at its meeting held on 23rd August, 2017 decided to alter its liability clause as per the latest amendments of the Companies Act, 2013.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for Alteration in Liability Clause.

A copy of the proposed set of new MOA of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution as set out at item no. 5 of the Notice for your approval. None of the Directors and Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

By Order of the Board
For Unistar Multimedia Ltd

Suresh Bafna
Chairman
DIN: 01569163

Date: 30/08/2017
Place: Mumbai

DIRECTOR'S REPORT
For the Financial Year Ended on 31st March, 2017

Dear Shareholders,

Your Directors have great pleasure in presenting the 26th Annual Report together with the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date.

1. FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Company's performance during the year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

(Amount in Rs.)

Particular	For the financial year ended 31st March, 2017	For the financial year ended 31st March, 2016
Total revenue	6,666	106,113
Less: Total Expenses	598,592	636,924
Profit/ (Loss) before tax	(591,926)	(530,811)
Less: Provision for tax/Deferred Tax	1,432	2,120
Income Tax of earlier years w/off	-	-
Exception Income	-	-
Exception expenditure	-	-
Profit after Tax	(593,358)	(532,931)
No. of Equity Shares	10000700	10000700
EPS	(0.06)	(0.05)

FINANCIAL PERFORMANCE:

The total income of the Company for the year under review stood at Rs. 6,666/-(previous year Rs. 106,113). During the year the Company has net loss of Rs. 593,358/- as compared to net loss of Rs. 532,931/- in previous year.

SHARE CAPITAL:

There was no change in Share Capital of the Company during the Financial Year 2016-17 and Company Share Capital as on 31.03.2017 stood at Rs. 100,007,000/-.

DIVIDEND:

Inview of loss incurred during the year your Directors do not recommend dividend for this year.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report received from M/s. VKM & Associates, Practicing Company Secretaries, Mumbai is provided in Annexure 1 and forms part of this Annual report. Necessary explanations to each of the observations made in the Secretarial Audit Report are as given below: