

**UNISTAR MULTIMEDIA LIMITED**  
**L70100MH1991PLC243430**



<b>30<sup>th</sup></b>
<b>ANNUAL REPORT</b>
<b>2020-21</b>

## Contents

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
<b>1.</b>	<b>Corporate Information</b>	<b>3</b>
<b>2.</b>	<b>Notice</b>	<b>4</b>
<b>3.</b>	<b>Directors' Report</b>	<b>17</b>
<b>4.</b>	<b>Corporate Governance Report</b>	<b>25</b>
<b>5.</b>	<b>Certificate under Regulation 34 (3) of Listing Regulations</b>	<b>39</b>
<b>6.</b>	<b>Management Discussion &amp; Analysis Report</b>	<b>40</b>
<b>7.</b>	<b>Details of the ratio of remuneration of each director to the median employee's remuneration</b>	<b>43</b>
<b>8.</b>	<b>Secretarial Audit Report</b>	<b>44</b>
<b>9.</b>	<b>CEO/CFO Certification</b>	<b>49</b>
<b>10.</b>	<b>Standalone Independent Auditor's Report</b>	<b>50</b>
<b>11.</b>	<b>Standalone Financial Statements</b>	<b>58</b>
<b>12.</b>	<b>Consolidated Independent Auditor's Report</b>	<b>82</b>
<b>13.</b>	<b>Consolidated Financial Statements</b>	<b>88</b>
<b>14.</b>	<b>Proxy Form</b>	<b>111</b>
<b>15.</b>	<b>Attendance Slip</b>	<b>112</b>
<b>16.</b>	<b>Route Map</b>	<b>113</b>

**Corporate Information -****Board of Directors**

Mr. Suresh Bafna	: Chairman cum Managing Director
Mrs. Darshika Shah	: Managing Director (Resigned w.e.f 31 <sup>st</sup> March, 2021)
Ms. Anita Jain	: Additional Director (Appointed w.e.f. 01 <sup>st</sup> April, 2021 and Resigned w.e.f. 29 <sup>th</sup> June, 2021)
Mr. Shreyansh Bavishi	: Additional Director (Appointed w.e.f. 03 <sup>rd</sup> September, 2021)
Mr. SumeethKumar Haran	: Independent Director
Ms. Prapti Shah	: Additional Director (Appointed w.e.f 29 <sup>th</sup> June, 2021)
Ms. Renukka Marwah	: Independent Director (Resigned w.e.f 31 <sup>st</sup> March, 2021)
Ms. Kanchan Kaku	: Company Secretary & Compliance Officer (Resigned w.e.f 31 <sup>st</sup> March, 2021)
Mr. Milinath Gavas	: Chief Financial Officer (Resigned w.e.f 31 <sup>st</sup> March, 2021)

**Additional Information –**

**ISIN** INE808C01014

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

**Statutory Auditors** **M/s. Parekh Shah & Lodha**  
Chartered Accountants  
BKC Centre, 31-E, Laxmi Industrial Estate,  
New Link Road, Andheri (W),  
Mumbai – 400053  
Tel No.- 022-30706021/44  
Email: pslca1988@gmail.com

**Secretarial Auditor** **VKM & ASSOCIATES**  
116, Trinity Bldg, 1st Floor, 227,  
Dr. C H Street, Behind Parsi Dairy,  
Marine Lines (E), Mumbai-400002.  
Tel: 22077267  
Email: vkmassociates@yahoo.com

**Registrar & Transfer Agent** **Skyline Financial Services Private Limited**  
A/505 Dattani Plaza, Andheri Kurla Road,  
Safeed Pool, Andheri (East),  
Mumbai - 400072  
Tel: 022-49721245, 022-28511022  
Email: pravin.cm@skylinerta.com

**Bankers** HDFC Bank Limited

**NOTICE**

**NOTICE** is hereby given that the **30<sup>th</sup> 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 **Thursday, 30<sup>th</sup> day of September, 2021 at 12:00 p.m.** for transacting the following businesses: -

**Ordinary Business:**

1. **To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 along with the Reports of the Board of Directors and Auditor's thereon.**
2. **To Appoint a director in place of Mr. Suresh Bafna (DIN: 01569163) who retires by rotation and being eligible offers himself for re-appointment.**

**Special Business:**

3. **Appointment of Mr. Suresh Bafna (DIN: 01569163) as Managing Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and provisions of the Articles of Association of the Company, Mr. Suresh Bafna, holding DIN 01569163, be and is hereby appointed as Managing Director on the Board of the Company with effect from 01<sup>st</sup> April, 2021 and he shall be designated as a Managing Director and shall hold office for a period of 5 years from the date of his appointment till 31<sup>st</sup> March, 2026 on the terms and conditions contained in the Agreement executed by and between Mr. Suresh Bafna and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) can alter and vary terms and conditions of the said appointment, within the permissible statutory provisions, in such manner as may be agreed to between the Board and Mr. Bafna.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue appointment letter for and on behalf of the Company."

4. **Appointment of Ms. Prapti Shah (DIN: 09216502) as a Non-Executive Independent Director** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary resolution:

**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Prapti Shah (DIN: 09216502), was appointed as an additional director (Independent Non-Executive Director) w.e.f. 29<sup>th</sup> June, 2021 in terms of section 161 of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, who holds office up to the date of this Annual General Meeting in terms of Section 160(1) of the Act be and is hereby appointed as a Non-Executive Independent director of the Company to hold office for a term of five consecutive years with effect from 29<sup>th</sup> June, 2021 to 28<sup>th</sup> June, 2026 on terms and conditions as set out in Explanatory Statement and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue appointment letter for and on behalf of the Company.”

5. **Appointment of Mr. Shreyansh Bavishi (DIN: 06408477) as an Non-Executive Non-Independent Director** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary resolution:

**RESOLVED THAT** pursuant to the provisions of sections 150,152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Shreyansh Bavishi (DIN: 06408477), who was appointed as a Additional Non- Executive Non-Independent Director of the Company with effect from 02<sup>nd</sup> September, 2021, who holds office up to the date of this Annual General Meeting in terms of Section 160(1) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, and is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue appointment letter for and on behalf of the Company.”

Place: Mumbai

Date: 06<sup>th</sup> September, 2021

**By Order of the Board of  
Directors For Unistar  
Multimedia Limited**

**S  
d/-  
Suresh  
Bafna  
Chairman & Managing Director  
DIN: 01569163**

**NOTES:-**

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and details required as per under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed as **“Annexure A”**.
3. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to Annual Report and forms part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY**

NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE

**COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBERS.**

5. 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 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.
6. The proxy-holder shall prove his identity at the time of attending the Meeting.
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.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Thursday, 23<sup>rd</sup> day of September, 2021 to Thursday, 30<sup>th</sup> day of September, 2021 (both days inclusive).
12. In case of any queries regarding the Annual Report, members may write to [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.
13. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
14. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the 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.
15. 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.
16. 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.

17. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
18. The Notice of 30<sup>th</sup> Annual General Meeting and instructions for e-voting along with Assent / Dissent Form, Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).
19. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, dated 15/06/2021, NO.33/2020 dated 28/09/2020, 39/2020 dated 31/12/2020, 10/2021 dated 23rd June, 2021 respectively. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).

20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.unistarmulti.com](http://www.unistarmulti.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
22. 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.
23. 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.
24. We request you to send a email on [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.com) to ensure that the annual report and other documents reach you on your preferred e-mail.
25. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**



**26. 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 30<sup>th</sup> Annual General Meeting to be held on Thursday, 30<sup>th</sup> September, 2021. 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 30<sup>th</sup> 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 again in 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 Thursday, 23<sup>rd</sup> September, 2021 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. Wednesday, 23<sup>rd</sup> September, 2020, only. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

How do I vote electronically using NSDL e-Voting system?


**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**
**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li> </ol>

	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [www.cdslindia.com](http://www.cdslindia.com)