

# **UNISTAR MULTIMEDIA LIMITED**



**20<sup>th</sup>**  
**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



During the year 4 meetings were held and all the members attended the meeting and Executive Director of the Company was invitee.

**2) Remuneration Committee**

Remuneration Committee comprises of 1 Non Executive Directors and 2 Non Executive and Independent Directors viz. Mr. Shailen Shah, Mr. Sumeeth Haran and Mr. Deepak Doshi. Mr. Shailen Shah is the Chairman of the Committee. Committee is empowered to decide and approve the remuneration of Directors.

**3) Investors Grievance Committee**

Committee Comprises of 3 Non Executive Directors viz. Mr. Suresh Bafna, Mr. Shailen R. Shah and Mr. Deepak Doshi. Mr. Shailen R. Shah, Director, has been designated as Compliance Officer. Committee approves matters regarding transfer, transmission of shares, issue of duplicate shares, review redressal of investor's grievances etc.

Company has 2216 investors. During the year, Company received NIL complaints and none of the Complaints are pending. No Shares are pending for Transfer as on the year end date.

**D) General Body Meetings**

Information of last 3 Annual General Meetings held is as under -

Financial Year	Date	Time	Venue
2009-2010	29th Sept., 2010	4.30 p.m	W-II-8, Damodar Nagar, Kanpur : 208001
2008-2009	30th Sept., 2009	4.30 p.m	13/386, Civil Lines, Kanpur-208001.
2007-2008	28th Sept. 2008	4.30 p.m.	13/386, Civil Lines, Kanpur-208001.

No Special Resolution was passed at any of the aforesaid AGM'S held.

**E) Disclosures**

- i) Materially Significant Related Party Transactions are disclosed in clause B above.
- ii) Shares of the Company were de-listed by the The Stock Exchange, Mumbai due to non-compliance with the Listing of Preferential Shares allotted on Swap Basis by the Company.

**F) Means of Communication**

Quarterly Results and Half-Yearly Results are sent to the Stock Exchanges as soon as the Board approves them. The same are published in Free Press Journal & Navshakti.

Management Discussion and Analysis Report forms part of this report.

**G) General Shareholder Information**

**1) 20th Annual General Meeting**

Date - 29th Sept. 2011

Time - 11 a.m.

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

**2) Tentative Financial Calendar for the Year**

Unaudited Results for 2nd Quarter	30th Oct. 2011
Unaudited Results for 3rd Quarter	31st Jan. 2012
Unaudited Results for 4th Quarter	30th April 2012
Audited Results for 2011-12	30th Sept. 2012

**3) Book Closure Date**

23rd Sept. 2011 - 29th Sept. '11

**4) Dividend Payment Date**

Not Applicable.

**5) Listing on Stock Exchanges and Stock Code**

The Stock Exchange, Mumbai	532035
The Stock Exchange Ahmedabad	11953

Presently Shares of the Company are suspended from the said Stock Exchanges due to non-compliances with certain clauses of Listing Agreement & Company has now Complied with all the clauses and informed Exchange accordingly and is waiting for its proposal to be put forward in their forthcoming Committee Meeting.

**6) Registrar & Transfer Agents**

Company has appointed M/s. Sharepro Services, Andheri as its R&T Agent for physical and electronic connectivity with the Depositories for Dematerialised Shares.

**7) Share Transfer System**

Physical Shares received for Transfer are processed and an option letter is sent to the Shareholder to convert his holding into electronic form. If not opted, Share Certificates are sent back duly transferred. Demat shares are transferred directly to the beneficiaries by Depositories. Investors Grievance Committee and Compliance Officer of the Company are authorised to approve the share transfer.

## 8) Distribution of Shareholding

SHARES HOLDING OF NOMINAL VALUE OF		SHARE HOLDERS			SHARE AMOUNT			
Rs.	Rs.	Number	% To Total	Physical (in Rs.)	NSDL Demat (in Rs.)	CDSL Demat (in Rs.)	TOTAL (in Rs.)	% to Total
Up to	2500	766	34.567	22650	736210	316590	1075450	2.151
2501	5000	535	24.143	108000	1566140	653900	2328040	4.655
5001	11000	440	19.856	13000	2847490	997050	3857540	7.714
11001	20000	224	10.108	69000	2425410	1137180	3631590	7.262
20001	30000	84	3.791		1185300	1005160	2190460	4.380
30001	40000	36	1.625	33000	913210	350300	1296510	2.593
40001	50000	30	1.354		865610	551140	1416750	2.833
50001	110000	64	2.888		3272730	1247730	4520460	9.040
100001	& above	37	1.670		28031880	1658320	29690200	59.372
Total :		2216	100.00	245650	41843980	7917370	50007000	100.00

## 9) Dematerialization of Shares and Liquidity

The shares of the Company are under Compulsory Demat Delivery for all categories of Investors. Your Company has signed agreement with NSDL & CDSL for the same.

The shares of your Company trade in B2 group at the Stock Exchange, Mumbai.

## 10) Outstanding GDR/ADR/Warrants or any Convertible instruments, Conversion Date and likely impact on equity

NIL

## 11) Plant Locations

N.A.

## 12) Address for Correspondence

Unistar Multimedia Limited  
901-902, Atlanta Centre, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai : 400063.

**CEO & CFO CERTIFICATION**

The Board of Directors  
Unistar Multimedia Ltd.  
W-ii-8, Damaodar Nagar,  
Kanpur : 208001

**Re-financial Statements for the year 2010-11 - Certification**

We Suresh Babulal Bafna , Chairman & Executive director and Shailen R. Shah, CFO, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31.03.2011 and to the best of our knowledge and belief, thereby certify that:-

These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.

These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31.03.2011 which are fraudulent, illegal or violate of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.

**We further certify that:**

- (a) There have been no significant changes in the internal control over financial reporting during this year.
- (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
- (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

**FOR UNISTAR MULTIMEDIA LTD.**

Sd/-

(Chairman & Executive Director)

Place: Mumbai

Date: 25/08/2011

SHALEN SHAH  
(CFO)

**DECLARATION - COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, I Suresh Babulal Bafna, Chairman & Executive Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2011.

Place: Mumbai  
Date: 25.08.2011

For Unistar Multimedia Ltd.

Sd/-

(Chairman & executive Director)

**Auditors Certificate on Compliance of conditions of corporate governance as per clause 49 of the Listing Agreement with the Stock Exchanges.**

To,  
**Members of Unistar Multimedia Limited**

We have examined the compliance of conditions of corporate governance by Unistar Multimedia Limited ("the Company") for the year ended 31st March 2011, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges, with the relevant records and documents maintained by the Company and the Report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We certify that the Company has complied with, in all material respects, the mandatory conditions of Corporate Governance as stipulated in the above-mentioned Listing agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

**For DHRUVAPRAKASH & CO.**  
Chartered Accountants

Place - Mumbai  
Date - 25/08/2011

Sd/-  
**(D.P.SHETTY)**  
(Partner)

AUDITOR'S REPORT

To the Members,  
M/S Unistar Multimedia Limited,  
Head Off.: W-II-8, Damodar Nagar, Kanpur.

1. We have audited the attached Balance Sheet of M/S Unistar Multimedia Limited as at 31st March, 2011 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management, our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956 and on basis of such checks of the books and records of the Company as we considered appropriate, and according to the information given to us during the course of audit, we enclose separate Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to above, We state that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of such books.
  - (c) The report on the accounts of Mumbai Branch audited by the Branch Auditors has been forwarded to us and has been dealt with by us in preparing this report.
  - (d) The Balance Sheet and Profit and Loss account referred to in this report are in agreement with the books of account.
  - (e) In our opinion the Balance Sheet and Profit and Loss account dealt with by this report comply with the Accounting Standards referred to sub-section (3C) of Section 211 of the Companies Act, 1956 to the extent applicable.
  - (f) Since written representation not received, we are unable to report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - (g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with significant accounting policies and notes thereon give the information required by the companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
    - (i) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2011.
    - (ii) in the case of Profit & Loss Account, of the LOSS for the year ended on that date.

FOR DHRUPRAKASH & CO.  
Chartered Accountants

PLACE: Mumbai  
DATED: 25/08/2011

Sd/-  
(D.P.SHETTY)  
Partner  
M. No. 103534

**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2011**

1. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, all the fixed assets have been physically verified by the management during the year and there was regular program of verification which in our opinion is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.
- c. The company has not disposed off any fixed assets during the year.
2. a. As explained and informed to us, the inventory of finished serials has been physically verified during the year by the management at reasonable intervals.
- b. In our opinion according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As explained to us there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. a. According to the information and explanations given to us, the Company has taken unsecured loans from the directors and other parties listed in the register in the maintained under section 301 and/or the companies under same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956. In our opinion the terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- b. According to the information and explanations given to us, the Company has granted loans and advances to the companies, firm or other parties listed in the register in the maintained under section 301 and/or the companies under same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956. In our opinion the terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.
- c. According to the information and explanations given to us, the parties to whom interest free advances in the nature of loan has been given are repaying the principal as stipulated.
- d. The company has given advances in the nature of loans to some parties, However, as explained to us, there is no stipulated as to payment of interest and repayment of principal.
4. In our opinion and according to the information and explanations given to us there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of serials/films, raw materials including components, fixed assets and other assets and with regard to the sale of goods, serials/films. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In our opinion and according to the information and explanations given to us, there were no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, aggregating during the year to Rs. 5 lakhs or more in respect of any parties.
6. The company has not accepted any deposits from the public as defined under section 58-A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.

7. As explained and informed to us, the company has not have a formal internal audit system. However, in our opinion and as per the explanation given to us its internal control procedures involve reasonable internal checking of its transactions
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the companies Act, 1956 for the products of the company.
9. a. According to the information and explanation given to us and on the basis of our examination of books of accounts, the provisions related to Provident Fund, Investor protection fund, Employees State Insurance does not apply to the company during the year.  
b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, as at last day of the financial year concerned for a year of more than six months from the date they became payable.
10. In our opinion the accumulated losses of the company at the end of the financial year are not more than 50% of its net worth.
11. According to the information and explanation given to us and on the basis of our examination of books of accounts, the company has not taken any loan from the financial institutions, banks or debenture holders. Therefore, provisions of clause 4 (xi) of the Order is not applicable to the company.
12. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of pledge of shares, debentures and other securities, Therefore, provisions of clause 4 (xii) of the Order is not applicable to the company.
13. According to the information and explanations given to us, the company is not a chit fund/nidhi/mutual benefit fund/society. Therefore, provisions of clause 4 (xiii) of the Order is not applicable to the company.
14. According to the information and explanations given to us the company is not dealing or trading in shares, securities, debentures or other investments. Therefore, provisions of clause 4 (xiv) of the Order is not applicable to the company.
15. According to the information and explanations given to us. The company has not given any guarantee for loans taken by others from banks and financial institutions. Therefore, provisions of clause 4 (xv) of the Order is not applicable to the company.
16. According to the information and explanations given to us ,the company has not taken any loans during the year.
17. According to the information and explanations given to us and on and overall examination of the balance sheet of the company ,we have not come across any instance where funds raised during the year on short-term basis have been used for long-term investment and vice versa.
18. During the year, the company has not made any preferential allotment of shares to the parties and companies covered in the re.
19. The company has not issued any debenture during the year. Therefore, provisions of clause 4 (xix) of the Order is not applicable to the company.
20. The company has not raised any money by way of public issue during the year. Therefore, provisions of clause 4 (xx) of the Order is not applicable to the company.
21. According to the information and explanation given to us, no fraud, on or by the company, has been noticed or reported during the year.

FOR DHRUPRAKASH & CO.  
Chartered Accountants

Sd/-

(D.P.SHETTY)  
Partner  
M. No. 103534

PLACE: Mumbai  
DATED: 25/8/2011



**UNISTAR MULTIMEDIA LTD.**  
BALANCE SHEET AS AT 31 ST MARCH , 2011

PARTICULARS	SCHEDULE	CURRENT YEAR AS AT 31.03.2011 (RS.)	PREVIOUS YEAR AS AT 31.03.2010 (RS.)
<b>SOURCES OF FUNDS :-</b>			
1) Share Holders Fund :			
Share Capital	A	96,649,500	96,649,500
2) Reserves & Surplus :			
Share Premium		350,000,000	350,000,000
Share Application Money		0	0
3) Loan Fund :	B		
a) Secured Loans		1,411,025	1,411,025
b) Unsecured Loans			
<b>TOTAL</b>		<u><u>448,060,525</u></u>	<u><u>448,060,525</u></u>
<b>APPLICATION OF FUNDS :-</b>			
FIXED ASSETS :	C		
Gross Block		777,653	777,653
Less : Depreciation to Date		<u>631,132</u>	<u>624,992</u>
Net Block		146,521	152,661
Deferred Tax Assets		2809640	2,810,927
INVESTMENTS :-	D	400,046,850	400,054,952
CURRENT ASSETS, LOANS & ADVANCES :	E		
a) Inventories		2,560,636	2,560,636
b) Sundry Debtors		4,580,000	6,415,814
c) Cash & Bank Balances		2,342,643	509,459
d) Loans & Advances		<u>35,812,655</u>	<u>36,258,721</u>
		45,295,934	45,744,630
LESS : CURRENT LIABILITIES & PROVISIONS:	F	<u>8,205,870</u>	<u>8,274,931</u>
NET CURRENT ASSETS		37,090,064	37,469,699
MISCELLANEOUS EXPENDITURE ( To The Extent of Not Written Off or Adjusted )			
Preliminary Expenses		-	-
Profit & Loss Account		7,967,449	7,572,286
Share Issue Expenses	I	0	0
Accounting Policies & Notes On Account			
<b>TOTAL</b>		<u><u>448,060,525</u></u>	<u><u>448,060,525</u></u>

M/S DHRUVAPRAKASH & CO.  
CHARTERED ACCOUNTANTS  
Sd/-

(D.P.SHETTY)

Partner

DATE : 25/8/2011

PLACE : Mumbai

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

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**20TH ANNUAL REPORT 2010-2011**

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 ST MARCH , 2011**

PARTICULARS	SCHEDULE	CURRENT YEAR AS AT 31.03.2011 (RS.)	PREVIOUS YEAR AS AT 31.03.2010 (RS.)
<b>INCOME :-</b>			
Sales		-	8,000,000
Other Income	G	35,903	688,259
Vatiation in Stock	H	-	(11,534,246)
		<u>35,903</u>	<u>(2,845,987)</u>
<b>EXPENDITURE :-</b>			
Purchase & Production Cost		-	-
Operative & Administrative Exp.	I	423639	138,860
Depreciation	C	6,141	25,644
		<u>4,297,80</u>	<u>164,504</u>
Net Profit / ( Loss )		(393877)	(3,010,491)
Provision For Income Tax		-	-
Provision For FBT		1,287	-
Profit After Tax		<u>(395,164)</u>	<u>(3,010,491)</u>
Brought Forward Loss		(7,572,286)	(4,561,795)
Balance Carried To Balance Sheet		(79,67449)	(7,572,286)
	<u>No.of Shares</u>		
Basic & Diluted Earning Per Share (EPS )			
during the year (in Rs.)	10000700	(2)	(30)
	of Rs.10/each	Per Share	Per share
AS PER OUR SEPARATE REPORT OF EVEN DATE			
M/S DHURVAPRAKASH & CO. CHARTERED ACCOUNTANTS		FOR & ON BEHALF OF THE BOARD OF DIRECTORS UNISTAR MULTIMEDIA LIMITED	
Sd/- (D.P.SHETTY) Partner DATE : 25/8/2011 PLACE : Mumbai	Sd/- DIRECTOR	Sd/- DIRECTOR	

**SCHEDULES TO BALANCE SHEET AS AT 31 ST MARCH , 2011**

PARTICULARS	CURRENT YEAR AS AT 31.03.2011 RS.	PREVIOUS YEAR AS AT 31.03.2010 RS.
<b>SCHEDULE - A</b>		
<b>SHARE CAPITAL :</b>		
<b>A) AUTHORISED SHARE CAPITAL :</b>		
102,00,000 Equity Shares of Rs. 10 /- each (Previous Year 10200000 Equity Shares of Rs. 10 /- each)	<u>102,000,000</u>	<u>102,000,000</u>
<b>ISSUED, SUBSCRIBED , CALLED &amp; PAID UP CAPITAL :</b>		
10000700 Equity Shares of Rs 10 /- each, Fully called up ( Previous Year 10000700 Equity Shares Of Rs.10/- each)	<u>100,007,000</u>	<u>100,007,000</u>
Less : Calls in arrears	<u>3,357,500</u>	<u>3,357,500</u>
<b>TOTAL</b>	<u><u>96,649,500</u></u>	<u><u>96,649,500</u></u>
 <b>SCHEDULE - B</b>		
<b>UNSECURED LOANS</b>		
<b>FROM BODY CORPORATES</b>		
Saral Vanijya Pvt Ltd.	<u>1,411,025</u>	<u>1,411,025</u>
<b>TOTAL</b>	<u><u>1,411,025</u></u>	<u><u>1,411,025</u></u>

**SCHEDULE - C - FIXED ASSETS**

S.r. No	Name of Assets	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
		Cost As On 31.03.10	Additions During the year	Total as On 31.03.11	UP To 31.03.10	For the Year	Total as on 31.03.11	W.D.V. 31.03.11	W.D.V 31.03.10
1	Film Equipment	238,520	0	238,520	170,495	4,216	174,711	63,809	68,025
2	Computer & Access.	336,917	0	336,917	336,831	86	336,917	0	86
3	Fax Machine	39,550	0	39,550	28,866	243	29,109	10,441	10,684
4	Furniture & Fixtures	151,666	0	151,666	83,478	1,465	84,943	66,723	68,188
5	Telephone Equipments	11,000	0	11,000	5,322	131	5,453	5,547	5,678
	<b>TOTAL</b>	<b>777,653</b>	<b>0</b>	<b>777,653</b>	<b>624,992</b>	<b>6,141</b>	<b>631,133</b>	<b>146,520</b>	<b>152,661</b>

**20TH ANNUAL REPORT 2010-2011**

PARTICULARS	CURRENT YEAR AS AT 31.03.2011 (RS.)	PREVIOUS YEAR AS AT 31.03.2010 (RS.)
<b><u>SCHEDULE -D</u></b>		
<b><u>INVESTMENT</u></b>		
Investment in Unquoted Shares		
Share Application in Body Corporates		
Equity Shares in Body Corporates	400,000,000	400,000,000
400 Convertible Debentures of Mani Loans Pvt. Ltd.	-	-
Fixed Deposit with HDFC Bank	46,750	44,952
Unistar Emrlad Combine -Capital A/C	-	10,000
Share Investment in Aroma Telecom pvt. Ltd	100	-
	<u>400,046,850</u>	<u>400,054,952</u>
<b><u>SCHEDULE -E</u></b>		
<b><u>CUREEN ASSET &amp; LOAN &amp; ADVANCE INVENTORIES</u></b>		
( As Taken , valued & certified by the Management )		
Serials in Process ( At cost on value addition basis )	2,560,636	2,560,636
	<u>2,560,636</u>	<u>2,560,636</u>
<b>TOTAL</b>		
	<u>2,560,636</u>	<u>2,560,636</u>
<b><u>SUNDRY DEBTORS</u></b>		
( Unsecured , considered good )		
Debts Outstanding For a Period Exceeding		
Six Months	4,580,000	6,415,814
Other Debts	-	-
	<u>4,580,000</u>	<u>6,415,814</u>
<b>TOTAL</b>		
	<u>4,580,000</u>	<u>6,415,814</u>
<b><u>CASH &amp; BANK BALANCES</u></b>		
Cash In Hand	269,969	492,350
Balance with Schedule Banks ( In Current Account ) :-		
Jammu & Kashmir Bank	2,844	2,844
HDFC Bank Ltd.	2,068,777	13,212
Federal Bank Limited	1,053	1,053
	<u>2,342,643</u>	<u>509,459</u>
<b>TOTAL</b>		
	<u>2,342,643</u>	<u>509,459</u>
<b><u>CURRENT ASSETS &amp; LOANS AND ADVANCES</u></b>		
Deposits ( BSES )	60,880	60,880
Telephone Deposits	3,000	3,000
Trade Advances	32,748,775	33,194,841
Flat Deposit (Goregaon)	3,000,000	3,000,000
	<u>35,812,655</u>	<u>36,258,721</u>
<b>TOTAL</b>		
	<u>35,812,655</u>	<u>36,258,721</u>

**20TH ANNUAL REPORT 2010-2011**

PARTICULARS	CURRENT YEAR AS AT 31.03.2011 (RS.)	PREVIOUS YEAR AS AT 31.03.2010 (RS.)
<b>SCHEDULE-F</b>		
<b><u>CURRENT LIABILITIES &amp; PROVISIONS</u></b>		
Sundry Creditors	391,584	391,584
Advance From Customers	7,615,000	7,615,000
Creditors For Expenses	-	70,404
Provison for Income Tax	-	3,800
Provison for FBT	-	3,303
Audit Fees Payable	52,236	35,691
Listing Fees Payable	147,050	147,050
Accounting charges payable	-	6,000
Provision For Legal Fees	-	2,100
	<u>8,205,870</u>	<u>8,274,931</u>
<b>SCHEDULE-G</b>		
<b><u>OTHER INCOME</u></b>		
Interest Received	27,435	684,421
Interest on FDR	1,798	3,513
Sundry receipts	-	325
Excess Provision W/Off.	6,670	-
	<u>35,903</u>	<u>688,259</u>
<b>SCHEDULE-H</b>		
<b><u>INCREASE/(DECREASE) IN STOCK</u></b>		
<b>STOCK AT COMMENCEMENT</b>		
T.V. Serials in Process	-	-
	<u>-</u>	<u>-</u>
<b>STOCK AT CLOSE</b>		
T.V.Serials in Process	2,560,636	2,560,636
	<u>2,560,636</u>	<u>2,560,636</u>
<b>INCREASE/(DECREASE) IN STOCK</b>	<b>2,560,636</b>	<b>2,560,636</b>

**20TH ANNUAL REPORT 2010-2011**

<b>PARTICULARS</b>	<b>CURRENT YEAR ENDED 31.03.11 AMOUNT (RS.)</b>	<b>PREVIOUS YEAR ENDED 31.03.10 AMOUNT (RS.)</b>
<b><u>SCHEDULE - I</u></b>		
<b><u>OPERATIVE &amp; ADMINISTRATIVE EXPENSES</u></b>		
Salary A/c	204000	0
Audit Fees	16,545	10,000
Bank Charges	-	1,952
Sundry Expenses	-	438
Legal Expenses	-	2,100
Advertisement Expenses	29,048	10,166
Postage & Telegram Expenses	26,381	146
Printing & Stationery	1,995	16,098
ROC Expenses	10,775	18,500
Consultancy Charges	4,964	4,964
Demat Charges	36,951	36,951
Listing Fees	67,935	16,545
Professional Fees	25,045	15,000
Accounting charges	-	6,000
	<u>423,639</u>	<u>138,860</u>

**FOR UNISTAR MULTIMEDIA LIMITED**

Sd/-

**DIRECTOR**

**20TH ANNUAL REPORT 2010-2011**

PARTICULARS	CURRENT YEAR ENDED 31.03.11 AMOUNT (RS.)	PREVIOUS YEAR ENDED 31.03.10 AMOUNT (RS.)
<b>SUNDRY DEBTORS</b>		
( Unsecured , but considered good )		
Debts Outstanding For a Period Exceeding Six Months		
Venus Records & Tapes Pvt. Ltd	-	1,835,814
Cee (I) Tv entertainment ltd	4,580,000	4,580,000
<b>Total :</b>	<u><u>4,580,000</u></u>	<u><u>6,415,814</u></u>
<b>CURRENT ASSETS</b>		
<u>Trade Advances</u>		
TDS ON Contractor	59,328	59,328
TDS on interest (09-10)	29,664	29,664
TDS Receivable (10-11)	744,548	744,548
TDS Receivable (02-03)	288,793	288,793
TDS Receivable (06-07)	26,659	26,659
Big City Unistar	-	1,500
Unistar Emerlad Combines	2,294,016	2,294,016
Deepak sawant	10,000	10,000
S.M.International	726,209	726,209
Sharad Kapoor	400,000	400,000
Suman & Sidatar Films	1,025,000	1,025,000
Ramesh Jain	70,000	70,000
A.M.Movies Limited	4,036,500	4,036,500
Mannat Builders	500,000	500,000
Purely Puneet Production	300,000	300,000
Aroma Telecom Pvt. Ltd	9,812,000	11,000,000
Suresh Bafna	256,059	228,624
Clio Infotech Ltd	7,169,999	6,454,000
Poornima Kothari	5,000,000	5,000,000
<b>Total :</b>	<u><u>32,748,775</u></u>	<u><u>33,194,841</u></u>
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>		
<u>Sundry Creditors</u>		
Mumbai Branch Adjustment	262,584	262,584
Unistar Multimedia & Ayushman cinevision combine	129,000	129,000
<b>Total :</b>	<u><u>391,584</u></u>	<u><u>391,584</u></u>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2011

	2010-11	2009-10
<b>NET PROFIT BEFORE TAX &amp; EXTRA ORDINARY ITEMS</b>	<b>-393,877</b>	<b>-3,010,491</b>
Adjustment For :		
Depreciation	6,141	25,644
Provision for FBT/Income Relating to Prev. Years	0	0
Misc. Expenses Written off : Share Issue Exp	0	0
Operating Profit Before Working Capital Changes	<u>-387,736</u>	<u>-2,984,847</u>
<b>Adjustment For:</b>		
Trade and other receivables	1,835,814	8,695,436
Inventories	0	11,534,246
Trade Payable	-69,061	-5,052,014
Loans & Advances	446,066	-6,665,861
Cash Generated From Operations	<u>1,825,083</u>	<u>5,526,960</u>
Cash Flow From Operating Activities	<b>1,825,083</b>	<b>5,526,960</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sales of Fixed Assets / Investments	0	0
Sale/Purchase of Investments	8,102	5,384,357
Purchase of Fixed Assets	0	0
NET CASH FLOW IN INVESTING ACTIVITIES	<u>8,102</u>	<u>5,384,357</u>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds From Borrowings ( Nett )	0	-11,424,975
Proceeds from Share Capital	0	0
Net Cash Flow In Financing Activities	<u>0</u>	<u>-11,424,975</u>
Net Increase In Cash and Cash Equivalents	1,833,185	-513,658
Cash and Cash equivalents Opening	509,459	1,023,117
Cash and cash equivalents Closing	2,342,644	509,459
	0	0

AS PER OUR SEPARATE REPORT OF EVEN DATE

M/S DHRUVAPRAKASH & CO.  
CHARTERED ACCOUNTANTS

Sd/-

(D. P. SHETTY)  
PARTNER

DATE -25/08/2011

PLACE : KANPUR

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

Sd/-

DIRECTOR



**SCHEDULE "A"**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

**I-SIGNIFICANT ACCOUNTING POLICIES :**

- (1) The company follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis except those with significant uncertainties. The company has complied with all the mandatory Accounting Standards (AS) issued by the ICAI, to the extent applicable. The accounts have been prepared on the historical cost convention and on the basis of going concern.
- (2) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.
- (3) Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes and incidental expenses less accumulated depreciation.
- (4) Depreciation on fixed Assets has been provided on straight line method at the rates and in the manner prescribed in the Income Tax Rules, 1962.
- (5) Investment is stated at Cost. Market value of investment is not ascertainable.

**II- NOTES ON ACCOUNTS :**

- (1) In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and that no contingent liability exists as on the Balance Sheet date except those as mentioned in the Notes.
- (2) The balance of Sundry Debtors, Sundry Creditors, loans and advances and unsecured loans are subject to confirmation and reconciliation, if any.
- (3) No Managerial remuneration, Sitting Fee for attending Board Meetings paid/ payable to whole time/Managing Director during the year (previous year Rs. NIL).
- (4) Amount paid/payable to auditors
 

	FY 2010-11
(i) As Statutory Auditors	Rs. 15,000/-
(II) As Tax Auditors	Rs. Nil/-
(iii) As Adviser or any other capacity	Rs. NIL
- (5) Provision for income tax has not been made in view of book loss during the year.
- (6) The figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever deemed necessary to compare the figures of the current year.

FOR DHRUVAPRAKASH & CO.  
Chartered Accountants

Sd/-

(D.PSHITTY)

Partner

PLACE: KANPUR

DATED: 25/08/2011

FOR UNISTAR MULTIMEDIA LIMITED

Sd/-

(Director)

Sd/-

(Director)

**UNISTAR MULTIMEDIA LIMITED**

Regd. Office : W-II-8, Damodar Nagar,  
Kanpur : 208001

**ENTRANCE PASS**

(to be presented at the entrance)

20th Annual General Meeting at Regd. Office : W-II-8, Damodar Nagar, Kanpur : 208001

Name \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Ledger Folio No \_\_\_\_\_ Signature \_\_\_\_\_

Only Members/Proxies are allowed to attend the meeting.

----- Tear Here -----

**UNISTAR MULTIMEDIA LIMITED**

Regd. Office : W-II-8, Damodar Nagar,  
Kanpur : 208001

**PROXY FORM**

I/We \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ being a member / members of the above named company hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her \_\_\_\_\_ of

\_\_\_\_\_ as my / our proxy to vote for me / us and on my / our behalf at the Twentieth

Annual General Meeting of the company to be held on 29th Sept. 2011 at 11.00. A.M. at the Registered Office of the  
company.

AS WITNESS my / our hand / hands this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signed this \_\_\_\_\_

Ledger Folio No \_\_\_\_\_

Note : The proxy must be deposited at the Registered office of the company at W-II-8, Damodar Nagar, Kanpur : 208001 not  
less than 48 hours before the time fixed for holding the meeting.

Affix a 30  
paise  
revenue  
stamp

**Book - Post**

**UNISTAR MULTIMEDIA LIMITED**

W-II-8, Damodar Nagar,

Kanpur : 208001

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