

UNISTAR MULTIMEDIA LIMITED



22nd
ANNUAL REPORT
2012-2013

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

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 22nd 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 28th day of September, 2013 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 2013 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: 02nd Sept.2013

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 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 24/09/13 to 28/09/13

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

DIRECTOR'S REPORT

To,
Dear Shareholders,

Your directors have pleasure in presenting the 22nd Annual Report of the Company along with Audited Financial Results for the year ended 31st March 2013

1. FINANCIAL HIGHLIGHTS -

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

(Amount in Rs)	For the year ended 31st March 2013	For the year ended 31st March 2012
Turnover	NIL	NIL
Other Income	90,313	1,19,206
Profit \ (Loss) before Tax	(2,22,847)	(8,96,716)
Profit \ Loss after Tax	(2,22,296)	(8,95,815)
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	(2,22,296)	(8,95,815)

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. being eligible offer themselves for reappointment.

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 2012-13 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**

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

PLACE : MUMBAI
DATE : 02/09/2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Overview

With increased digitalisation, growing regional media & film industry, emergence of new media content India's Entertainment Industry seems to be doing fairly good. Moreover, the Government's drive towards digitalisation and addressability for cable television by 2014 is expected to provide a boost to direct-to-home (DTH) and digital cable growth.

Future Outlook

With increasing Digitalization and increasing popularity towards Talent Search, Singing & Dancing Competitions and increasing viewership, outlook for the TV media industry looks fairly good.

Our Strategy

Company has stopped working on further new serial projects due to decreasing viewership for family serials and is trying to complete existing projects & bring them on Air. 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 company earned interest income of Rs.90313/- which was lower than last year. However due to lower Operational and Other Administrative Expenses Company could restrict net loss to Rs. 2,22,296/- as compared to net loss of Rs.895815/- incurred 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 : Mumbai
DATE : 02/09/2013

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 an 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 at 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	6	CNED	5
Mr. Deepak M. Doshi	Yes	6	5	NED/ID	2
Mr. Sumeeth Haran	Yes	6	4	NED/ID	2
Mr. Devendra Sanghvi	Yes	6	5	NED/ID	0

MD - Managing Director

CNED - Chairman & Non Executive Director

NED - Non Executive Director

ID - Independent Director

Pecuniary Relationship or transactions of Directors

Company had given funds on temporary basis to Mr. Suresh Bafna & same fund received back during the year 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. Deepak M. Doshi	Chairman
Mr. Sumeeth Haran	Member
Mr. Suresh Bafna	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 2213 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
2011-2012	29th Sept.,2012	10.00 a.m	901-902, Atlanta Center, Sonawala Lane, Goregaon (E), Mumbai 400063
2010-2011	29th Sept.,2011	11.00 a.m	W-II-8, Damodar Nagar, Kanpur : 208001
2009-2010	29th Sept.,2010	4.30 p.m	W-II-8, Damodar Nagar, 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 are 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. However company is in the process of revocating suspension and getting company relisted.

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) 22nd Annual General Meeting

Date - 28th September'2013

Time - 11 A.M.

Venue - 901/902, Atlanta Centre, Sonawala Lane, Goregaon (E), Mumbai-63.

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

Unaudited Results for 2nd Quarter	31st Oct. 2013
Unaudited Results for 3rd Quarter	31st Jan.'2014
Unaudited Results for 4th Quarter	30th April 2014
Audited Results for 2013-14	30th May. 2014

3) **Book Closure Date**

24th Sept.'2013 - 28th Sept.'13

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 for upliftment of revocaiton.

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	NSDL Physical (in Rs.)	Demat (in Rs.)	CDSL Demat (in Rs.)	TOTAL (in Rs.)	% to Total
Up to	2500	762	34.433	16650	736960	318090	1071700	1.072
2501	5000	529	23.904	98000	1519890	686150	2304040	2.304
5001	10000	442	19.973	29000	2770990	1070300	3870290	3.870
10001	20000	225	10.167	69000	2415410	1159180	3643590	3.643
20001	30000	86	3.886	-	1188550	1056910	2245460	2.245
30001	40000	36	1.627	33000	873210	390300	1296510	1.296
40001	50000	30	1.356	-	825510	591240	1416750	1.417
50001	100000	65	2.937	-	3220750	1385710	4606460	4.606
100001	& above	38	1.717	50000000	27893880	1658320	79552200	79.547
	Total :	2213	100.00	50245650	41445150	8316200	100007000	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 used to trade in B2 group at the Stock Exchange, Mumbai but are presently suspended.

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

To,
The Board of Directors
Unistar Multimedia Limited
Mumbai.

Re-Financial Statements for the year 2012-13 - Certification

I Mr. Shailen R. Shah, M.D. & CFO on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31.03.2013 and to the best of my 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 31.03.2013 which is fraudulent, illegal or volatile 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 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.

I 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 LIMITED

Sd/-
(Mr. Shailen R. Shah)
M. D./C.F.O.

Place: Mumbai
Date: 02/09/2013

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 2013, 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**

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

Place -Mumbai
Date -03/09/2013

AUDITOR'S REPORT
Independent Auditor's Report

To,
The Members,
UNISTAR MULTIMEDIA LTD
Report on Financial Statement

We have audited the accompanying financial statements of UNISTAR MULTIMEDIA LTD., which comprise the Balance Sheet as at 31st March 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act 1956, and in accordance with the accounting principles generally accepted in India. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give true and fair view and free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 2013.
- ii) In the case of the Statement of Profit and Loss, of the loss of the company for the year ended on that date, and
- iii) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on other Legal and Regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of Section 227(4A) of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

PLACE: Mumbai
DATED: 03/09/2013

FOR DHRUPRAKASH & CO.
Chartered Accountants
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, 2013

The Annexure referred to in paragraph 1 of our Report of even date to the members of UNISTAR MULTIMEDIA LTD on the accounts of the Company for the year ended 31st Mar.'2013 -

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that -

- 1) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- 2) According to the information and explanations given to us, the fixed assets have been physically verified by the management at reasonable interval during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such physical verification.
- 3) In our opinion and according to the information and explanations given to us, no Fixed Assets had been disposed off by the Company during the year.
- 4) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business.
- 5) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.
- 6) The Company has been maintaining proper records of inventory. However discrepancies noticed on physical verification of stocks, as compared to book records were not material and have been properly dealt with in the books of accounts.
- 7) 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.
- 8) The Company has not taken loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- 9) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods & services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system of Company.
- 10) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 11) In our opinion, and according to the information and explanations given to us, the provisions of Sections 58 A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable to the Company as Company has not accepted any deposits from the public.

- 12) Company does not have any formal internal audit system but according to management they have strong internal control commensurate with the size & nature of its business.
- 13) The provisions of maintaining cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 in respect of certain manufacturing activities are not applicable to the Company.
- 14) According to the information and explanations given to us by management, there are no undisputed statutory dues payable in respect of Investor Education and Protection Fund, Income-tax, Sales-Tax, Custom Duty, Service Tax etc. which are outstanding as at 31st March'13 for a period of more than six months from the date they became payable. Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- 15) Accumulated losses at the end of the financial year are not more than 50% of Networth of the Company & Company has incurred cash losses during the financial year and in immediately preceding financial year as well.
- 16) Company has not obtained loan from any financial institution or bank or debenture holder so question of default does not arise.
- 17) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence the requirements of item (xii) of paragraph 4 of the Order is not applicable to the company.
- 18) The company is not a Chit Fund, Nidhi or mutual benefit Society. Hence the requirements of item (xiii) of paragraph 4 of the Order is not applicable to the company.
- 19) As the Company is not dealing or trading in shares, securities, debentures and other investments, paragraph 4(xiv) of the Order is not applicable.
- 20) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 21) As per information and explanations given to us & from records it is observed that company has not taken any term loan taken during the year.
- 22) According to the information and explanations given to us and on the examination of records, no funds raised on short-term basis have been used for long-term investment.
- 23) According to the information and explanations given to us company has not made preferential allotment of shares to companies listed in the register maintained under section 301 of the Companies Act, 1956.
- 24) The company has not issued any debentures. Hence the requirements of clause (xix) of paragraph 4 of the Order is not applicable to the company.
- 25) As informed & explained to us & as verified, the Company has not raised any share capital
- 26) From the examination of records and according to the information and explanations given to us, fraud on or by the company has not been noticed or reported during the year.

FOR DHRUPRAKASH & CO.
Chartered Accountants

PLACE: Mumbai
DATED: 03/09/2013

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

UNISTAR MULTIMEDIA LTD.
BALANCE SHEET AS AT 31ST MARCH' 2013

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2013	AMOUNT AS ON 31ST MARCH'2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	96,649,500	96,649,500
(b) Reserves and Surplus	B	340,914,439	341,136,735
(c) Money received against share warrants		-	-
(2) Share application money			
(3) Non-Current Liabilities			
(a) Long-term borrowings	C	1,411,025	1,411,025
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	D	39,000,000	-
(b) Trade payables	E	262,584	262,584
(c) Other current liabilities		-	-
(d) Short-term provisions	F	210,095	215,595
TOTAL		478,447,643	439,675,439
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	G	134,409	140,465
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	H	400,053,874	400,050,356
(c) Deferred tax assets (net)		2,811,092	2,810,541
(d) Long term loans, advances & deposits		-	-
(e) Other non-current assets (Misc.Exp.O/s.)		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	I	2,560,636	2,560,636
(c) Trade receivables	J	4,580,000	4,580,000
(d) Cash and cash equivalents	K	44,777	183,207
(e) Short-term loans and advances	L	68,262,854	29,350,233
(f) Other current assets		-	-
TOTAL		478,447,643	439,675,439
SIGNIFICANT ACCOUNTING POLICIES	M	-	-
NOTES TO ACCOUNTS	N	-	-
M/S DHRUVAPRAKASH & CO. CHARTERED ACCOUNTANTS Sd/- (D. P. SHETTY) PARTNER Date - 30/05/2013 Place - Mumbai		FOR & ON BEHALF OF THE BOARD OF DIRECTORS FOR UNISTAR MULTIMEDIA LIMITED Sd/- DIRECTOR Sd/- DIRECTOR	

UNISTAR MULTIMEDIA LIMITED
STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH'13

PARTICULARS	NOTE NO.	(Amount in Rs.)	
		AMOUNT AS ON 31ST MARCH'2013	AMOUNT AS ON 31ST MARCH'2012
I. Revenue from operations		-	-
II. Other Income	O	<u>90,313</u>	119,206
III. Total Revenue (I +II)		<u>90,313</u>	<u>119,206</u>
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	P	72,000	204,000
Financial costs	Q	-	1,985
Depreciation and amortization expense		6,056	6,055
Other expenses	R	<u>235,104</u>	803,882
Total Expenses		<u>313,160</u>	<u>1,015,922</u>
V. Profit before exceptional and extraordinary items and tax (III - IV)		(222,847)	(896,716)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(222,847)	(896,716)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<u>(222,847)</u>	<u>(896,716)</u>
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(551)	(901)
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		(222,296)	(895,815)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(222,296)	(895,815)
XVI. Earning per equity share:			
(1) Basic		(0.022)	(0.009)
(2) Diluted		(0.022)	(0.009)
SIGNIFICANT ACCOUNTING POLICIES	M		
NOTES TO ACCOUNTS	N		
M/S DHURVAPRAKASH & CO. CHARTERED ACCOUNTANTS	FOR & ON BEHALF OF THE BOARD OF DIRECTORS FOR UNISTAR MULTIMEDIA LIMITED		
Sd/- (D. P. SHETTY) PARTNER Date - 30/05/2013 Place - Mumbai	Sd/- DIRECTOR	Sd/- DIRECTOR	

SCHEDULES TO BALANCE SHEET AS AT 31 ST MARCH , 2013

PARTICULARS	CURRENT YEAR AS AT 31.03.2013 RS.	CURRENT YEAR AS AT 31.03.2012 RS.
NOTE NO.A		
SHAREHOLDERS FUND		
SHARE CAPITAL :		
A) AUTHORISED SHARE CAPITAL :		
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>
ISSUED, SUBSCRIBED , CALLED & PAID UP CAPITAL :		
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>
TOTAL	<u><u>96,649,500</u></u>	<u><u>96,649,500</u></u>
List of Shareholding more than 5%		
	No.Shares	%
SARAL VANIJJYA PVT LTD	2500000	24.998
KEEMATI INFOTECH PVT LTD	2500000	24.998
MONARCH PROJECT & FINMARKETS LTD	774262	7.742
KIRTIKUMAR KANTILAL SHAH	554925	5.548
SURESH BABULAL BAFNA	541800	5.417
NOTE NO.B		
RESERVES & SURPLUS		
Share Premium	350,000,000	350,000,000
Profit & Loss Account Debit Bal. B/F	(8,863,265)	(7,967,450)
Add : Current Year Profit & Loss	<u>(222,296)</u>	<u>(895,815)</u>
	<u>(9,085,561)</u>	<u>(8,863,265)</u>
	340,914,439	341,136,735
NOTE NO.C		
NON CURRENT LIABILITIES		
LONG TERM BORROWINGS		
FROM BODY CORPORATES (Unsecured)		
Saral Vanijjya Pvt Ltd.	1,411,025	1,411,025
TOTAL	<u><u>1,411,025</u></u>	<u><u>1,411,025</u></u>
NOTE NO.D		
SHORT-TERM BORROWINGS		
Aroma Telecom Pvt. Ltd	<u>39,000,000</u>	<u>-</u>
	<u>39,000,000</u>	<u>-</u>
NOTE NO : E		
CURRENT LIABILITIES		
Trade Payable 3	<u>262,584</u>	<u>262,584</u>
	<u>262,584</u>	<u>262,584</u>

22ND ANNUAL REPORT 2012-2013

PARTICULARS	CURRENT YEAR AS AT 31.03.2013 RS.	CURRENT YEAR AS AT 31.03.2012 RS.
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**NOTE NO : F
SHORT TERM PROVISIONS**

Audit Fees Payable	52,545	52,545
Listing Fees Payable	147,050	147,050
ROC Expenses payable	10,500	16,000
	<u>210,095</u>	<u>215,595</u>

SCHEDULE -G - FIXED ASSETS

S.r. No	Name of Assets	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
		Cost As On 31.03.2012	Additions During the year	Total as On 31.03.13	UP To 31.03.12	For the Year	Total as on 31.03.13	W.D.V. 31.03.12	W.D.V 31.03.13
1	Film Equipment	238,520	-	238,520	178,927	4,216	183,143	59,593	55,377
2	Compter & Access.	336,917	-	336,917	336,917	-	336,917	-	-
3	Fax Machine	39,550	-	39,550	29,352	244	29,596	10,198	9,954
4	Furniture & Fixtures	151,666	-	151,666	86,408	1,463	87,871	65,258	63,795
5	Telephone Equipments	11,000	-	11,000	5,584	133	5,717	5,416	5,283
	TOTAL	777,653	-	777,653	637,188	6,056	643,244	140,465	134,409

**NOTE NO.H
NON-CURRENT ASSETS**

Investment in Unquoted Shares		
Equity Shares in Body Corporates		
Equity Shares in Body Corporates	400,000,000	400,000,000
Fixed Deposit with Federal Bank	53,774	50,256
Share Investment in Aroma Telecom Pvt. Ltd	100	100
	<u>400,053,874</u>	<u>400,050,356</u>

Equity Shares in Body Corporates

Keemti Infotech Pvt. Ltd 5000000 equity shares of 40/- each	200,000,000	200,000,000
Saral Vanijjya Pvt. Ltd. 5000000 equity shares of 40/- each	200,000,000	200,000,000
	<u>400,000,000</u>	<u>400,000,000</u>

NOTE NO.I

INVENTORIES

(As Taken , valued & certified by the Management)

Serials in Process (At cost on value addition basis)	4	2,560,636	2,560,636
TOTAL		<u>2,560,636</u>	<u>2,560,636</u>

CURRENT ASSETS

22ND ANNUAL REPORT 2012-2013

PARTICULARS		CURRENT YEAR AS AT 31.03.2013 RS.	CURRENT YEAR AS AT 31.03.2012 RS.
NOTE NO.J			
TRADE RECEIVABLES			
(Unsecured , considered good)			
Debts Outstanding For a Period Exceeding Six Months	1	4,580,000	4,580,000
Other Debts		-	-
TOTAL		<u>4,580,000</u>	<u>4,580,000</u>
NOTE NO.K			
CASH & CASH EQUIVALENT			
Cash In Hand		11,031	71,730
Balance with Schedule Banks (In Current Account) :-			
HDFC Bank Ltd.		32,693	110,424
Federal Bank Limited		1,053	1,053
TOTAL		<u>44,777</u>	<u>183,207</u>
NOTE NO.L			
CURRENT ASSETS & SHORT TERM LOANS AND ADVANCES			
(Unsecured but considered good)			
Deposits (BSES)		60,880	60,880
Telephone Deposits		3,000	3,000
Trade Advances	2	65,198,974	26,286,353
Flat Deposit (Goregaon)		3,000,000	3,000,000
TOTAL		<u>68,262,854</u>	<u>29,350,233</u>
NOTE NO.O			
OTHER INCOME			
Interest Received		86,795	115,700
Interest on FDR		3,518	3,506
		<u>90,313</u>	<u>119,206</u>
NOTE NO.P			
EMPLOYEES BENEFIT COST			
Salary Paid		72,000	204,000
		<u>72,000</u>	<u>204,000</u>
NOTE NO.Q			
FINANCE COST			
Bank Charges		-	1,985
		<u>-</u>	<u>1,985</u>

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PARTICULARS	CURRENT YEAR AS AT 31.03.2013 RS.	CURRENT YEAR AS AT 31.03.2012 RS.
NOTE NO.R		
OTHER EXPENSES		
Audit Fees	16,854	16,854
Sundry Expenses	-	7,500
Advertisement Expenses	14,784	17,309
Printing & Stationery	9,451	14,490
ROC Expenses	15,500	18,625
Share Conectivity & Demate Charges	75,897	36,951
Listing Fees	44,944	49,635
Professional Fees	47,000	95,000
Income Tax Paid	-	532,554
Society Charges	-	4,964
Bad Debts W/Off	-	10,000
Software Maintance Charges	10,674	-
	<u>235,104</u>	<u>803,882</u>
FOR UNISTAR MULTIMEDIA LIMITED		
	Sd/- DIRECTOR	Sd/- DIRECTOR

22ND ANNUAL REPORT 2012-2013

PARTICULARS	CURRENT YEAR AS AT 31.03.2013 RS.	CURRENT YEAR AS AT 31.03.2012 RS.
NOTE NO.1		
TRADE RECEIVABLES		
(Unsecured , but considered good)		
Debts Outstanding For a Period Exceeding Six Months		
Cee (I) TV Entertainment Ltd	4,580,000	4,580,000
Total :	<u><u>4,580,000</u></u>	<u><u>4,580,000</u></u>
 NOTE NO.2		
CURRENT ASSETS		
Trade Advances		
(Unsecured but considered good)		
TDS Receivable (13-14)	8,680	-
TDS Receivable (12-13)	11,570	11,570
Unistar Emerlad Combines	271,016	271,016
Horizon Reality Pvt Ltd	50,000,000	-
S.M.International	726,209	726,209
Ramesh Jain	70,000	70,000
A.M.Movies Limited	4,036,500	4,036,500
Mannat Builders	500,000	500,000
Aroma Telecom Pvt. Ltd	-	8,000,000
Suresh Bafna	-	916,059
Clio Infotech Ltd	4,574,999	5,754,999
Poornima Kothari	5,000,000	5,000,000
Aroma Pump & Pipes	-	1,000,000
Total :	<u><u>65,198,974</u></u>	<u><u>26,286,353</u></u>
 NOTE NO.3		
CURRENT LIABILITIES		
TRADE PAYABLE		
Mumbai Branch Adjustment	262,584	262,584
Total :	<u><u>262,584</u></u>	<u><u>262,584</u></u>
 NOTE NO.4		
INVENTORIES		
INCREASE/(DECREASE) IN STOCK		
STOCK AT COMMENCEMENT		
T.V. Serials in Process	2,560,636	2,560,636
STOCK AT CLOSE		
T.V.Serials in Process	2,560,636	2,560,636
	<u><u>2,560,636</u></u>	<u><u>2,560,636</u></u>
INCREASE / (DECREASE) IN STOCK	<u><u>2,560,636</u></u>	<u><u>2,560,636</u></u>
FOR UNISTAR MULTIMEDIA LIMITED		
	Sd/- DIRECTOR	Sd/- DIRECTOR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2013		
	2012-13	2011-12
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	(222,847)	(896,716)
Adjustment For :		
Depreciation	6,056	6,141
Provision for FBT/Income Relating to Prev. Years	-	-
Misc. Expenses Written off : Share Issue Exp	-	-
Operating Profit Before Working Capital Changes	(216,791)	(890,575)
Adjustment For:		
Trade and other receivables	-	1,835,814
Inventories	-	-
Trade Payable	(5,500)	(69,061)
Loans & Advances	(38,912,621)	446,066
Cash Generated From Operations	(39,134,912)	1,322,244
Cash Flow From Operating Activities	(39,134,912)	1,322,244
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sales of Fixed Assets / Investments	-	-
Sale/Purchase of Investments	(3,518)	8,102
Purchase of Fixed Assets	-	-
NET CASH FLOW IN INVESTING ACTIVITIES	(3,518)	8,102
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings (Nett)	39,000,000	-
Proceeds from Share Capital	-	-
Net Cash Flow In Financing Activities	39,000,000	-
Net Increase In Cash and Cash Equivalents(A+B+C)	(138,430)	1,330,346
Cash and Cash equivalents Opening	183,207	509,459
Cash and cash equivalents Closing	44,777	183,207
M/S DHRUVAPRAKASH & CO. CHARTERED ACCOUNTANTS	FOR & ON BEHALF OF THE BOARD OF DIRECTORS UNISTAR MULTIMEDIA LIMITED	
Sd/- (D. P. SHETTY) PARTNER DATE -30/05/2013 PLACE : MUMBAI	Sd/- DIRECTOR	Sd/- DIRECTOR

SCHEDULE " M "
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I- SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of accounting:

The financial statements are prepared on the historical cost convention basis and on accrual concept as a going concern in accordance with the applicable Accounting Standards referred to in Sub section 3C of Section 211 of the Companies Act, 1956 and normally accepted accounting principles.

2. Accounting Standards:

Accounting standards as prescribed by the Department of Corporate Affairs (Formerly known as Department of Company Affairs) and referred to in the Companies Act, 1956 have been followed wherever applicable.

3. Fixed Assets and its Depreciation:

Fixed assets are stated at historical cost price comprising of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Depreciation is provided on Straight Line Method at the rates and in the manner prescribed under Income Tax Actt'1961.

4. Investments:

Company has not made any fresh investment during the year. Long Term Investments are stated at Cost.

5. Stock in Trade

Stock held by Company is valued at cost as decided by the management.

6. Contingent Liabilities:

No litigations are filed or is pending against the Company & Company does not have any present obligation arising out of any past event as is just being formed. Hence no provision arises or is made for contingent liabilities.

7. Revenue Recognition:

Interest on Loans is provided as agreed with respective parties and same is made on annual basis. Interest on F.D. is provided on accrual basis.

8. Retirement Benefits:

Company has not applied under Provident Fund & Miscellaneous Provisions Act & hence no provision is made towards retirement benefits of Employees.

9. Borrowing Cost:

Company has taken loans from other Corporate Bodies but according to management interest is not payable to them and hence is not provided for.

10. Taxation:

In view of loss incurred during the year, no provision for current tax is made under the provisions of the Income Tax act, 1961. Deferred tax asset of Rs.551/- resulting from timing differences between taxable and accounting income, mainly on account of Depreciation, is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date.

11. Segmental Reporting:

The Company is operating only in one segment i.e. Media & Entertainment.

12. Related Party Transactions:

As per accounting standard 18 (AS-18) Related party disclosures, notified in the companies (Accounting Standards) Rules 2006, the disclosure of transactions with the related parties defined in AS-18 are given below;

1. Key Managerial Personnel:

- a) Mr. Shailen Shah
- b) Mr. Suresh Bafna

2. Parties where control exists

Name of the Party

NIL

Nature of Control

N.A.

Further following Related Party Transactions were noticed during the year -

- a) Company has advanced Loan to following Directors or their Relatives or Group & same was repaid back -

Name of the Director / Relative	Relationship	Amount (Rs.)
Suresh Bafna	Chairman	916059/-

13. Earning (Loss) Per Share:

Basic EPS - (0.022) = 222296/- (Net Loss attributable to Shareholders) / 10000700 (Weighted Avg. No of Equity Shares)

Diluted EPS - (0.022) = 222296/- (Net Loss attributable to Shareholders) / 10000700 (Weighted Avg. No of Equity Shares)

Diluted EPS is similar to Basic EPS as there are no potential equity share as on date.

SCHEDULE " N "**NOTES TO 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 2012-13	FY2011-12
(i) As Statutory Auditors	Rs. 16,854/-	Rs. 16,854/-
(II) As Tax Auditors	Rs. Nil /-	Nil
(iii) As Adviser or any other capacity	Rs. NIL	Nil
- (5) Provision for income tax has not been made in view of book loss during the year.
- (6) Dispute is going on for Flat Advance deposit given of Rs.30 Lacs to Sunil Mantri Realty Pvt. Ltd. but management is of high opinion that they will be able to recover the same.
- (7) 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.P.SHETTY)

Partner

M.No. :103534

FOR UNISTAR MULTIMEDIA LIMITEDSd/-
(Director)Sd/-
(Director)PLACE: MUMBAI
DATED: 30/05/2013

UNISTAR MULTIMEDIA LIMITED
Regd. Office : 901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E) , Mumbai : 400063.

ENTRANCE PASS
(to be presented at the entrance)

22nd Annual General Meeting at Regd. Office : 901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E) , Mumbai : 400063.

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

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 **22nd**

Annual General Meeting of the company to be held on 28th Sept. 2013 at 11.00. A.M. at the Registered Office of the
company.

AS WITNESS my / our hand / hands this _____ day of _____ 2013.

Signed this _____

Ledger Folio No _____

Note : The proxy must be deposited at the Registered office of the company at 901-902, Atlanta Center, Opp. Udyog
Bhavan, Sonawala Lane, Goregaon (E) , Mumbai : 400063. not less than 48 hours before the time fixed for holding
the meeting.

Affix a 30 paise revenue stamp

Book - Post

UNISTAR MULTIMEDIA LIMITED

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