

UNISTAR MULTIMEDIA LIMITED

CIN: L70100MH1991PLC243430

Regd. Office: Office No. 901/902, 9th Floor, Atlanta Centre, Opp. Udyog Bhawan, Sonawala Road, Goregaon (East), Mumbai - 400 063.

Tel.: 022 - 4321 1800

E-mail: unistarmultimedia@yahoo.com, **Website:** www.unistarmulti.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the **Extra-Ordinary 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 **Tuesday, 03rd day of November, 2020** at **09:30 a.m.** for transacting the following businesses: -

1. To Appoint M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W as Statutory Auditor of the Company and in this regard to consider and, if thought fit, to pass with or without modification the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Act, 2013 as amended from time to time and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W be and are hereby appointed as Statutory Auditors of the Company due to non-approval of Ordinary Resolution by Shareholders at the AGM held on 30th September, 2020 for appointment of M/s. S. K. Maharugade & Co., Chartered Accountant, FRN.: 129839W.

RESOLVED FURTHER THAT M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W shall hold the office from conclusion of this Extra-Ordinary General Meeting until the conclusion of 34th Annual General Meeting of the Company on such remuneration as may be fixed by Board of Directors of the Company in consultation with the Audit Committee and the auditors.”

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

**Place: Mumbai
Date: 10th October, 2020**

**Sd/-
Kanchan Kaku
Company Secretary & Compliance Officer**

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to business at the meeting, is annexed hereto.
2. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the EGM venue is annexed to the Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('EGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBERS.**
4. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
5. The proxy-holder shall prove his identity at the time of attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company.
7. **Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**
8. In order to enable us to register your attendance at the venue of the Extra-Ordinary General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Tuesday, 27th day of October, 2020 to Tuesday, 03rd day of November, 2020 (both days inclusive).
11. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
12. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
14. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
15. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.
17. The MCA vide its circular no. 33/2020 dated 28th September, 2020, has extended period for companies to send notices through electronic mode only up to 31st December, 2020. The Notice of the Extra-Ordinary General Meeting and instructions for e-voting along with Assent / Dissent Form, Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).
18. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing EGM. In case of any queries, shareholder may write to admin@skylinerta.com.
19. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.unistarmulti.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
20. The facility for voting shall be made available at the venue of the Extra-Ordinary General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Extra-Ordinary General Meeting. The members who have cast their vote by remote e-voting prior to the Extra-Ordinary General Meeting may also attend the Extra-Ordinary General Meeting but shall not be entitled to cast their vote again.
21. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**

22. **E-Voting process:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on a resolution set forth in the Notice of Extra-Ordinary General Meeting to be held on Tuesday, 03rd November, 2020. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

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

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Tuesday, 27th October, 2020 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Tuesday, 27th October, 2020, only. The e-voting facility is available at the link www.evoting.nsdl.com

INSTRUCTIONS FOR E-VOTING:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
-------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General Instructions:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkmassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
- iv. The e-voting period commences on Friday, 30th October, 2020 (09:00 a.m. IST) and ends on Monday, 02nd November, 2020 (05:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 27th October, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through poll paper.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
- vii. M/s. VKM & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through polling paper and remote e-voting process in a fair and transparent manner.

- viii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- ix. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.unistarmulti.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.unistarmulti.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to by email to www.unistarmulti.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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

**Place: Mumbai
Date: 10th October, 2020**

**Sd/-
Kanchan Kaku
Company Secretary & Compliance Officer**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING.

Item No.1

The Board of Directors at their meeting held on 13th August, 2020 on recommendation of Audit Committee appointed M/s. S. K. Maharugade & Co., Chartered Accountant, FRN.: 129839W, which was subject to Approval of Shareholders at the 29th AGM of the Company held on 30th September, 2020.

Due to non-approval of Ordinary Resolution by Shareholders at the AGM held on 30th September, 2020 for appointment of M/s. S. K. Maharugade & Co., resulted in vacancy in the office of Statutory Auditors of the Company.

To fill up the vacancy arised due to non-approval of Ordinary Resolution by Shareholders at the AGM for appointment of M/s. S. K. Maharugade & Co., the Board of Directors at their meeting held on Saturday, 10th October, 2020 on recommendation of Audit Committee have appointed M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W, as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they are not disqualified and are eligible for appointment as Statutory Auditors of the Company.

As per the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, any vacancy caused could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. The Audit Committee and the Board of Directors at their meeting held on 10th October, 2020 have considered and recommended appointment of M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W, as Statutory Auditors of the Company. If appointed, they shall hold office as Statutory Auditors from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the 34th Annual General Meeting of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution.

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

Sd/-

Kanchan Kaku

Company Secretary & Compliance Officer

Place: Mumbai

Date: 10th October, 2020

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CIN : **L70100MH1991PLC243430**
Name of the Company : **Unistar Multimedia Limited**
Registered office : **901-902, Atlanta Center, Opp. Udyog, Bhavan, Sonawala Lane, Goregaon (E), Mumbai- 400063**

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No. / DP & Client ID :

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature:	or failing him
2.	Name		
	Address		
	E-mail Id	Signature:	or failing him
3.	Name		
	Address		
	E-mail Id	Signature:	

as my/ our proxy to attend and vote on a poll for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the Tuesday, 03rd day of November, 2020 at 09:30 a.m. at 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai- 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)
1.	Appointment of M/s. Parekh Shah & Lodha, Chartered Accountants, FRN.: 107487W as Statutory Auditors of the Company.

Signed this ____ day of _____, 2020

Affix
Revenue
Stamps

Signature of Shareholder: Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Proxy holder may vote either for or against each resolution in the Meeting, provided that he / she or the Member(s) has / have not casted the vote through remote e-voting facility.

UNISTAR MULTIMEDIA LIMITED

CIN: L70100MH1991PLC243430

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

Tel No.: 022- 43211800; Email: unistarmultimedia@yahoo.com; Website: www.unistarmulti.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON TUESDAY, 03RD DAY OF NOVEMBER, 2020

Regd. Folio No	
Client ID/ D.P. ID	
No. of Share(s) held	
Name and address of Shareholder	
Joint Holder 1	
Joint Holder 2	

I/we hereby record my/our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Tuesday, 03rd day of November, 2020 at 09:30 a.m. at 901-902, Atlanta Center, Opp. Udyog, Bhavan, Sonawala Lane, Goregaon (E), Mumbai- 400063.

Member's/Proxy's name (in Block Letters)

Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE VENUE.

Please read the instructions for e-voting given along with Annual Report. The voting period starts from Friday, 30th October, 2020 (9.00 a.m.) and ends on Monday, 02nd November, 2020 (5.00 p.m.). The voting module shall be disabled by NSDL for voting thereafter.

ROUTE MAP TO EGM VENUE

Day: Tuesday

Date: 03rd November, 2020

Time: 09:30 A.M.

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

