

VIJAY KUMAR MISHRA

B. Com (Hons) | A.C.A., F.C.S.

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,

Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.

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September 26, 2014

REPORT OF SCRUTINIZER [E - VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

UNISTAR MULTIMEDIA LIMITED

901-902, Atlanta Center,

Opp. Udyog Bhavan,

Sonawala Lane, Goregaon (E),

Mumbai : 400063

Sir,

I, Vijay Kumar Mishra, Partner of M/s VKM and Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer for the 23rd Annual General Meeting of the Equity Shareholders of "**Unistar Multimedia Limited**" to be held on Tuesday, the 30th of September, 2014 at 3.00 PM at Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai : 400063 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.



We submit our report as under:

1. The E-Voting period remained open from 9.00 AM on Monday, the 22nd of September, 2014 up to 6.00 PM on Wednesday, the 24th of September, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. August 29, 2014 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 23rd Annual General Meeting of "Unistar Multimedia Limited" (Item Number 1 to 7 of the Notice of the 23rd AGM of Unistar Multimedia Limited)
3. The votes were unblocked on Thursday, the 25th of September, 2014 around 11.00 AM in the presence of two witnesses, namely, Ms. Avani Visariya, residing at A/103, Nav Radheshyam Co-Op HSG Society, Dr. R. P. Road, Dombivli (East), Thane - 421201 and Ms. Alka Gattani, residing at A-8, Radha sadan, B Wing, Vinayak Mandir Road, Bhayandar (West), Thane - 401101 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

(Avani Visariya)


(Alka Gattani)

4. Thereafter the details containing, inter-aila, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).



5. The result of the e-voting is as under:

a) Resolution 1

Adoption of the audited Balance Sheet as at March 31, 2014 and audited Statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



b) Resolution 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.

(i) Voted in favour of Resolution:

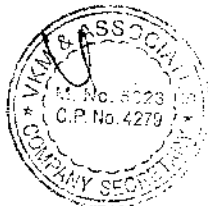
Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



c) Resolution 3

To Re-appointment of Mr. Shailesh Shah, who retires by rotation.

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



d) Resolution 4

To Re-appointment of Mr. Suresh Bafna, who retires by rotation.

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



e) Resolution 5

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr. Shri Deepak Doshi (DIN: 00677220) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

(i) **Voted in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	99.96%

(ii) **Voted against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	1000	0.04%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



f) Resolution 6

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Devendra Sanghvi (DIN: 02251590) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	99.96%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	1000	0.04%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



g) Resolution 7

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 52 of the SME Listing Agreement, Mr.Sumeeth Kumar Haran (DIN: 02704617) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

(i) Voted in favour of Resolution:

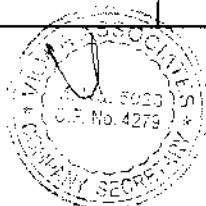
Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	2647741	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

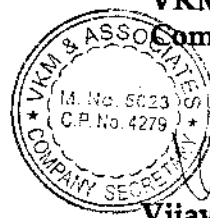
Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You.

Place: Mumbai
Date: 26/09/2014



**VKM & Associates
Company Secretaries**

Vijay Kumar Mishra
**Vijay Kumar Mishra
Partner
C.P.No.4279**