



# Unistar Multimedia Limited

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

To  
The Manager- CRD  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400001  
Scrip code - 532035

Sub.: Submission of Notice alongwith Annual Report of 30<sup>th</sup> Annual General Meeting (AGM) for the Financial Year 2020-2021

Dear Sir,

With reference to the above captioned matter and pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Notice alongwith Annual Report of the 30<sup>th</sup> Annual General Meeting (AGM) of Unistar Multimedia Limited for the financial year 2020-2021.

Further with respect to Circulars of Ministry of Corporate Affairs and Securities and Exchange Board of India the Notice alongwith Annual Report for the Financial Year 2020-2021 sent to the shareholders through electronic mode to all the Members of the Company who have registered their e-mail address with the Company/Depository Participant(s)

The Annual Report is also uploaded on the website of the Company.

Kindly take the above on your record.

Thanking You.

Yours Faithfully,

For Unistar Multimedia Limited

<b>SURESH B BAFNA</b>	Digitally signed by SURESH B BAFNA Date: 2021.09.06 11:49:29 +05'30'
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(Suresh Bafna)

Managing Director

DIN: 01569163

Encl: a/a

CIN : L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department :** 901/902, Atlanta Centre, Sonawala Lane, Opp. Udhog Bhavan,  
Goregaon (E), Mumbai-400 063. Tel. : 91 22 4321 1800  
Email : unistarmultimedia@yahoo.com | Website : www.unistarmulti.com

**NOTICE**

**NOTICE** is hereby given that the **30<sup>th</sup> Annual General Meeting** of the Company will be held at the Registered office of the Company at 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E) , Mumbai : 400063 on **Thursday, 30<sup>th</sup> day of September, 2021 at 12:00 p.m.** for transacting the following businesses: -

**Ordinary Business:**

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

**Special Business:**

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

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

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

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

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

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

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

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

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

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

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

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

Place: Mumbai

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

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

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

**NOTES:-**

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and details required as per under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed as “**Annexure A**”.
3. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to Annual Report and forms part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE**

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

5. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
6. The proxy-holder shall prove his identity at the time of attending the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting to the Company.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Thursday, 23<sup>rd</sup> day of September, 2021 to Thursday, 30<sup>th</sup> day of September, 2021 (both days inclusive).
12. In case of any queries regarding the Annual Report, members may write to [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.
13. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
14. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
16. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.

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

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.unistarmulti.com](http://www.unistarmulti.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
22. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
23. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
24. We request you to send a email on [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.com) to ensure that the annual report and other documents reach you on your preferred e-mail.
25. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**

**26. E-Voting process:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 30<sup>th</sup> Annual General Meeting to be held on Thursday, 30<sup>th</sup> September, 2021. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 30<sup>th</sup>AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again in the AGM.

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Thursday, 23<sup>rd</sup> September, 2021 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Wednesday, 23<sup>rd</sup> September, 2020, only. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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

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




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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li> </ol>

	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="764 514 1274 821" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 [vkassociates@yahoo.com](mailto:vkassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/ company 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 [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.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 [unistarmultimedia@yahoo.com](mailto:unistarmultimedia@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **[Login method for e-Voting for Individual shareholders holding securities in demat mode](#)**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

**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 [vkassociates@gmail.com](mailto:vkassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.:

# UNISTAR MULTIMEDIA LIMITED

1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- iv. The e-voting period commences on Sunday, 26<sup>th</sup> September, 2021 (09:00 a.m. IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 (05:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 23<sup>rd</sup> September, 2021 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 sending 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](mailto: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](http://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 AGM, 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 make, not later than two working days 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](http://www.unistarmulti.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

**Place: Mumbai  
Date: 06<sup>th</sup> September, 2021**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE 30th ANNUAL GENERAL MEETING.****Item No. 3:**

The Board of Directors of Company in the meeting held on 01st April, 2021 had approved the resignation of the former Managing Director, Mrs. Darshika Shah and thereafter, in the same meeting, on the recommendation of Nomination and Remuneration Committee, accorded their consent for the appointment of Mr. Suresh Bafna as Managing Director.

Mr. Suresh Bafna, has earned his Graduation (B.Com) and F.C.A. He possesses vast knowledge and rich experience Financial & Taxation matters & Capital Market activities

He is also appointed as Director in the three other Companies such as Clio Infotech Limited, Sur-man Investment Limited, Simandhar Securities Pvt. Ltd. He is also the member of the respective Committees in the Company.

The terms & conditions of his appointment are as follows: -

- a) Remuneration: Nil
- b) Period of Appointment: 01st April, 2021 to 31st March, 2026.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) He shall perform such duties as shall from time to time be entrusted upon her by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Regulations with the Stock Exchange.

As per provisions of Sections 196 & 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment and remuneration payable to Mr. Suresh Bafna as Managing Director needs to be approved by the shareholders of the Company in general meeting. Details as per Regulation 36(3) of SEBI(LODR) Regulations, 2015 is annexed herewith as Annexure-A.

Except, Mr. Mr. Suresh Bafna, none of the Directors and Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out at item no. 3 of the Notice for your approval.

**Item No. 4:**

The Board of Directors appointed Ms. Prapti Shah (DIN: 09216502) as an Additional Director of the Company with effect from 29<sup>th</sup> June, 2021 on the recommendation of the Nomination and Remuneration Committee in accordance with the provisions of Section 149, 161 of the Companies Act, 2013. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company. Ms. Prapti Shah is not disqualified from being appointed as an Non- Executive Independent Director in terms of Section 164 of the Companies Act, 2013 and has also given a declaration that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) and 25 of SEBI (LODR) Regulations, 2015.

Brief resume of Ms. Prapti Shah, nature of her expertise in specific functional areas and name of the companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Corporate Governance Report which forms part of this Annual Report and annexed herewith as Annexure-A.

The Board recommends the passing of the Ordinary Resolution as set out at item no. 04 of the accompanying notice for members approval.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Prapti Shah, are concerned or interested in passing of the abovesaid resolution.

**Item No. 5:**

The Board of Directors appointed Mr. Shreyansh Bavishi (DIN: 06408477) as an Additional Director of the Company with effect from 02<sup>nd</sup> September, 2021 on the recommendation of the Nomination and Remuneration Committee in accordance with the provisions of Section 161 of the Companies Act, 2013. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Mr. Shreyansh Bavishi is not disqualified from being appointed as a Non- Executive Non-Independent Director in terms of Section 164 of the Companies Act, 2013.

Brief resume of Mr. Shreyansh Bavishi, nature of his expertise in specific functional areas and name of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 are provided in the Corporate Governance Report which forms part of this Annual Report and annexed herewith as Annexure-A.

The Board recommends the passing of the Ordinary Resolution as set out at item no. 05 of the accompanying notice for members approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Shreyansh Bavishi, are concerned or interested in passing of the abovesaid resolution.

## ANNEXURE –A

**Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations, 2015 at ensuing Annual General Meeting is as follows:**

<b>Name of the Director</b>	<b>Mr. Suresh Bafna</b>	<b>Ms. Prapti Shah</b>	<b>Mr. Shreyansh Bavishi</b>
DIN	01569163	09216502	06408477
Date of Birth	01-01-1960	26-11-1989	30-12-1973
Nationality	Indian	Indian	Indian
Date of Appointment	20-10-2000	29-06-2021	03-09-2021
Designation	Managing Director	Independent Director	Non-Executive Non-Independent Director
Specialized/ Expertise	Rich experience in Financial & Taxation matters & Capital Market activities.	Rich experience in Business Administration.	Rich experience in Finance and Accounts
Qualifications	B.Com, F.C.A	Ph.D. in Environmental Science	Post-Graduate
Number of meeting attended of board in last financial year (20-21)	9	1	Nil
Remuneration last drawn	Nil	Nil	Nil
Remuneration/Sitting Fees Proposed to be paid	Nil	As per existing approved terms and conditions	As per existing approved terms and conditions
Terms and Condition of appointment/ re- appointment	As per Letter of Appointment	Terms & Condition for appointment are as agreed between Ms. Prapti Shah and Board of Directors of the Company.	Terms & Condition for appointment are as agreed between Mr. Shreyansh Bavishi and Board of Directors of the Company.
List of directorships held in various other Companies.	1.Clio Infotech Limited 2.Sur-man Investment Limited 3.Simandhar Securities Pvt. Ltd.	Nil	Nil
Chairmanship/Membership of other Committees as at 31/03/21.	4	2	Nil
No. of Shares held in Company as on 31/03/21.	942800	Nil	Nil
Relationship with existing Directors of the Company	None	None	None

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

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

**Date: 06<sup>th</sup> September, 2021  
Place: Mumbai**

**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 30<sup>th</sup> Annual General Meeting of the company, to be held on the Thursday 30<sup>th</sup> day of September, 2021 at 12:00 p.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)
<b>Ordinary Business</b>	
1.	Adoption of statement of Balance Sheet, Profit & Loss, Report of Directors' and Auditor's for the financial year 31 <sup>st</sup> March, 2021
2.	Appoint a director in place of Mr. Suresh Bafna (DIN: 01569163) who retires by rotation.
<b>Special Business</b>	
3.	Appointment of Mr. Suresh Bafna (DIN: 01569163) as Managing Director of the Company
4.	Appointment of Ms. Prapti Shah (DIN: 09216502) as an Non-Executive Independent Director
5.	Appointment of Mr. Shreyansh Bavishi (DIN: 06408477) as an Non-Executive Non-Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021

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

Affix Revenue Stamps
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**Note:**

- 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.
- 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

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](http://www.unistarmulti.com)

## ATTENDANCE SLIP

30<sup>th</sup> ANNUAL GENERAL MEETING ON THURSDAY, 30<sup>th</sup> SEPTEMBER, 2021

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

\* Applicable for investors holding shares in Electronic form

I/we hereby record my/our presence at the 30<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Thursday, 30<sup>th</sup> day of September, 2021 at 12:00 p.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.
2. Please read the instructions for e-voting given along with Annual Report. The voting period starts from Sunday, 26<sup>th</sup> September, 2021 (9.00 a.m.) and ends on Wednesday, 29<sup>th</sup> September, 2021 (5.00 p.m.). The voting module shall be disabled by NSDL for voting thereafter.



ROUTE MAP TO AGM VENUE

**Day:** Thursday

**Date:** 30<sup>th</sup> September, 2021

**Time:** 12:00 P.M.

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

