



# Unistar Multimedia Limited

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

To,  
The Members of  
Unistar Multimedia Limited

**Notice** is hereby given that the Extra-Ordinary General Meeting of the Members of Unistar Multimedia Limited will be held on Monday, January 23, 2023, at 3.00 P.M. through Video Conferencing (VC) facility/Other Audio-Visual Means (OAVM), to transact the following business:

### **SPECIAL BUSINESSES:**

#### **Item No. 1 – To increase the Authorized Share Capital of the Company and consequent amendment to Memorandum of Association of the Company**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of face value Rs. 10/- each to Rs. 51,00,00,000/- (Rupees Fifty-One Crores only) divided into 5,10,00,000 (Five Crores Ten Lakhs only) Equity Shares of face value Rs. 10/- each by increasing of 2,60,00,000 (Two Crores Sixty Lakhs) Equity Shares of face value Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be substituted and shall be read as following Clause:

**V. The Authorized Share Capital of the Company is Rs. 51,00,00,000/- (Rupees Fifty-One Crores Only) divided into 5,10,00,000 (Five Crores Ten Lakhs) Equity Shares of face value Rs. 10/- each.**

**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

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

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## **Item No. 2 – Alteration of The Object Clause of The Memorandum of Association of The Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company, by inserting the following clauses after clause 2 of main object clause of MOA of the Company:

3. To carry on the business of Creation, development, improvement and maintenance of digital assets, digital service platforms and software development and further providing, importing, exporting, selling, purchasing, trading, production, distribution, customisation, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and other related Services/Products.

4. To carry on the business, in India and elsewhere in any place or places in the world, of dealer, trader, import and export agents, representatives, buying and selling agents, brokers, importers, buyers, sellers, exporters and to buy, sell, or otherwise trade various goods, services and merchandise and to undertake the necessary activities and deal in all commodities.

5. To carry on business as goldsmiths and importers and exporters of bullion and to buy, sell, extract from mines, distribute, trade, and deal in wholesale or retail precious stones, jewellery, gold and silver plate, articles or various objects of art and to manufacture and to establish factories for manufacturing goods for the above business and to enter into any joint venture or agreement with entities in India or elsewhere, for mining of gold or any other precious metals at a place other than India.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

## **Item No. 3 – To increase the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with Loans to Persons/ Bodies Corporate**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

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**"RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", to:

- a) give any Loan to any person or other body corporate;
- b) give any guarantee or provide any security in connection with a Loan to any other body corporate or person: and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial, fit and in the interest of the Company, subject. however, that the aggregate of the loans and investments so far made. the amount for which guarantees or securities so far provided to or in all other body(ies) corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time, Rs. 150 Crore (Rupees One Hundred and Fifty Crores only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment(s) including the timing, amount and other terms and conditions of such investment(s), do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise. in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not Limited to the delegation of powers to any director or committee or any other person as it may deem fit subject to the provision of the Act.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respect."

#### **Item No. 4 – To Increase the Borrowing Limits of The Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(c) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification(s) or amendments(s) thereto or re-enactment thereof for the time being in force) and in

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terms of Articles of Association of the Company, consent of members of the Company be and is hereby accorded to increase the borrowing limit of such sum or sums of monies and for availing all kinds and types of loans, advances and credit facilities including issuance of debentures and other debts instruments, (apart from temporary loans from the company's bankers), from time to time, to Rs.100 crore (Rupees One Hundred Crore Only) outstanding at any point of time on account of principal, for and on behalf of the Company, from its bankers, other banks, NBFCs, financial institutions, companies, firms, bodies corporate, or from any other person, in Indian rupees or any foreign currencies, as may be permitted under applicable laws, whether unsecured or secured.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1) (a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging/ charging/hypothecating all or any of the immovable and movable properties and assets of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) and debenture holders or holders of other instruments to secure the loans/ borrowings/credit facilities obtained or as maybe obtained or debentures/ bonds and other instruments issued or to be issued by the company to or in favour of the financial institutions, non-banking finance companies, co-operative banks, investments institution and their subsidiaries, banks, mutual funds, trusts and other bodies corporate or trustees for the holders of debentures/ bonds and/ or other instruments, which may exceed the paid-up capital and free reserves provided that the total amount of monies borrowed/ credit facilities availed shall not at any time exceed a sum of Rs. 100 crore (Rupees One Hundred Crore Only) outstanding at any point of time on account of principal.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC and other authorities and to do all such acts, deeds and things in this regard to give effect to the above resolution/s."

## **Item No. 5 – To Adopt New Set of Article of Association**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, read with the provisions contained in the Articles of Association of the Company, consent of the members be and is hereby accorded to substitute the existing set of Articles of Association of the Company with new set of Articles of Association as per the provisions of the companies Act, 2013 and to align with Table F provided in the said Act;

**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned

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Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

## **Item No. 6 – Appointment of Mr. Jagdishkumar Bhagvandas Patel as Managing Director of the Company**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the “Act”) Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members be and hereby accorded to appoint Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830), who has signified his consent to be appointed as Managing Director of the Company, to hold the office for a period of 5 (Five) years effective from December 28, 2022 to December 28, 2027 on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. Jagdishkumar Bhagvandas Patel.

**RESOLVED FURTHER THAT** in the absence of inadequacy of profits in any financial year during the tenure of Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830) as the Managing Director of the Company, he shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of the Directors of the Company (hereinafter referred to as “Board” which term shall deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorise to sign and executed deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

## **Item No. 7 – Issue of Equity Shares Through Preferential Allotment**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

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**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), And rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended from time to time, the Listing agreement entered into by the Company with BSE Limited on which the equity shares of the Company having face value of Rs. 10/- each ("equity shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory/ regulatory authorities (hereinafter referred to as Applicable Regulatory Authorities) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board"), is hereby authorized to accept, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot up to 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs 10/- each at a price of Rs 56.85 per equity share (at a premium of Rs. 46.85 per equity share), aggregating up to approx Rs. 85.275 Crores to the following shareholders of Du Point Loyalty Distribution Pvt. Ltd. as consideration other than cash for acquiring 95002 (Ninty Five Thousand Two) equity shares, each fully paid up, having a face value of Rs. 10/- (Rupees Ten only), representing 100% of the equity share capital of Du Point Loyalty Distribution Pvt. Ltd, by way of a preferential issue on a private placement basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws and as stated in the Share Swap Agreement approved by the Board of Directors of respective Companies.

Sr. No.	Name of Proposed Allottee	No. of equity shares to be Allotted	PAN	Category
1	Devangi Projects Private Limited	1110450	AAECD9670Q	Non- Promoter
2	ECV Ventures Private Limited	1110450	AAGCE8166Q	Non- Promoter
3	Shaishav Mehta HUF	1110450	AAZHS9892K	Non- Promoter
4	Naliniben Dineshbhai Brahmhatt	1110450	APEPB9482N	Non- Promoter

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5	Suveni Enterprises LLP	1110293	AEWFS1103A	Non- Promoter
6	Garjita Corporation LLP	1110608	AAYFG9288N	Non- Promoter
7	Labdhi Polycot Private Limited	1109977	AACCL5502H	Non- Promoter
8	Impavid Overseas Consultancy Private Limited	1109977	AAFCl2397J	Non- Promoter
9	Titikshu Tradent LLP	1110292	AATFT8374P	Non- Promoter
10	Kundanben Jagdishkumar Patel	609935	AIUPP6899G	Non- Promoter
11	Aditya Jagdishkumar Patel	399781	CNWPP3636A	Non- Promoter
12	Nitin Sharma	999295	CSSPS6980B	Non- Promoter
13	Shobhit Rana	499726	CZNPS1580F	Non- Promoter
14	Ram Kumar Giri	499726	AXWPG1450F	Non- Promoter
15	Brothers Mart India Private Limited	999295	AAHCB7144C	Non- Promoter
16	Chanakya Commodities Consultants Private Limited	999295	AAFCC0232Q	Non- Promoter

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is December 23, 2022, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws

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and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The equity shares shall be issued and allotted by the Company to the shareholders of Du Point Loyalty Distribution Pvt. Ltd. in de-materialized form within the time period agreed in the Share Swap Agreement and in any case not exceeding the time prescribed under the applicable laws.
- e) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws as applicable from time to time
- f) The consideration for the Equity Shares to be allotted to Investors is against the consideration equity shares of Du Point Loyalty Distribution Pvt. Ltd. Through share swap agreement.
- g) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance

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with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-  
**Jagdishkumar Patel**  
**Managing Director**  
**DIN: 08038830**

**Date: December 30, 2022**  
**Place: Mumbai**

Registered Office:  
901-902, Atlanta Centre, Sonawala Lane,  
Opp Udyog Bhavan, Goregaon (E)  
Mumbai 400063  
**CIN:** L70100MH1991PLC243430  
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## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. 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](http://www.unistarmulti.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at

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[www.bseindia.com](http://www.bseindia.com) and the EGM Notice 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).

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Thursday, January 19, 2023 at 9:00 A.M. and ends on Sunday, January 22, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. January 13, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being January 13, 2023.

### 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 and joining virtual meeting 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.	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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to

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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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 ‘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 **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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.





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	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>    </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. 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/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. 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>3. 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>4. 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>

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<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 or joining virtual meeting &amp; voting during the meeting.</p>
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**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.

**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

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**B) Login Method for e-Voting and joining virtual meeting for 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

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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.

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

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [richi@rpasso.com](mailto:richi@rpasso.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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.

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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 to Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.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 [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com). If you are an Individual shareholder 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 and joining virtual meeting 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.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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# Unistar Multimedia Limited

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) from January 18, 2023 to January 20, 2023. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

By the Order of Board of Directors  
For Unistar Multimedia Limited

Sd/-  
Jagdishkumar Patel  
Managing Director  
DIN: 08038830  
Date: December 30, 2022

Registered Office:  
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Opp Udyog Bhavan, Goregaon (E) Mumbai  
400063  
CIN: L70100MH1991PLC243430  
Website: [www.unistarmulti.com](http://www.unistarmulti.com)  
E-mail: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com)

Place: Mumbai

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# Unistar Multimedia Limited

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

### Item No 1:

The Board of Directors at its meeting held on Friday, November 25, 2022, subject to consent of the members of the Company, approved the increase in Authorized Share Capital of the company. In order to facilitate issue of equity shares on preferential basis and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 51,00,00,000/- (Rupees Fifty-One Crores only) divided into 5,10,00,000 (Five Crores Ten Lakhs only) Equity Shares of face value Rs. 10/- each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item Nos. 1 of this Notice for approval by the members.

### Item No 2:

The Memorandum of Association ("MOA") is proposed to be amended by inserting varied horizon of Multiple Business Opportunities foreseen by Board, with respect to Softwares, Digital Assets, Extraction, trading, mining, distribution of gold and business incidental to it which includes but is not limited to leasing heavy machines to extract minerals including gold, and trading in various items.

Therefore, it is proposed to alter the objects under the object clause of the Memorandum of Association of the Company, by inserting the new clauses after the existing clause 2 of main object clause of Memorandum of Association of the Company.

The updated copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection of Members on this link [https://drive.google.com/drive/folders/1mtZ812qp4avC7lcb\\_rpyViUU\\_2jwOtaa?usp=share\\_link](https://drive.google.com/drive/folders/1mtZ812qp4avC7lcb_rpyViUU_2jwOtaa?usp=share_link) and will also be available for the members at the EGM held through VC facility.

Pursuant to Section 4 and 13 the Companies Act, 2013, alteration of the object clause requires approval of the members of the Company by way of passing special resolution to that effect.

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The Directors recommend the Special resolution set out under item no. 2 of the notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.2 of this notice except and to the extent of their shareholding in the Company.

### **Item No 3:**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time. in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date. provides that no company is permitted to directly or indirectly, (a) give any Loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a Loan to any other body corporate or person: and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate. exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any Loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the Latest audited Balance Sheet of the Company as on 31st March 2022, sixty per cent of the paid-up share capital free reserves and securities premium account amounts to Rs. 27 Crore while one hundred per cent of its free reserves and securities premium account amounts to Rs. 35 Crore. Therefore, the maximum Limit available to the Company under Section 186(2) of the Act for making investments or giving Loans or providing guarantees/ securities in connection with a Loan, As the case may be. is Rs 35 Crore.

In view of proposed investment by the Company in the equity shares of Du Point Loyalty Distribution Pvt. Ltd. in terms of Shares Swap Agreement (as elaborated in item no. 3 of this notice) and considering the long-term business plans of the Company, which requires the Company to make sizeable Loans/ investments and issue guarantees/ securities to persons or bodies corporate from time to time, prior approval of the Members is being sought for enhancing the said Limits.

The Directors recommend the Special Resolution as set out at item no. 3 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding.

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# Unistar Multimedia Limited

The Board recommends the Special Resolution set out at Item Nos. 3 of this Notice for approval by the members.

## **Item No 4:**

The Board vide its Meeting dated November 25, 2022 had approved for increase in limits of borrowing limits to Rs. 100 crores outstanding at any point of time on account of principal. As per the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013 since the Company would be creating charge over its assets and the amount to be borrowed along with amount already borrowed would exceed the paid up capital and free reserves of the Company, approval of members would be required for the same.

The Directors commend the Special Resolutions at Item Nos. 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding.

## **Item No 5:**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on November 25, 2022 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 of this Notice except to the extent of their shareholding in the Company.

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# Unistar Multimedia Limited

## Item No 6:

The Members may note that the tenure of appointment of Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830), Managing Director is period of 5 (five years), i.e., effective from December 28, 2022 to December 27, 2027 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830) signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law. The essential terms and condition of his appointment and remuneration are as under;

- a. Mr. Jagdishkumar Bhagvandas Patel shall be responsible for overseeing for the day-to-day operations and management of the Company and such other matters as identified by the Board from time to time. Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830) shall devote his whole time and attention to the business of the Company. Mr. Jagdishkumar Bhagvandas Patel shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time give and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.
- b. Period of Agreement: December 28, 2022 to December 27, 2027.
- c. Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Managing Director, Mr. Jagdishkumar Bhagvandas Patel shall be paid remuneration Rs. 50,000 per month as minimum remuneration.
- d. Sitting fees: Mr. Jagdishkumar Bhagvandas Patel shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

Mr. Jagdishkumar Bhagvandas Patel hold 82,513 Equity Shares in the Company as on December 20, 2022. The draft of the appointment letter/agreement shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day, excluding Sunday. Having regard to her qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. Jagdishkumar Bhagvandas Patel (DIN: 08038830) as the Managing Director of the Company for a term of 5 years from December 28, 2022 to December 27, 2027. Your directors recommend the Resolution set out in Item No. 6 of this EGM Notice to the Members for their consideration and approval by Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 of this Notice except to the extent of their shareholding in the Company.

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# Unistar Multimedia Limited

## Item No 7:

The Members are hereby informed that in Line with the strategy to grow and strengthen its leadership position, the Company, pursuant to the approval of the Board of the Company vide Board Resolution dated December 28, 2022, has entered into a Share Swap Agreement with the Shareholders of Du Point Loyalty Distribution Pvt. Ltd., pursuant to which it will acquire 95002 (Ninty Five Thousand Two) of equity shares, each fully paid up, having a face value of f 10/-, representing 100% of the equity share capital of Du Point Loyalty Distribution Pvt. Ltd. in exchange for issuance of 1,50,00,000 (One Crore Fifty Lakh) vide preferential allotment, new equity shares of Rs. 10/- each at a price of Rs. 56.85 per equity share (at a premium of Rs. 46.85 per equity share), aggregating up to approx. Rs. 85.275 Crores in the Company to the Shareholders of Du Point Loyalty Distribution Pvt. Ltd. as consideration other than cash, by way of a preferential issue on a private placement basis ("Preferential Issue"), subject to customary closing conditions and consequently the Board has approved the proposed Preferential Issue, and recommends the resolution as set out above to be passed by the Members through a special resolution.

The Company will consolidate Du Point Loyalty Distribution Pvt. Ltd.'s earnings and net debt held by Du Point Loyalty Distribution Pvt. Ltd. Subject to closing adjustments. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to the shareholders of Du Point Loyalty Distribution Pvt. Ltd.

**Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:**

### **1. Particulars of the offer including date of passing of Board resolution**

The Board of Directors at its meeting held on December 28, 2022 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1,50,00,000 (One Crore Fifty Lakh) equity shares of the face value of Rs. 10/- per equity share, at a price of Rs. 56.85 per equity share (at a premium of Rs. 46.85 per equity share), aggregating up to approx. Rs. 85.275 crores to the shareholders of Du Point Loyalty Distribution Pvt. Ltd. by way of a preferential issue on a private placement basis in exchange of and as price consideration for acquiring 95,002 (Ninty-Five Thousand Two) equity shares, each fully paid up, having a face value of Rs. 10/-(Rupees Ten only), representing 100% of the equity share capital of Du Point Loyalty Distribution Pvt. Ltd.

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## 2. Objects of the Preferential Issue

The Preferential Issue is being undertaken by the Company for the purpose of acquisition of Du Point Loyalty Distribution Pvt. Ltd. The Acquisition enables the Company to diversify and explore business opportunities in Information Technology Segment. Information Technology Industry is one of the most profitable and has bright future in coming years.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

## 3. Kind of securities offered and the price at which security is being offered, and the total maximum number of securities to be issued

Up to 1,50,00,000 (One Crore Fifty Lakh) equity shares of the face value of Rs. 10/- per equity share of the Company, at a price of Rs. 56.85 per equity share (at a premium of Rs 46.85 per equity share) aggregating up to approx. Rs. 85.275 Crores, such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

## 4. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is December 23, 2022.

## 5. Basis on which the price has been arrived at and justification for the price (including premium, if any).

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the Relevant Date has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of Regulation 164(1) of the ICDR Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 56.85 per equity shares.

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In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated December 30, 2022. issued by CS Abhishek Chhajed, a registered valuer, IBBI Registration No. IBBI/RV/03/2020/13674 (Valuation Report), for determining the price of the Subscription Shares. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://unistarmulti.com/>

Accordingly, the price per equity shares to be issued pursuant to the Preferential Issue is fixed at Rs. 56.85. being not Less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

## 6. Amount which the company intends to raise by way of such securities

NIL, as the equity shares are proposed to be issued in exchange of consideration other than cash as against acquisition of 95,002 (Ninty Five Thousand Two) equity shares, each fully paid up, having a face value of 10/- (Rupees Ten only), representing 100% of the equity share capital of Du Point Loyalty Distribution Pvt. Ltd.

## 7. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of equity shares is proposed to be made to the following shareholders of Du Point Loyalty Distribution Pvt. Ltd.

Name of the Proposed Allottee	Category
Devangi Projects Private Limited	Body Corporate
ECV Ventures Private Limited	Body Corporate
Shaishav Mehta HUF	Hindu Undivided Firm
Naliniben Dineshbhai Brahmbhatt	Individual
Suveni Enterprises LLP	Limited Liability Partnership
Garjita Corporation LLP	Limited Liability Partnership
Labdhi Polycot Private Limited	Body Corporate
Impavid Overseas Consultancy Private Limited	Body Corporate
Titikshu Tradent LLP	Limited Liability Partnership
Kundanben Jagdishkumar Patel	Individual
Aditya Jagdishkumar Patel	Individual
Nitin Sharma	Individual
Shobhit Rana	Individual
Ram kumar Giri	Individual
Brothers Mart India Private Limited	Body Corporate
Chanakya Commodities Consultants Private Limited	Body Corporate

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## 8. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue.

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any equity shares pursuant to the Preferential Issue except one of the Director, Mr. Jagdishkumar Patel, whose relatives are the proposed allottees in the said preferential issue and the intent is limited to subscription of equity shares.

## 9. Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

## 10. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned equity shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

## 11. Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure -A to this Notice for details.

## 12. Identity of the proposed allottees (including natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control), the percentage of post preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Pre-Issue Shareholding		Post-Issue Shareholding		Ultimate Beneficial Owners
		Equity Shares	% of Paid Up Capital	Equity Shares	% of Paid Up Capital	
Devangi Projects Private	Public	-	-	1110450	4.44%	1. Rajesh Vijaydhar Desai 2. Jalpaben Rajesh

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Limited						Desai
ECV Ventures Private Limited	Public	-	-	1110450	4.44%	1. Rohit Pandya 2. Bhavanaben Pandya
Shaishav Mehta HUF	Public	-	-	1110450	4.44%	Shaishav Mehta (Karta)
Suveni Enterprises LLP	Public	-	-	1110293	4.44%	1. Pratiti Sinhal Desai 2. Sarthak Sinhalbhai Desai
Garjita Corporation LLP	Public	-	-	1110608	4.44%	1. Arunaben Harshadkumar Jani 2. Harshad Narandas Jani
Labdhi Polycot Private Limited	Public	-	-	1109977	4.44%	1. Nupur Dhvanish Shah 2. Dhvanish Rajeshkumar Shah
Impavid Overseas Consultancy Private Limited	Public	-	-	1109977	4.44%	1. Vaibhav Rameshbhai Bhesaniya 2. Meena Sanjaykumar Agrawal
Titikshu Tradent LLP	Public	-	-	1110292	4.44%	1. Vaibhav Satishbhai Vahia 2. Parul Vaibhav Vahia
Brothers Mart India Private Limited	Public	-	-	999295	4.00%	1. Abhishek Pratapkumar Thakkar 2. Amero Research & Loyalty Solutions Private Limited
Chanakya Commodities Consultants Private Limited	Public	-	-	999295	4.00%	1. Tapan A Raval 2. Nidhi Patel

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## 13. Lock-in Period

The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

## 14. Undertakings

- I. None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations
- II. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- III. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- IV. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- V. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- VI. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder

## 15. Practising Company Secretary's Certificate

The certificate from M/s. Richi Prerak & Associates, Practising Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://unistarmulti.com/>

## 16. Valuation and Justification for the allotment proposed to be made for consideration other than cash

To conserve the financial resources of the Company and to expand its capacity, the Company has decided to acquire the business of Du Point Loyalty Distribution Pvt. Ltd. against exchange of fresh equity shares being offered for consideration other than cash. A valuation report issued by Registered Valuer, Jainam Pragneshbhai Shah, IBBI registration no. IBBI/RV/06/2019/11722 has been obtained and the same shall remain available for inspection by the members of the Company till the conclusion of extra ordinary general meeting.

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**17. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**18. Principal terms of assets charged as securities**

Not applicable.

**19. The change in control, if any, in the Company that would occur consequent to the Preferential Issue and the percentage of post preferential issue capital that may be held by the allottee**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Shareholders of Du Point Loyalty Distribution Pvt. Ltd. The percentage of post preferential issue capital that will be held by the Shareholders of Du Point Loyalty Distribution Pvt. Ltd. shall be 60.64%.

**20. The current and proposed status of the allottee(s) post Preferential Issue namely. promoter or non-promoter**

Non-promoter

**21. Other disclosures**

- a) During the period from 1 April 2022 until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is stated in above paras and is not being repeated for the sake of brevity.
- c) Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

**22. Material terms of raising such securities**

All material terms have been set out above.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to Shareholders of Du Point Loyalty Distribution Pvt. Ltd. is being sought by way of a special resolution as set out in the said item no. 7 of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

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# Unistar Multimedia Limited

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at item no. 7 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested, except to the extent of their shareholding in the Company, in the passing of this Special Resolution as set out at Item No.7 of this notice except one of the Director, Mr. Jagdishkumar Patel, whose relatives are the proposed allottees in the said preferential issue.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

Sd/-  
**Jagdishkumar Patel**  
**Managing Director**  
**DIN: 08038830**

Registered Office:  
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Mumbai 400063  
**CIN:** L70100MH1991PLC243430  
**Website:** [www.unistarmulti.com](http://www.unistarmulti.com)  
**E-mail:** unistar.multi2022@gmail.com

**Date: December 30, 2022**  
**Place: Mumbai**

**CIN : L70100MH1991PLC243430**

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# Unistar Multimedia Limited

## Annexure – A - Pre and Post Preferential Issue Shareholding Pattern of the Company

The pre issue shareholding pattern of the Company as on September 30, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below

Sr. No.	Category of Shareholder(s)	Pre-Issue		Post-Issue	
		No. of Shareholding	% Of Shareholding	No. of Shareholding	% Of Shareholding
<b>A.</b>	<b>Promoters &amp; Promoter Group Holding</b>				
1.	Indian				
	a) Individual/ HUF	11,31,891	11.32	11,31,891	4.53
	b) Bodies Corporate	7,74,262	7.74	7,74,262	3.10
	<b>Sub-Total (A)(1)</b>	<b>19,06,153</b>	<b>19.06</b>	<b>19,06,153</b>	<b>7.62</b>
2.	Foreign				
	a) Individual	-	-	-	-
	b) Bodies Corporate	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>19,06,153</b>	<b>19.06</b>	<b>19,06,153</b>	<b>7.62</b>
<b>B.</b>	<b>Non-Promoters Holding</b>				
1.	<b>Institutional Investors</b>				
	a) Mutual Funds	-	-	-	-
	b) Alternate Investment Funds	-	-	-	-
	c) Foreign Portfolio Investors   foreign body corporate	-	-	-	-
	d) Financial Institutions/ Banks	-	-	-	-
	e) Insurance Companies	-	-	-	-
	f) NBFCs registered with RBI	-	-	-	-
	<b>Sub-Total (B)1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2.	Central Government/ State Government	-	-	-	-
	<b>Sub-Total (B)2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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<b>3.</b>	Non-Institutions				
	a) Individuals				
	Individual shareholders holding nominal share capital upto Rs. 2 Lakhs	24,79,861	24.80	24,79,861	9.92
	Individual shareholders holding nominal share capital in excess Rs. 2 Lakhs	48,36,241	48.36	89,55,154	35.82
	b) Any other, specify				
	Trusts	1,200	0.01	1200	0.01
	Hindu Undivided Family	3,64,088	3.64	14,74,538	5.90
	Limited Liability Partnership Firms	-	-	33,31,194	13.32
	Non-Resident Indians	47,449	0.47	47,449	0.19
	Clearing Member	2,841	0.03	2,841	0.01
	Body Corporate	3,62,867	3.63	68,02,310	27.21
	<b>Sub-Total (B)(3)</b>	<b>7,78,445</b>	<b>7.78</b>	<b>1,16,09,242</b>	<b>46.63</b>
	<b>Total (A)+(B)</b>	<b>80,94,547</b>	<b>80.94</b>	<b>2,30,94,547</b>	<b>92.38</b>
<b>C.</b>	Shares held by custodians for ADR and GDR	-	-	-	-
	<b>Total (A)+(B)+(C)</b>	<b>1,00,00,700</b>	<b>100.00</b>	<b>2,50,00,700</b>	<b>100.00</b>

\* Categories merged, on basis of RTA Data.

• Includes 1,50,00,000 equity shares proposed to be allotted pursuant to Preferential Issue.

## Notes:

- The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottee would have subscribed to and been allotted all the equity shares. In the event for any reason, the Proposed Allottee does not or are unable to subscribe to and/ or are not allotted the equity shares. the shareholding pattern in the above table would undergo corresponding changes.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.

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