



# Unistar Multimedia Limited

## Addendum to Notice of Extra-Ordinary General Meeting

Unistar Multimedia Limited had issued a Notice of Extra-Ordinary General Meeting dated December 30, 2022 (Original Notice) for Convening EGM on January 23, 2023. In the said Notice at Agenda No. 4 and 7, certain changes and modifications were proposed by the Board to the text of Agenda including amendment in borrowing limit, list of allottees and explanatory statement following the said original Notice. The addendum to which is produced hereinafter:

*The text at Agenda No. 4, 7 and the Explanatory Statement to be replaced with following with respect to the original notice:*

### **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 terms of Articles of Association of the Company, subject to approval of respective authorities including Reserve Bank of India, 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, investments and credit facilities in any currency, including Foreign Currency Convertible Bonds, External Commercial Borrowings, issuance of debentures and other debts instruments, (apart from temporary loans from the company’s bankers), from time to time, to **Rs. 1,000 crores (Rupees One Thousand Crores 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

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

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, in Indian rupees or any foreign currencies, 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. **1,000 crore (Rupees One Thousand 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. 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:**

"**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

**CIN: L70100MH1991PLC243430**

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

consideration other than cash for acquiring 95002 (Ninety-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	% of Post Issue Paid Up Capital	PAN	Category
1	Devangi Projects Private Limited	1110450	4.44%	AAECD9670Q	Non- Promoter
2	ECV Ventures Private Limited	1110450	4.44%	AAGCE8166Q	Non- Promoter
3	Shaishav Mehta HUF	1110450	4.44%	AAZHS9892K	Non- Promoter
4	Naliniben Dineshbhai Brahmbhatt	1110450	4.44%	APEPB9482N	Non- Promoter
5	Suveni Enterprises LLP	1110293	4.44%	AEWFS1103A	Non- Promoter
6	Garjita Corporation LLP	1110608	4.44%	AAYFG9288N	Non- Promoter
7	Labdhi Polycot Private Limited	1109977	4.44%	AACCL5502H	Non- Promoter
8	Impavid Overseas Consultancy Private Limited	1109977	4.44%	AAFCl2397J	Non- Promoter
9	Titikshu Tradent LLP	1110292	4.44%	AATFT8374P	Non- Promoter
10	Kundanben Jagdishkumar Patel	609935	2.48%	AIUPP6899G	Non- Promoter

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani, Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

11	Aditya Jagdishkumar Patel	399781	1.60%	CNWPP3636A	Non- Promoter
*12	Cheshta Batra	999295	4.03%	AQAPB2241G	Non- Promoter
13	Shobhit Rana	499726	2.00%	CZNPS1580F	Non- Promoter
14	Ram Kumar Giri	499726	2.00%	AXWPG1450F	Non- Promoter
15	Brothers Mart India Private Limited	999295	4.00%	AAHCB7144C	Non- Promoter
16	Chanakya Commodities Consultants Private Limited	999295	4.00%	AAFCC0232Q	Non- Promoter

\* Preferential Allotment to Mrs. Cheshta Batra (PAN: AQAPB2241G) instead of Mr. Nitin Sharma, as Mr. Nitin ceased to be a shareholder of Du-Point Loyalty Distribution Pvt. Ltd. w.e.f October 3, 2022 and was erroneously included in final list of shareholders eligible for swap of shares against shares of Unistar Multimedia, instead of actual holder Mrs. Cheshta Batra.

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

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani, Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

- 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 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.

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

**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

Registered Office:  
901-902, Atlanta Centre, Sonawala Lane,  
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)

Date: January 16, 2023  
Place: Mumbai

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

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

### Item No 4:

The Board vide its Meeting dated November 25, 2022 had approved for increase in limits of borrowing limits to Rs. 1000 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 approval of members is hereby accorded for to increase the borrowing limit of such sum or sums of monies and for availing all kinds and types of loans, advances, investments and credit facilities, etc. as mentioned in the Resolution.

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 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 (Ninety-Five Thousand Two) of equity shares, each fully paid up, having a face value of Rs. 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

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

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.

## **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

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)





# Unistar Multimedia Limited

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.

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/wp-content/uploads/2022/12/Valuation-Report-for-Preferential-Issue.pdf>

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.

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani, Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

## 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
Cheshta Batra	Individual
Shobhit Rana	Individual
Ram kumar Giri	Individual
Brothers Mart India Private Limited	Body Corporate
Chanakya Commodities Consultants Private Limited	Body Corporate

## 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.

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

## 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 Limited	Public	-	-	1110450	4.44%	1. Rajesh Vijaydhar Desai 2. Jalpaben Rajesh 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	Public	-	-	1110293	4.44%	1. Pratiti Sinhal

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani, Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

Enterprises LLP						Desai 2. Sarthak Sinhlabhai 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 Pratap Kumar Thakkar 2. Tapan A Raval 3. Nidhi Patel
Chanakya Commodities Consultants Private Limited	Public	-	-	999295	4.00%	1. Tapan A Raval 2. Nidhi Patel
Naliniben Dineshbhai Brahmhatt	Public	-	-	1110450	4.44%	Naliniben Dineshbhai Brahmhatt
Kundanben Jagdishkumar Patel	Public	10,400	0.10%	620335	2.48%	Kundanben Jagdishkumar Patel
Aditya Jagdishkumar	Public	-	-	399781	1.60%	Aditya Jagdishkumar Patel

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

Patel						
Cheshta Batra	Public	7307	0.07%	999295	4.03%	Cheshta Batra
Shobhit Rana	Public	-	-	499726	2.00%	Shobhit Rana
Ram kumar Giri	Public	-	-	499726	2.00%	Ram kumar Giri

\* The Actual shareholder of said entity are Abhishek Thakkar, Amero Research & Loyalty Solutions Private Limited and Chanakya Commodities Consultants Private Limited, but the ultimate beneficial owner and also shareholder in Amero Research & Loyalty Solutions Private Limited and Chanakya Commodities Consultants Private Limited are mentioned in the Ultimate Beneficial Owner column.

### 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/wp-content/uploads/2022/12/PCS-Certificate-EGM-for-Preferential-Issue.pdf>

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

## **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 and will also be made available on the Company's website and will be accessible at link: [https://unistarmulti.com/wp-content/uploads/2023/01/Du-Point\\_Valuation-Report.pdf](https://unistarmulti.com/wp-content/uploads/2023/01/Du-Point_Valuation-Report.pdf)

## **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 proposed allottees shall be according to the details mentioned in the agenda item no. 7 of this notice.

## **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.

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# Unistar Multimedia Limited

- 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.

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:  
901-902, Atlanta Centre, Sonawala Lane,  
Opp Udyog Bhavan, Goregaon (E)  
Mumbai 400063  
**CIN:** L70100MH1991PLC243430  
**Website:** [www.unistarmulti.com](http://www.unistarmulti.com)  
**E-mail:** unistar.multi2022@gmail.com

**Date:** January 16, 2023  
**Place:** Mumbai

**CIN:** L70100MH1991PLC243430

**Regd. Office, Corporate & Share Department:** SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

**Email:** [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | **Website:** [www.unistarmulti.com](http://www.unistarmulti.com)



# 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>
3.	Non-Institutions				

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani, Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)





# Unistar Multimedia Limited

	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.

CIN: L70100MH1991PLC243430

Regd. Office, Corporate & Share Department: SH 187, Powai Plaza MTRII CST N S Hiranandani,  
Business Park Powai, Mumbai 400076 Tel.: 91 22 4321 1800

Email: [unistar.multi2022@gmail.com](mailto:unistar.multi2022@gmail.com) | Website: [www.unistarmulti.com](http://www.unistarmulti.com)