

DEEPTI & ASSOCIATES
PRACTICISING COMPANY SECRETARIES

Annual Secretarial Compliance Report of
Unistar Multimedia Limited
(CIN: L07295MH1991PLC243430)
For the Financial Year ended March 31, 2023

The Members,
Unistar Multimedia Limited
Mumbai – 400 076

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Unistar Multimedia Limited** having its Registered Office at SH 187, Powai Plaza MTRII CST NS Hiranandani Business Park, Powai, Mumbai 400076. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- a) all the documents and records made available to me and explanation provided by Unistar Multimedia Limited ("the Listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable as no securities were bought back during the term under review*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable as no such scheme was introduced for Employees*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable as no Debt securities are listed or issued by the Company*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *Not Applicable as no such preference shares are listed or issued by the Company*
- h) Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requireme	Regulatio n /Circular	Deviations	Actio n	Type of Action	Fine Amo	Observations / Remarks of	Management Response
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	nt (Regulation s/ circulars/ guidelines including specific clause)	No.		Taken by	(Adviso ry/Clari fication /Fine/S how Cause Notice/ Warnin g, etc.)	unt	Practicing Company Secretary	
1.	Submission of Corporate Governance Report for the Quarter ended September 30, 2022. - Regulation 27 of SEBI (LODR) Regulations, 2015.	Regulation 27 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	Delay in Corporate Governance Report for the Quarter ended on September 30, 2022.	NA	NA	NA	The Corporate Governance Report filed by the Company on February 21, 2023	The abundant Precaution will be taken for timely submission to the Exchanges.
2.	Intimation of Resignation of company secretary and compliance officer- Regulation 30 of SEBI (LODR) Regulations, 2015.	Regulation 30 of SEBI (LODR) Regulations, 2015.	Delay in Intimation of Resignation of company secretary as the compliance officer	NA	NA	NA	There was a delay of 1 day in Intimation of Resignation of Mr. Nitin Mistry, company secretary as the compliance officer of the Company.	There was an unintentional delay in submission of Intimation of Resignation of company secretary and compliance officer of the Company.
3.	Non-compliance	Regulation 6(1) of	Non-compliance	NA	NA	NA	The Company has not	The Company is in a process

	with requirement to appoint a qualified company secretary as the compliance officer- Regulation 6(1) of SEBI (LODR) Regulations, 2015.	SEBI (LODR) Regulations, 2015.	with requirement to appoint a qualified company secretary as the compliance officer				appointed Company Secretary and Compliance Officer within 6 months from the vacancy of previous Company Secretary.	to appoint eligible company secretary of the company.
4.	Newspaper Advertisement for the Financial Results under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	Regulation 47 of SEBI (LODR) Regulations, 2015.	The Company has not published Advertisement of Financial Results for the Quarter and year ended on March 31, 2022 and for the Quarter ended on June 30, 2022.	NA	NA	NA	-	The abundant Precaution will be taken for the Compliances.

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show	Fine Amount	Observations/ Remarks of Practicing Company	Management Response
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	guidelines including specific clause)				Cause Notice/ Warning, etc.)		Secretary	
1.	Newspaper Advertisement for the Financial Results under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015	Regulation 47 of SEBI (LODR) Regulations, 2015.	The Company has not published Advertisement of Financial Results for the Quarter ended on December 31, 2021	No Action Taken	NA	NA	The Company has not published Advertisement of Financial Results for the Quarter ended on December 31, 2021	The abundant Precaution will be taken for said compliance.

c) As per the Stock Exchange Circular dated March 16, 2023, the following affirmations are provided:

Sr.No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the	Yes	-

	Companies Act, 2013 and mandatorily applicable.		
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	The Company doesn't have any material subsidiary during the period under review. The Wholly owned subsidiary – Du Point Loyalty Distribution Private Limited is not a Material Subsidiary.

6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes	-
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Except as mentioned in Table (a) of the said report
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-

11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	Except as mentioned in Table (a) of the said report
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p>BSE has levied SOP Fine vide mail dated January 9, 2023 for Following Non-Compliances:</p> <ol style="list-style-type: none"> 1. Delay in submission of Corporate Governance Report for the Quarter ended March 31, 2014. 2. Delay in Appointment of Qualified Company Secretary. 3. Non-Compliance with respect to composition of Audit Committee. <p>The Company has filed clarification with respect to above fines and also paid the same to BSE on January 27, 2023.</p> <p>Further the Company has not installed proper Systematic Digital Database Software as required under SEBI (Prohibition of Insider Trading)Regulations, 2015.</p>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	1. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	No	There is non-compliance of the Para 6 (A) (i) of the SEBI's Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019
	1. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
	1. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	-
2.	Other conditions relating to resignation of statutory auditor		

	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	Yes	-
3.	<p>The listed entity / its material subsidiary has obtained Information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th</p>	Yes	-

October, 2019.		
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Assumptions & Limitation of scope and Review:

Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Deepti & Associates

Practicing Company Secretaries

Deepti Grover

Proprietor

FCS. No. 7654 | C.P.: 17546

FRN: S2016DE438900

UDIN: F007654E000497431

June 24, 2023

New Delhi