

# UNISTAR MULTIMEDIA LIMITED



16<sup>th</sup>  
ANNUAL REPORT  
2006-2007

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## UNISTAR MULTIMEDIA LIMITED

**BOARD OF DIRECTORS** : MR. SURESH BAFNA  
MR. SHALLEN SHAH  
MR. KAUSHAL JOSHI  
MR. SANJEEV DOGRA  
MR. SUMEETKUMAR HARAN  
MR. DEEPAK. M. DOSHI

**AUDITORS** : M/s. P.D. Agrawal & Co.  
Chartered Accountants  
Kanpur.

**BANKERS** : HDFC Bank  
HSBC Bank  
Federal Bank  
J & K Bank

**REGISTERED OFFICE** : 13/386, Civil Lines  
Kanpur - 208 001

As a measure of economy, copies of this Annual Report will not be distributed at the AGM. Shareholders are requested to kindly bring their copy of the Annual Report to the meeting.

**NOTICE**

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of the Company will be held at the Registered office of the Company at 13/386, Civil Lines, Kanpur – 208001 on 28<sup>th</sup> day of September, 2007 at 4.30 p.m. for transacting the following business: -

- 1) To receive, consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31<sup>st</sup> March 2007 and the Balance Sheet as at that date together with the Directors report thereon.
- 2) To Appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
- 3) To appoint a Director in place of those retiring & being eligible offer themselves for reappointment.
- 4) To consider a adopt & if thought fit to discuss all the matters as would arise in the course of the meeting with the permission of chair person.

**SPECIAL BUSINESS-**

- 5) To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution –

“RESOLVED THAT, pursuant to the provisions of Section 198, 269, 309 & other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the said Act, as amended up-to-date, consent be and is hereby accorded to the appointment of Mr. Shailen Shah, as Managing Director of the Company for a period of five years w.e.f. 28<sup>th</sup> September’2007 on terms & conditions as set out in the agreement entered into between both, which draft agreement is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, increase or decrease the remuneration and perquisites including monetary value thereof as specified in the said draft agreement to the extent the Board may consider appropriate, as may be permitted or authorized in accordance with any provisions under the said Act for the time being in force provided, however that the remuneration payable to and limits set out in the said act including the said schedule XIII to the Act or any amendments thereto or any modifications or statutory re-enactments thereof and or any rules or regulations framed thereunder and for the time being in force, and the terms of the said agreement between the Company & Mr. Shailen R.Shah shall be suitably modified to give effect to such variations or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Shailen R Shah the remuneration and perquisites set out in the aforesaid draft agreement be paid or granted as minimum remuneration provided that the total remuneration by way of salary, perquisites shall not exceed the ceiling provided in section II of the part II of schedule XIII to the said Act, or such other amount or perquisites as provided in the said schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof for the time being in force”

**BY ORDER OF THE BOARD  
FOR UNISTAR MULTIMEDIA LTD.**

Sd/-  
(CHAIRMAN)

DATE: 27/08/2007  
PLACE: Kanpur.

# UNISTAR MULTIMEDIA LIMITED

## NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A proxy form to the effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting.
2. Members / proxies should bring the attendance slip, duly filled in for attending the meetings.
3. Members / proxies attending the meeting, should bring their copy of the annual report for reference at the meeting.
4. The register of members and the transfer books of the company will be closed on 4<sup>th</sup> Oct. '2007.

## Registered Office:-

13/386, Civil Lines, Kanpur – 208001.

## EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### ITEM NO.5

Appointment of Mr. Shailen R. Shah as Managing Director of the Company

The Board has decided to appoint Mr. Shailen R. Shah as Managing Director of the Company for a period of five years w.e.f. 28<sup>th</sup> Sept. '07 on remuneration as decided by the Remuneration Committee as per draft agreement submitted, on expiry of term of Mr. Kaushal Joshi from the said post. The appointment does not require approval of Central Government under section 269 of Companies Act, 1956 since appointment and remunerations payable to him are in conformity with the Conditions specified in Schedule XIII of the Act.

Appointment is on following Terms & conditions of appointment subject to approval of members –

- 1) Salary Rs. 60,000/- P.A.
- 2) Perquisites Nil.

## DIRECTOR'S REPORT

To,  
Dear Shareholders,

Your directors have pleasure in presenting the 16<sup>th</sup> Annual Report of the Company alongwith Audited Financial Results for the year ended 31<sup>st</sup> March 2007.

### 1. FINANCIAL HIGHLIGHTS–

The working results of the company for the year stand as under

(Amount in Rs)	For the year ended 31st March 2007	For the year ended 31st March 2006
Turnover	1319745	1300000
Other Income	341768	95504
Profit \ (Loss) before Tax	-576250	-77965
Profit \ Loss after Tax	-579287	-77965
Appropriation out of profit	NIL	NIL
Proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Transfer to Special Reserve	NIL	NIL
Balance Carried to Balance Sheet	(5368042)	(4788755)

**2. CORPORATE GOVERNANCE**

Report on Corporate Governance along with Auditors Compliance Certificate is included as a part of this report.

**3. DIVIDEND**

In order to conserve future resources, directors do not recommend any dividend during the year under review.

**4. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Separate Management's Discussion & Analysis Report, which is enclosed, forms part of this report.

**5. DIRECTORS**

In accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company, Directors who retired by rotation at this Annual General Meeting being eligible offer themselves for reappointment.

**6. AUDITORS**

M/s. P D Agrawal & Co., Chartered Accountants, Kanpur who were appointed as Statutory Auditors of the Company at the last AGM will hold office till the conclusion of this Annual General Meeting and being eligible are recommended for Reappointment.

**7. DIRECTORS RESPONSIBILITY STATEMENT**

Directors State: -

- (1) That in preparation of annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (2) That they have selected such accounting policies & applied them consistently & made judgements & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of company at the end of financial year & of profit & Loss Account of the company for that period.
- (3) That they have taken proper care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & irregularities.
- (4) That they have prepared the annual accounting on going concern basis.

**8. PUBLIC DEPOSIT**

During the year 2006-07 the company has not accepted or invited any deposits from the public.

**9. PARTICULARS OF EMPLOYEES**

The particulars that are required under section 217 (2A) of the Companies Act, 1956 are not applicable to the Company.

**10. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE**

The particulars which are required under section 217 (e) of the companies Act 1956, are not applicable to the Company. Company's earnings in Foreign Exchange are to the tune of Rs. Nil and outgoing are Rs. Nil.

**11. ACKNOWLEDGEMENTS**

Your Directors wish to place on record their sincere appreciation for the encouragement and co-operation received by the company from the bankers, government authorities, Securities & Exchange Board of India. Directors also wish to place on record their deep appreciation for the work done by the employees. Your Directors are particularly grateful to you for your continued support, understanding encouragement.

**FOR & ON BEHALF OF THE BOARD  
FOR UNISTAR MULTIMEDIA LIMITED**

**PLACE : MUMBAI  
DATE : 27/8/2007**

**Sd/-  
SURESH BAFNA  
(CHAIRMAN)**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry Overview**

Indian Entertainment Industry after consolidating in the previous year has regained enough steam to blow the air.

**Future Outlook**

With increasing popularity for Singing & Dance Competitions and increasing viewership, outlook for the television serial industry looks bright.

**Our Strategy**

Due to heavy competition and less viewership attracted for family serial, Company has stopped working on further new projects and is trying to complete existing projects & bring them on Air. Company has started working on couple of Film Projects and the same are under Planning stage. Company believes in stretching itself and put stress on cost cutting strive to survive in this world of stiff competition.

**Performance of our Company**

During the year under review, Company was successful in selling its couple of Film Projects under process to other Companies on Cost plus Profit Basis and during the period net profit of the Company was Rs.222684/- as compared to loss of Rs. (579287) in the previous year.

**Internal Control Systems**

Your Company has adequate internal control procedures to commensurate with the nature and size of its business. Procedures ensure efficient and cost effective use of company's resources. Company has developed proper procedures to safeguard company's valuable assets against losses, to ensure timely and accurate preparation of accounts and compliance's of various rules and regulations.

**Employee Relations**

Company had smooth relations with its employees during the year under review.

**FOR & ON BEHALF OF THE BOARD  
FOR UNISTAR MULTIMEDIA LIMITED**

**PLACE : KANPUR  
DATE : 27<sup>th</sup> Aug.'2007**

**Sd/-  
(CHAIRMAN)**

**REPORT ON CORPORATE GOVERNANCE****A) Our Philosophy**

We believe in attaining full accountability and proper disclosures to all those connected with our Company and to all authorities. Good Corporate Governance has always been an endeavor at Unistar Multimedia Limited.

**B) Board of Directors**

Present Board Strength Comprises of **6 Directors**, out of which 1 is Managing Director and all others are Non-Executive Directors (NED). Chairman of the Company is an Non-Executive Director and 2 out of 5 NED are Independent Directors (ID).

During the Year under review, 6 Board Meetings were held.

The attendance of Directors at each of these Board Meetings and at last Annual General Meeting and their Directorship in other Companies are as under –

Name of Director	Attendance at Last AGM	No. of Board Meetings Held	No. of Board Meetings Attended	Category of Director	Other Director-ships
Mr. Suresh Bafna	Yes	6	6	CNED	5
Mr. Shailen Shah	Yes	6	6	MD	1
Mr. Kaushal Joshi	Yes	6	5	NED	0
Mr. Sanjeev Dogra	Yes	6	5	NED	0
Mr. Deepak M. Doshi	Yes	6	6	NED/ID	1
Mr. Sumeeth Haran	Yes	6	5	NED/ID	2

MD – Managing Director  
CNED – Chairman & Non Executive Director  
NED – Non Executive Director  
ID – Independent Director

**Pecuniary Relationship or transactions of Non Executive Directors**

Company has taken & repaid funds advanced by Mr. Suresh Bafna to the Company and no interest is charged on the said funds taken by the Company and as such the said transactions is not prejudicial to the interest of the Company.

**C) Committees of Board**

Board has constituted following committees and delegated adequate power to them to carry out activities of the Company.

## UNISTAR MULTIMEDIA LIMITED

### 1) Audit Committee

Audit Committee comprises of 3 Non-Executive Directors out of which 2 are Independent Directors. Committee reviews all matters specified in clause 49 of the Listing agreement alongwith section 292A of the Companies Act, 1956. Committee Comprises of the following Directors –

Mr. Suresh Bafna	Chairman
Mr. Deepak M. Doshi	Member
Mr. Sumeeth Haran	Member

During the year 4 meetings were held and all the members attended the meeting and Executive Director of the Company was invitee.

### 2) Remuneration Committee

Remuneration Committee comprises of 1 Non Executive Directors and 2 Non Executive and Independent Directors viz. Mr. Shailen Shah, Mr. Sumeeth Haran and Mr. Deepak Doshi. Mr. Shailen Shah is the Chairman of the Committee. Committee is empowered to decide and approve the remuneration of Directors.

### 3) Investors Grievance Committee

Committee Comprises of 3 Non Executive Directors viz. Mr. Suresh Bafna, Mr. Shailen R. Shah and Mr. Sanjeev Dogra. Mr. Shailen R. Shah, Director, has been designated as Compliance Officer. Committee approves matters regarding transfer, transmission of shares, issue of duplicate shares, review redressal of investor's grievances etc.

Company has 2219 investors: During the year, Company received Nil complaints and none of the Complaints are pending. No Shares are pending for Transfer as on the year end date.

### D) General Body Meetings

Information of last 3 Annual:General Meetings held is as under –

Financial Year	Date	Time	Venue
2005-2006	30 <sup>th</sup> Sept. 2006	11.00 a.m.	13/386, Civil Lines, Kanpur-208001.
2004-2005	30 <sup>th</sup> Sept. 2005	11.00 a.m.	--- As Above ---
2003-2004	30 <sup>th</sup> Sept. 2004	11.00 a.m.	--- As Above ---

No Special Resolution was passed at any of the aforesaid AGM'S held.

### E) Disclosures

- Materially Significant Related Party Transactions are disclosed in clause B above.
- Shares of the Company were de-listed by the The Stock Exchange, Mumbai due to non-compliance with the Listing of Preferential Shares allotted on Swap Basis by the Company.

### F) Means of Communication

Quarterly Results and Half-Yearly Results are sent to the Stock Exchanges as soon as the Board approves them. The same are published in Free Press Journal & Navshakti.

Management Discussion and Analysis Report forms part of this report.

### G) General Shareholder Information

#### 1) 16<sup>th</sup> Annual General Meeting

Date – 28<sup>th</sup> Sept. 2007

Time – 4.30 p.m.

Venue – 13/386, Civil Lines, Kanpur – 208 001.

2) **Tentative Financial Calendar for the Year**

Unaudited Results for 2 <sup>nd</sup> Quarter	30 <sup>th</sup> Oct. 2007
Unaudited Results for 3 <sup>rd</sup> Quarter	31 <sup>st</sup> Jan. '2008
Unaudited Results for 4 <sup>th</sup> Quarter	30 <sup>th</sup> April 2008
Audited Results for 2007-08	30 <sup>th</sup> Sept. 2008

3) **Book Closure Date** 4<sup>th</sup> October '2007

4) **Dividend Payment Date** Not Applicable.

5) **Listing on Stock Exchanges and Stock Code**

The Stock Exchange, Mumbai 532035  
The Stock Exchange Ahmedabad 11953

Presently Shares of the Company are suspended from the said Stock Exchanges due to non-compliances with certain clauses of Listing Agreement & Company has now complied with all the clauses and informed Exchange accordingly and is waiting for its proposal to be put forward in their forthcoming Committee Meeting.

6) **Registrar & Transfer Agents**

Company has appointed M/s. Sharepro Services, Andheri as its R&T Agent for physical and electronic connectivity with the Depositories for Dematerialised Shares.

7) **Share Transfer System**

Physical Shares received for Transfer are processed and an option letter is sent to the Shareholder to convert his holding into electronic form. If not opted, Share Certificates are sent back duly transferred. Demat shares are transferred directly to the beneficiaries by Depositories. Investors Grievance Committee and Compliance Officer of the Company are authorised to approve the share transfer.

8) **Distribution of Shareholding**

SHARES HOLDING OF NOMINAL VALUE OF								
SHARE HOLDERS				SHARE AMOUNT				
Rs.	Rs.	Number	% To Total	Physical (in Rs.)	NSDL Demat (in Rs.)	CDSL Demat (in Rs.)	TOTAL (in Rs.)	% to Total
Up to 2500	2500	769	34.655	20650	805590	253340	1079580	2.159
2501 - 5000	5000	529	23.840	103000	1680900	519880	2303780	4.607
5001 - 10000	10000	443	19.964	13000	3169720	716590	3899310	7.798
10001 - 20000	20000	223	10.050	69000	2718260	821830	3609090	7.217
20001 - 30000	30000	87	3.921		1412150	854600	2266750	4.533
30001 - 40000	40000	34	1.532		974610	249900	1224510	2.449
40001 - 50000	50000	32	1.442		1093370	416140	1509510	3.019
50001 - 100000	100000	63	2.839		3532670	881290	4413960	8.827
100001 & above	& above	39	1.758		28118690	1581820	29700510	59.393
<b>Total :</b>		<b>2219</b>	<b>100.000</b>	<b>205650</b>	<b>43505960</b>	<b>5295390</b>	<b>50007000</b>	<b>100.00</b>

## UNISTAR MULTIMEDIA LIMITED

### 9) Dematerialization of Shares and Liquidity

The shares of the Company are under Compulsory Demat Delivery for all categories of Investors. Your Company has signed agreement with NSDL & CDSL for the same.

The shares of your Company trade in B2 group at the Stock Exchange, Mumbai.

### 10) Outstanding GDR/ADR/Warrants or any Convertible instruments, Conversion Date and likely impact on equity

Nil.

### 11) Plant Locations

N. A.

### 12) Address for Correspondence

**Unistar Multimedia Limited**  
**7, Yusuf Building, Homi Modi**  
**Cross Lane 1, Fort,**  
**Mumbai – 400 001.**

### **AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES.**

To,  
**Members of Unistar Multimedia Limited**

We have examined the compliance of conditions of corporate governance by Unistar Multimedia Limited (“the Company”) for the year ended 31<sup>st</sup> March 2007, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges, with the relevant records and documents maintained by the Company and the Report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We certify that the Company has complied with, in all material respects, the mandatory conditions of Corporate Governance as stipulated in the above-mentioned Listing agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

**For PD Agrawal & Co.**  
Chartered Accountants

**Sd/-**  
(Tarun Gupta)  
(Partner)

Place – Kanpur  
Date – 24<sup>th</sup> Aug. '2007

**16TH ANNUAL REPORT 2006-2007**

**BALANCE SHEET AS AT 31ST MARCH, 2007**

PARTICULARS	SCHEDULE	CURRENT YEAR As At 31/03/2007 (RS.)	PREVIOUS YEAR As At 31/03/2006 (RS.)
<b>SOURCES OF FUNDS</b>			
1. Share Holders Fund			
Share Capital	A	96,410,500.00	96,410,500.00
2. Reserves & Surplus			
Share Premium		350,000,000.00	350,000,000.00
3. Loan fund :			
a) Secured Loans		0.00	0.00
b) Unsecured Loans	B	<u>11,265,999.75</u>	<u>8,525,999.75</u>
	<b>TOTAL</b>	<u>457,676,499.75</u>	<u>454,936,499.75</u>
<b>APPLICATION OF FUNDS :</b>			
<b>FIXED ASSETS</b>			
	C		
Gross Block		777,653.00	777,653.00
Less : Depreciation to Date		<u>450,285.88</u>	<u>417,369.98</u>
Net Block		<u>327,367.12</u>	<u>360,283.02</u>
Deferred Tax Assets		<u>2,782,064.94</u>	<u>2,765,939.00</u>
<b>INVESTMENT</b>	D	413,971,006.00	413,972,001.00
<b>CURRENT ASSETS LOANS &amp; ADVANCES</b>			
	E		
a) Inventories		14,094,882.00	22,276,201.00
b) Sundry Debtors		15,532,375.00	7,845,875.00
c) Cash & Bank Balances		250,238.35	76,172.85
d) Loans & Advances		<u>18,756,305.00</u>	<u>15,888,697.00</u>
		<u>48,633,800.35</u>	<u>46,086,945.85</u>
Less : <b>CURRENT LIABILITIES &amp; PROVISIONS :</b>	F	<u>13,150,08.50</u>	<u>13,599,848.50</u>
<b>NET CURRENT ASSETS</b>		<u>35,483,691.85</u>	<u>32,487,097.35</u>
<b>MISCELLANEOUS EXPENDITURE</b>			
(To The Extent of Not Written Off or Adjusted)			
Preliminary Expenses		0.00	0.00
Profit & Loss Account		5,112,369.84	5,351,179.38
Share Issue Expenses		0.00	0.00
Accounting Policies & Notes On Account	I		
	<b>TOTAL</b>	<u>457,676,499.75</u>	<u>454,936,499.75</u>
AS PER OUR SEPARATE REPORT OF EVEN DATE			

FOR P. D. AGARWAL & CO.  
CHARTERED ACCOUNTANTS

Sd/-  
(TARUN GUPTA)  
PARTNER  
Place : Kanpur  
Date : 27.08.2007.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**UNISTAR MULTIMEDIA LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2007**

<b>PARTICULARS</b>	<b>SCHEDULED</b>	<b>CURRENT YEAR As At 31/03/2007 (RS.)</b>	<b>PREVIOUS YEAR As At 31/03/2006 (RS.)</b>
<b>INCOME :</b>			
Sales		8,616,500.00	1,319,745.70
Interest Received		45,385.00	341,768.00
<u>Valuation in Stock</u>	<b>G</b>	<u>-8,181,319.00</u>	<u>-563,123.45</u>
		<b>480,566.00</b>	<b>1,098,390.25</b>
<b>EXPENDITURE :</b>			
Purchase & Production cost		0.00	931,000.00
<u>Operative &amp; Administrative Exp.</u>	<b>H</b>	<u>219,872.50</u>	<u>705,541.35</u>
<u>Depreciation</u>	<b>C</b>	<u>32,915.36</u>	<u>38,098.98</u>
		<b>252,787.86</b>	<b>1,674,640.33</b>
Net Profit / (Loss)		<b>227,778.14</b>	-576,250.08
Provision For Income Tax		<b>2,428.00</b>	0.00
Provision For FBT		<b>2,666.00</b>	-3,037.00
Profit After Tax		<b>222,684.14</b>	-579,287.08
Add :Net adjustment for Deferred Tax Assets		<b>16,125.94</b>	16,862.58
Adjustment: Interest Rect. For Previous year		<b>0.00</b>	0.00
Brought Forward Loss		<u>-5,351,179.80</u>	<u>-4,788,755.30</u>
Balancer Carried To Balance Sheet		<u>-5,112,369.72</u>	<u>-5,351,179.80</u>
	No. of Shares		
Basic & Diluted Earning Per Share (EPS)			
during the year (in Rs.)	10000700		
	Of Rs. 10/each	Per Share	Per share
AS PER OUR SEPARATE REPORT OF EVEN DATE			

FOR **P. D. AGARWAL & CO.**  
 CHARTERED ACCOUNTS  
 Sd/-  
 (TARUN GUPTA)  
 PARTNER  
 Place : Kanpur  
 Date : 27.08.2007

FOR & ON BEHALF OF THE BOARD OF DIRECTORS  
 Sd/-  
 DIRECTOR  
 Sd/-  
 DIRECTOR

## SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2007

## PARTICULARS

CURRENT YEAR  
As At 31/03/2007  
(RS.)PREVIOUS YEAR  
As At 31/03/2006  
(RS.)**SCHEDULE "A"****SHARE CAPITAL****A) AUTHORISED SHARE CAPITAL**

102,00,000 Equity Shares of Rs. 10/- each	102,000,000.00	102,000,000.00
(Previous Year 10200000 Equity Shares of Rs. 10/- each)		

**ISSUED, SUBSCRIBED, CALLED & PAID UP CAPITAL :**

10000700 Equity shares of Rs 10/- each, Fully called up	100,007,000.00	100,007,000.00
(Previous Year 10000700 Equity Shares of Rs. 10/- each)		
Less : Calls in arrears	<u>3,596,500.00</u>	<u>3,596,500.00</u>
<b>TOTAL</b>	<u>96,410,500.00</u>	<u>96,410,500.00</u>

**SCHEDULE "B"****UNSECURED LOANS****FROM BODY CORPORATES**

Clio Infotech Limited	11265999.75	8475999.75
Perfect securities Pvt. Ltd.	0.00	0.00
Suresh Bafina	0.00	50000.00
<b>TOTAL</b>	<u>11,265,999.75</u>	<u>8,525,999.75</u>

**SCHEDULE "C"****FIXED ASSETS**

S. R. No.	Name of assets	GROSS BLOCK			DEPRECIATION Block			NET BLOCK	
		Cost As on 31/03/06	Additions During the year	Total as on 31.03.07	UP To 31/03/06	For the Year	Total As on 31/03/07	W.D.V. 31/03/07	W.D.V 31/03/06
1.	Film Equipment	238520	0	238,520	85,350.44	10,829.09	96,179.53	142,340.47	153,169.56
2.	Computer & Access	336,917	0	336,917	254,802.92	13,899.41	268,702.33	68,214.67	82,114.08
3.	Fax Machine	39,550	0	39,550	23,633.78	881.31	24,515.09	15,034.91	15,916.22
4.	Furniture & Fixtures	151,666	0	151,666	50,804.93	6,915.03	57,719.96	93,946.04	100,861.07
5.	Telephone Equipments	11,000	0	11,000	2,778.45	390.52	3,168.97	7,831.03	8221.55
	<b>Total</b>	<b>777,653</b>	<b>0</b>	<b>777,653</b>	<b>417,370.52</b>	<b>32,915.36</b>	<b>450,285.88</b>	<b>327,367.12</b>	<b>360,282.48</b>
	<b>Previous Year</b>	<b>777,653</b>	<b>0</b>	<b>777,653</b>	<b>379,271</b>	<b>38,099</b>	<b>417,370</b>	<b>360,283</b>	<b>398,382</b>

# UNISTAR MULTIMEDIA LIMITED

PARTICULARS	CURRENT YEAR As At 31/03/2007 (RS.)	PREVIOUS YEAR As At 31/03/2006 (RS.)
<b>SCHEDULE - D</b>		
<b>INVESTMENTS</b>		
<u>Investment in Unquoted Shares</u>		
<u>Share Application in Body Corporates</u>	10,727,000.00	10,727,995.00
Equity Shares in Body Corporates	403,200,895.00	403,200,895.00
Fixed Deposit with HDFC Bank	33,111.00	33,111.00
Unistar Emrtad Combine Capital A/C	10,000.00	10,000.00
	<u>413,971,006.00</u>	<u>413,972,001.00</u>
<b>SCHEDULE - E</b>		
<b>INVENTORIES</b>		
(As Taken, valued & certified by the Management)		
Serials in Process (At cost on value addition basis)	14,094,882.00	22,276,201.00
<b>Total</b>	<u>14,094,882.00</u>	<u>22,276,201.00</u>
<b>SUNDRY DEBTORS</b>		
(Unsecured, Considered good)		
Debts Outstanding For a Period Exceeding		
Six Months	6,915,875.00	6,942,875.00
Other Debts	8,616,500.00	903,000.00
<b>Total</b>	<u>15,532,375.00</u>	<u>7,845,875.00</u>
<b>CASH &amp; BANK BALANCES</b>		
Cash In Hand	222,628.04	1,771.04
Balance with Schedule Bank (In Current Account)		
Jammu & Kashmir Bank	3,199.10	1,325.61
Bank of Baroda	1,003.00	1,003.00
HDFC Bank Ltd.	907.27	907.27
HDFC Bank Ltd., Bombay	10,619.98	7,901.57
Federal Bank	11,880.96	3,187.83
HSBC LTD.	0.00	60,076.53
<b>Total</b>	<u>250,238.35</u>	<u>76,172.85</u>
<b>LOANS AND ADVANCES</b>		
Deposits (BSES)	60,880.00	60,880.00
Telephone Deposits	3,000.00	3,000.00
Loans	37800.00	716294.00
Miscellaneous advances	13445170.00	9939068.00
Advance For Purchase of Shares	5,209,455.00	5,169,455.00
<b>Total</b>	<u>18,756,305.00</u>	<u>15,888,697.00</u>

**16TH ANNUAL REPORT 2006-2007**

PARTICULARS	CURRENT YEAR As At 31/03/2007 (RS.)	PREVIOUS YEAR As At 31/03/2006 (RS.)
<b>SCHEDULE-F</b>		
Current Liabilities & Provisions		
Sundry Creditors	242,477.50	368,940.00
Advance from Customers	12,707,332.00	10,862,332.00
Creditors For Expenses	200,299.00	554,264.50
	<u>13,150,108.50</u>	<u>11,785,536.50</u>
<u>SCHEDULES TO PROFIT &amp; LOSS FOR THE YEAR ENDED 31.03.2007</u>		
PARTICULARS	CURRENT YEAR As At 31/03/2007 (RS.)	PREVIOUS YEAR As At 31/03/2006 (RS.)
<b>SCHEDULE-G</b>		
<b>INCREASE (DECREASE) IN STOCK</b>		
<b>STOCK AT COMMENCEMENT</b>		
T.V. Serials in Process	22,276,201.00	22,839,324.45
	<u>22,276,201.00</u>	<u>22,839,324.45</u>
<b>STOCK AT CLOSE</b>		
T.V. Serials in Process	14,094,882.00	22,276,201.00
	<u>14,094,882.00</u>	<u>22,276,201.00</u>
Increase/(Decrease) In Stock	<u>-8,181,319.00</u>	<u>-563,123.45</u>
<b>SCHEDULE - H</b>		
<b>OPERATIVE &amp; ADMINISTRATIVE EXPENSES</b>		
Salaries	60,000.00	109,296.00
Advertisement	0.00	2,428.00
Audit Fees	22,563.00	19,540.00
Bank Charges	8,581.63	8,313.57
Fees & Subscription	11,150.00	48,000.00
Sundry Expenses	218.00	6,877.36
Share Issue Expenses Written off	0.00	65,400.71
Legal Expenses	18,367.00	53,402.00
Telephone Expenses	13,306.87	19,981.71
Postage & telegram Expenses	215.00	485.00
Printing & Stationery	1,908.00	13,988.00

**UNISTAR MULTIMEDIA LIMITED**

PARTICULARS	CURRENT YEAR As At 31/03/2007 (RS.)	PREVIOUS YEAR As At 31/03/2006 (RS.)
Travelling Expenses	28,338.00	0.00
Conveyance	2,479.00	6,783.00
Office Expenses	0.00	4,057.00
Consultancy Charges	19,500.00	10,500.00
Demat Charges	33,346.00	32,495.00
Vehicle Running & Maintenance	0.00	19,994.00
Loss on sale of Investment	0.00	284,000.00
	<u>219,872.50</u>	<u>705,541.35</u>

**ANNEXURE-1**

**INVESTMENTS**

AS AT 31.03.2007

PARTICULARS	AMOUNT (RS.)
<u>Share Application Money In Body Corporates</u>	
Smart Rubbers Pvt. Ltd.	3,400,000.00
Mani Loans Pvt. Ltd.	400,000.00
Radha Krishna Builders Pvt. Ltd.	0.00
Shri Shakti Trade Finance Enterprises Pvt. Ltd.	500,000.00
Vee Aar Leasing Pvt. Ltd.	100,000.00
Neeti Real Estates Pvt.Ltd.	1,100,000.00
B.M.S. Investment Pvt. Ltd.	2,500,000.00
Dolphin Developers Limited	750,000.00
Gorlon Polyfab Industries Limited	677,000.00
Jhadodia Finance & Investment Pvt. Ltd.	1,300,000.00
	<u>10,727,000.00</u>
<u>Equity Shares in Body Corporate</u>	
Agrahari Agro Pvt. Ltd.	13,020.00
( 12400 Equity shares of Rs. 1.05 each )	
Garlon Polyfab Ind. Pvt. Ltd	13,950.00
( 18600 Equity Shares of Rs. 0.75/ each )	
Karan Latex Limited	500,000.00
( 2000 Equity Shares of Rs. 25/ each )	
( 500 Equity Shares of Rs. 10/ each )	5,000.00
Garun Builders Pvt. Ltd.	1,050,000.00
( 52500 Equity Shares of Rs. 20/ each )	
Keemti Infotech Pvt. Ltd.	200,000,000.00
( 5000000 Equity Shares of Rs 40/ each )	
Saral Vanijya Pvt. Ltd.	200,000,000.00
( 5000000 Equity Shares of Rs 40/ each )	
QST LIMITED	18,920.00
( 4400 Equity Shares of Rs 4.30 each )	
Garlon Corporation Pvt. Ltd	300,000.00
( 30000 Equity shares of Rs. 10/ each )	
Radha Krishna Builders Pvt. Ltd.	1,300,005.00
( 86667 Equity shares of Rs. 15/ each )	
	<u>403,200,895.00</u>

**ANNEXURE-2**  
**SUNDRY DEBTORS AS ON 31.03.2007**

PARTICULARS	Due For Period Exceeding Six Months . Rs.	Other Debts Rs.	Total As On 31.03.2007
B.S Corporation	20,000.00	0.00	20,000.00
Garlon Corporation ( P ) Ltd.	182,000.00	0.00	182,000.00
Investline	49,500.00	0.00	49,500.00
Karan Latex Limited	309,000.00	0.00	309,000.00
Stanley Credit & capital Ltd.	88,625.00	0.00	88,625.00
U.V.S Chemicals Pvt. Ltd.	20,000.00	0.00	20,000.00
D.N. Garg	7,750.00	0.00	7,750.00
Impact Multimedia & Comm. Pvt Ltd.	6,239,000.00	0.00	6,239,000.00
A M Movies Limited	0.00	4,036,500.00	4,036,500.00
Cee (I) TV Entertainment Limited	0.00	4,580,000.00	4,580,000.00
	<b><u>6,915,875.00</u></b>	<b><u>8,616,500.00</u></b>	<b><u>15,532,375.00</u></b>

**ANNEXURE-3**  
**LOANS & ADVANCES**

As At 31.03.2007

PARTICULARS	AMOUNT (RS. )
<b>A. LOANS</b>	
Pras Trading Pvt. Ltd	37800.00
	<b><u>37800.00</u></b>
<b>B. MISCELLANEOUS ADVANCES</b>	
Cinevision Multimedia	1190000.00
Key Leasing & Finance	20000.00
Lal Chand Rajput	63000.00
Namnir Advertising Services	45550.00
Primetime	3300000.00
Shailesh Singh	15000.00
S.Kumar & Co.	895.00
Deepak Sawant	10000.00
Staff advances	67259.00
TDS Receivable (P/Y)	0.00
TDS Receivable (05-06)	46855.00
TDS Receivable (Ad. Tax)	7421.00
S.M. International	726209.00
Big City Unistar	1500.00
Sarad Kapoor	400000.00
Venus Records & Tapes Pvt. Ltd	1200000.00
Narsimha Enterprises	500000.00
Unistar Emerlad Combine	2294016.00
Shailesh & Piyush Singh	39965.00
Suman & Sidatar Film	750000.00
Ramesh Jain	70000.00
Asian Vision Limited	2007500.00
Ruco Cine Lab	500000.00
Bafna Babulal & Sons	190000.00
	<b><u>13445170.00</u></b>

## UNISTAR MULTIMEDIA LIMITED

### C. ADVANCE FOR PURCHASE OF SHARES

Bharat Garg	205,720.00
Garg Textile Engineering	15,346.00
Geetika Garg	66,000.00
Saral Vanijya Pvt. Ltd.	3,700,350.00
Sarla Garg	12,595.00
Vivek Garg	408,444.00
Neetu Garg	8,000.00
New Dimension Appartments Pvt. Ltd.	793,000.00
	<u>5,209,455.00</u>

### ANNEXURE -4

### CURRENT LIABILITIES & PROVISIONS AS AT 31.03.2007

PARTICULARS	AMOUNT (RS.)
<u>SUNDRY CREDITORS :</u>	
Shailesh Bohra	43,530.00
Impact Multimedia Ltd.	70,404.00
Unistar Multimedia & Ayushman Cinevision Combines	129,000.00
Vishal Garg	-264,494.00
Saloni Garg	95,000.00
D.N. Garg HUF	20,000.00
Arun Goel & Co.	122,070.00
Perfect Securities Pvt. Ltd.	26,967.50
	<u>242,477.50</u>

### ADVANCE FROM CUSTOMERS :

Allure Unistar Combine	17,332.00
Sanjay traders	500,000.00
Sangita Textile	750,000.00
Sangeeta Garg	50,000.00
Meghna International	375,000.00
Premier Enterprises	270,000.00
Pooja traders	500,000.00
Bombey Impex	450,000.00
Mahaveer Sale Corporation	1,030,000.00
Sharad Gupta	50,000.00
Ujwal Trading	500,000.00
Advance Against Sale	7,615,000.00
Utsav Trading Co.	600,000.00
	<u>12,707,332.00</u>

### CREDITORS FOR EXPENSES :

Audit fees Payable	42,183.00
Listing Fees Payable	137,050.00
Rent Payable	18,400.00
Provision For FBT	2,666.00
	<u>200,299.00</u>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2007**

	2006-2007 Rs.	2005-2006 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX &amp; EXTRA-ORDINARY ITEMS</b>	227,778.14	-576,250.08
Adjustment For :		
Depreciation	32915.36	38098.98
Provision for FBT/ Income Relating to Prev. Years	-3,037.00	-3,037.00
Misc. Expenses Written off: Share Issue Exp.	65400.71	65400.71
Operating Profit Before Working Capital Changes	<u>323057.21</u>	<u>-475737.39</u>
Adjustment For :		
Trade and other receivables	-7686500.00	-867010.00
Inventories	8181319.00	563123.45
Trade Payable	-449740.00	1814312.00
Loans & Advances	<u>-2867608.00</u>	<u>-506995.00</u>
Cash Generated from Operation	<u>-2499471.79</u>	<u>527643.06</u>
Cash Flow From Operating Activities	<u>-2499471.79</u>	<u>527643.06</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sales of Fixed Assets / Investments	0.00	0.00
Sale/Purchase of Investment	995.00	673332.00
Purchase of Fixed Assets	0.00	0.00
NETT CASH USED IN INVESTING ACTIVITIES	995.00	673332.00
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Borrowings (Nett)	2740000.00	-1225967.50
Proceeds From Share Capital	0.00	0.00
NETT CASH FLOW IN FINANCING ACTIVITIES	<u>2740000.00</u>	<u>-1225967.50</u>
Net increase in cash and cash equivalents	241523.21	-24992.44
Cash and cash equivalents (Opening)	76173.46	101165.90
Cash and cash equivalents (Closing)	317696.67	76173.46

AS PER OUR SEPARATE REPORT OF EVEN DATE  
FOR P. D. AGRAWAL & CO  
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

(TRRUN GUPTA)  
PARTNER

Place: Kanpur  
Date: 30.08.2007

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**DEPRICIATION AS 31.03.2007**

BRANCH :-Depriciation as sum basis as per Company act 1961

H Office :-Depriciation as on I Tax Rate's of W D V for I T O.

As per Company Act 1956.

S.NO.	Name of Assets	Cost as on 31.3.2006	RATE	Addition During the Year	Depriciation			WDV	WDV	
					Total as on 31.03.2007	Upto 31.03.2006	For The Year	Total as on 31.03.2007	31.03.2007	31.03.2006
1	FILMEQUIPMENT	238,520.00		7.07	238,520.00	85,350.44	10,829.09	96,179.53	142,340.47	153,169.56
2	COMPUTER & ACCESS	268,413.00		16.21	268,413.00	187,643.32	13,092.77	200,736.09	67,676.92	80,769.68
3	FAX MACHINE	20,500.00		4.75	20,500.00	5,806.08	697.96	6,504.04	13,995.96	14,693.92
4	FURNITURE & FIXITURE	123,384.00		6.33	123,384.00	36,978.73	5,469.45	42,448.18	80,935.82	86,405.27
5	TELEPHONE EQUIPMENT	11,000.00		4.75	11,000.00	2,778.45	390.52	3,168.97	7,831.03	8,221.55
<b>TOTAL</b>		<b>661,817.00</b>			<b>661,817.00</b>	<b>318,557.02</b>	<b>30,479.79</b>	<b>349,036.81</b>	<b>312,780.19</b>	<b>343,259.99</b>

**UNISTAR MULTIMEDIA LIMITED**

Regd. Office : 13/386, Civil Lines,  
KANPUR - 208 001

**ENTRANCE PASS**  
(to be presented at the entrance)

14th Annual General Meeting at Regd. Office : 13/386, Civil Lines, Kanpur - 208 2001

Name \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Ledger Folio No \_\_\_\_\_ Signature \_\_\_\_\_

Only Members/Proxies are allowed to attend the meeting.

----- Tear Here -----

**UNISTAR MULTIMEDIA LIMITED**

Regd. Office : 13/386, Civil Lines,  
KANPUR - 208 001

**PROXY FORM**

I/We \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ being a member / members of the above named company hereby

appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her \_\_\_\_\_ of

\_\_\_\_\_ as my / our proxy to vote for me / us and on my / our behalf at the Sixteenth

Annual General Meeting of the company to be held on 28th September 2007 at 4:30 P.M. at the Registered Office of the company.

AS WITNESS my / our hand / hands this \_\_\_\_\_ day of \_\_\_\_\_ 2007.

Signed this \_\_\_\_\_

Ledger Folio No \_\_\_\_\_

Note : The proxy must be deposited at the Registered office of the company at 13/386, Civil Lines, Kanpur - 208 001 not less than 48 hours before the time fixed for holding the meeting.

Affix a 30  
paise  
revenue  
stamp

**Book - Post**

**UNISTAR MULTIMEDIA LIMITED**

13 / 386, Civil Lines,

Kanpur - 208 001.