

UNISTAR MULTIMEDIA LIMITED



18th
ANNUAL REPORT
2008-2009

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UNISTAR MULTIMEDIA LIMITED

BOARD OF DIRECTORS : MR. SURESH BAFNA
MR. SHALLEN SHAH
MR. SUMEETKUMAR HARAN
MR. DEEPAK. M. DOSHI
MR. DEVENDRA SANGHVI

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.

UNISTAR MULTIMEDIA LIMITED

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Company will be held at the Registered office of the Company at 13/386, Civil Lines, Kanpur - 208001 on 29th day of September, 2009 at 4.30 p.m. for transacting the following business: -

Ordinary Resolutions -

- 1) To receive, consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2009 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 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 Resolutions -

- 5) To appoint Shri Devendra Sanghvi as Director of the Company to retire by rotation.

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

DATE: 30/08/2009

PLACE: Kanpur.

Sd/-
(DIRECTOR)

Explanatory statement pursuant to section 173 of the Companies Act'1956

Resolution 5 -

To appoint Shri Devendra Sanghvi as Director of the Company to retire by rotation.

Company has received notice u/s.257 from Shri Devendra Sanghvi signifying his candidature for the office of Directorship alongwith respective deposit. Shri Devendra Sanghvi was appointed as Additional Director u/s.260 and being eligible has filed his application for appointment as Directorship.

None of the Directors are interested in said Resolution.

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 22/9/2009 to 29/9/2009.

Registered Office:-

13/386, Civil Lines, Kanpur - 208001.

DIRECTOR'S REPORT

To,
Dear Shareholders,

Your directors have pleasure in presenting the 18th Annual Report of the Company alongwith Audited Financial Results for the year ended 31st March 2009.

1. FINANCIAL HIGHLIGHTS -

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

(Amount in Rs)	For the year ended 31st March 2009	For the year ended 31st March 2008
Turnover	0	0
Other Income	627552	293926
Profit \ (Loss) before Tax	388298	135358
Profit \ Loss after Tax	384065	135220
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	(4561795)	(4959708)

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. **PD 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.

UNISTAR MULTIMEDIA LIMITED

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 2008-09 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**

Sd/-

**SHRI SHAILEN SHAH
(DIRECTOR)**

**PLACE : MUMBAI
DATE : 30/8/2009**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Overview

Fear of Recession seems to be fading and with stimulus measures injected Economy seems to be building confidence. Entertainment Industry had not felt any major jerk of recession and is now moving with its own pace.

Future Outlook

With increasing popularity for Singing & Dance Competitions and increasing viewership, outlook for the television serial industry looks bright. Further with India getting its first Oscar, It has put the Indian Entertainment Industry on the worlds Radar. Everyone has its eye on India.

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 could not sell any of its stock. Company earned other Income of Rs.6.27 Lacs & made net profit of Rs.3.88 Lacs through strict cost cutting measures.

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 : 30th Aug.'2009**

Sd/-
(DIRECTOR)

UNISTAR MULTIMEDIA LIMITED

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 Directorships
Mr. Shailen Shah	Yes	6	5	MD	1
Mr. Suresh Bafna	Yes	6	6	CNED	5
Mr. Sanjeev Dogra	Yes	6	5	NED	0
Mr. Devendra Sanghvi	No	5	5	NED	1
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.

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. Devendra Sanghvi. 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 2213 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
2007-2008	30 Sept. 2008	4.30 p.m.	13/386, Civil Lines, Kanpur-208001.
2006-2007	28th Sept. 2007	4.30 p.m.	--- As Above ---
2005-2006	30th Sept. 2006	11.00 a.m.	--- As Above ---

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

E) Disclosures

- i) Materially Significant Related Party Transactions are disclosed in clause B above.
- ii) 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.

UNISTAR MULTIMEDIA LIMITED

Management Discussion and Analysis Report forms part of this report.

G) General Shareholder Information

1) 17th Annual General Meeting

Date - 30th Sept. 2008

Time - 4.30 p.m.

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

2) Tentative Financial Calendar for the Year

Unaudited Results for 2nd Quarter	30th Oct. 2009
Unaudited Results for 3rd Quarter	30th Jan.'2010
Unaudited Results for 4th Quarter	30th April 2010
Audited Results for 2009-10	30th Sept. 2010

3) **Book Closure Date** 22nd Sept.'2009- 29th Sept.'09

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	NSDL Physical (in Rs.)	CDSL Demat (in Rs.)	TOTAL Demat (in Rs.)	(in Rs.)	% to Total
Up to	2500	763	34.478	22650	761340	286340	1070330	2.140
2501	5000	531	23.995	103000	1651150	556880	2311030	4.621
5001	10000	442	19.973	13000	3043470	822090	3878560	7.756
10001	20000	224	10.122	69000	2535260	1027330	3631590	7.262
20001	30000	84	3.796		1242410	947600	2190010	4.379
30001	40000	36	1.627	33000	1011110	247900	1292010	2.84
40001	50000	33	1.491		1006610	557140	1563750	3.127
50001	100000	63	2.847		3477670	925790	4403460	8.806
100001	& above	37	1.672		28185940	1480320	29666260	59.324
Total :		2213	100.000	240650	42914960	6851390	50007000	100.00

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.

UNISTAR MULTIMEDIA LIMITED

AUDITORS' REPORT

To the Members,
M/S Unistar Multimedia Limited
Regd. Off.: 13/386. Civil Lines Kanpur.

1. We have audited the attached Balance Sheet of **M/s Unistar Multimedia Limited** as at 31st March, 2009 and also the Profit & Loss account for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the company's management, our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-section (4A) of section 227 of the Companies Act, 1956 and on basis of such checks of the books and records of the Company as we considered appropriate and according to the information given to us during the course of audit, we enclose separate Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to above, We state that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of such books.
 - (c) The report on the accounts of Mumbai Branch audited by the Branch Auditors has been forwarded to us and has been dealt with by us in preparing this report.
 - (d) The Balance Sheet and Profit & Loss Account referred to in his report are in agreement with the books of account.
 - (e) In our opinion the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to sub-section (3 C) of section 211 of the Companies Act, 1956 to the extent applicable.
 - (f) On the basis of written representation received from the directors as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

- (g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with significant accounting policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
- (i) in the case of the Balance Sheet, of the state of affairs of Company as at 31st March, 2009.
- (ii) in the case of Profit & Loss Account, of the loss for the year ended on the date; and
- (iii) in the case of cash flow statement, of the cash flows for the year ended on that date.

For **P. D. AGRAWAL & CO.**
Chartered Accountants

Sd/-

(Tarun Gupta)

Partner

M. No. 077468

Place : Kanpur
Date : 30/08/2009.

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 31st March 2009, 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 **P D Agrawal & Co.**
Chartered Accountants

Sd/-

(Tarun Gupta)

(Partner)

Place - Kanpur
Date - 30th Aug.'2009

UNISTAR MULTIMEDIA LIMITED

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2009

- 1 (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the year and there was regular program of verification which in our opinion is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.
- (c) The company has not been disposed off any fixed assets during the year.
- 2 (a) As explained and informed to us, the inventory of finished serials, stores, spares and raw materials has been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion according to the information and explanations given to us, the procedures of the physical verification of inventories followed by the management are reasonable and adequate in relation to size of the company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3 (a) According to the information and explanations given to us, the company has taken unsecured loans from the directors and other parties listed in the register in the maintained under section 301 and/or the companies under same management as defined under sub section (1B) of section 370 of the Companies Act, 1956. In our opinion the terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- (b) According to the information and explanations given to us, the Company has granted loans and advances to the companies, firm or other parties listed in the register in the maintained under section 301 and/or the companies under same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956. In our opinion the terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- (c) According to the information and explanations given to us, the parties to whom interest free advances in the nature of loan has been given are repaying the principal as stipulated.
- (d) The company have been advances in the nature of loans to some parties, However, as explained to us, there is no stipulated as to payment of interest and repayment of principal.
- 4 In our opinion and according to the information and explanations given to us there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of serials / films, raw materials including components, fixed assets and other assets and with regard to the sale of goods, serials / films. During the course of our audit, we have not observed and major weaknesses in internal controls.
- 5 In our opinion and according to the information and explanations given to us, there were no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, aggregating during the year to Rs. 5 lakhs or more in respect of any parties.
- 6 The company has not accepted any deposits from the public as defined under sections 58-A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
- 7 As explained and informed to us, the company has not have a formal internal audit system. However, in our opinion and as per the explanation given to us its internal control procedure involve reasonable internal checking of its transactions.

- 8 To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- 9 (a) According to the information and explanations given to us and on the basis of our examination of books of accounts, the provisions related to Provident Fund, Investor protection fund, Employees State Insurance does not apply to the company during the year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, as at last day of the financial year concerned for a year of more than six months from the date they became payable.
- 10 In our opinion the accumulated losses of the company at the end of the financial year are not more than the 50% of its net worth.
- 11 According to the information and explanations given to us and on the basis of our examination of books of accounts, the company has not taken any loan from the financial institutions, banks or debenture holders. Therefore, provisions of clause 4(xi) of the order is not applicable to the company.
- 12 According to the information and explanations given to us, the company has not granted and loans and advances on the basis of pledge of shares, debentures and other securities, Therefore provisions of clause 4(xii) of the Order is not applicable to the company.
- 13 According to the information and explanations given to us, the company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, provisions of clause 4(xiii) of the Order is not applicable to the Company.
- 14 According to the information and explanations given to us the company is not dealing or trading in shares, securities, debentures or other investments. Therefore, provisions of clause 4(xiv) of the Order is not applicable to the Company.
- 15 According to the information and explanations given to us. The company has not given any guarantee for loans taken by others from banks and financial institutions. Therefore, provisions of clause 4(xv) of the Order is not applicable to the Company.
- 16 According to the information and explanations given to us, the company has not taken any loans during the year.
- 17 According to the information and explanations given to us and on and overall examination of the balance sheet of the company, we have not come across any instance where funds raised during the year on short-term basis have been used for long-term investment and vice versa.
- 18 During the year, the company has not made any preferential allotment of shares to the parties and companies covered in there.
- 19 The company has not issued any debentures during the year. Therefore, provisions of clause 4 (xix) of the Order is not applicable to the company.
- 20 The company has not raised any money by way of public issue during the year. Therefore, provisions of clause 4 (xx) of the Order is not applicable to the company.
21. According to the information and explanations given to us, no fraud on or by the company, has been noticed or reported during the year.

For **P. D. AGRAWAL & CO.**
Chartered Accountants

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

Place : Kanpur
Date : 30/08/2009

UNISTAR MULTIMEDIA LIMITED

BALANCE SHEET AS AT 31 ST MARCH , 2009			
PARTICULARS	SCHEDULE	CURRENT YEAR AS AT 31.03.2009 (RS.)	PREVIOUS YEAR AS AT 31.03.2008 (RS.)
SOURCES OF FUNDS :-			
1) Share Holders Fund :			
Share Capital	A	96,649,500.00	6,410,500.00
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	12,835,999.75	12,290,999.75
TOTAL		<u>459,485,499.75</u>	<u>458,701,499.75</u>
APPLICATION OF FUNDS :-			
FIXED ASSETS :			
	C		
Gross Block		777,653.00	777,653.00
Less : Depreciation to Date		<u>505,022.35</u>	<u>479,259.32</u>
Net Block		272,630.65	298,393.68
Deferred Tax Assets		2,810,926.90	2,797,078.99
INVESTMENTS :-	D	405,439,309.00	413,550,531.00
CURRENT ASSETS , LOANS & ADVANCES :			
	E		
a) Inventories		14,094,882.00	14,094,882.00
b) Sundry Debtors		15,111,250.00	15,257,375.00
c) Cash & Bank Balances		928,791.23	207,141.45
d) Loans & Advances		<u>29,592,860.00</u>	<u>20,949,927.00</u>
		59,727,783.23	50,509,325.45
LESS : CURRENT LIABILITIES & PROVISIONS: F		<u>13,326,945.50</u>	<u>13,413,537.50</u>
NET CURRENT ASSETS		46,400,837.73	37,095,787.95
MISCELLANEOUS EXPENDITURE			
(To The Extent of Not Written Off or Adjusted)			
Preliminary Expenses		0.00	0.00
Profit & Loss Account		4,561,795.47	4,959,708.13
Share Issue Expenses		0.00	0.00
Accounting Policies & Notes On Account	I		
TOTAL		<u>459,485,499.75</u>	<u>458,701,499.75</u>
AS PER OUR SEPARATE REPORT OF EVEN DATE			
FOR P. D. AGRAWAL & CO		FOR & ON BEHALF OF THE BOARD OF DIRECTORS	
CHARTERED ACCOUNTANTS			
Sd/-		Sd/-	
(TARUN GUPTA)		DIRECTOR	
PARTNER		DIRECTOR	
PLACE : KANPUR			
DATE : 30.08.2009			

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PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 ST MARCH , 2009

PARTICULARS	SCHEDULE	CURRENT YEAR AS AT 31.03.2009 (RS.)	PREVIOUS YEAR AS AT 31.03.2008 (RS.)
INCOME :-			
Sales		0.00	0.00
Other Income	G	627,552.00	293,926.00
Vatiation in Stock	H	0.00	0.00
		<u>627,552.00</u>	<u>293,926.00</u>
EXPENDITURE :-			
Purchase & Production Cost		0.00	0.00
Operative & Administrative Exp.	I	213,491.22	29,594.90
Depreciation	C	25,763.03	28,973.43
		<u>239,254.25</u>	<u>158,568.33</u>
Net Profit / (Loss)		388,297.75	135,357.67
Provision For Income Tax		3,800.00	0.00
Provision For FBT		433.00	138.00
Profit After Tax		384,064.75	135,219.67
Add : Net adjustment for Deferred Tax Assets		13,847.91	15,014.05
Brought Forward Loss		-4,959,708.13	-5,109,941.84
Balance Carried To Balance Sheet		-4,561,795.47	-4,959,708.13
	<u>No.of Shares</u>		
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. AGRAWAL & CO
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE BOARD OF DIRECTOR

Sd/-

(**TARUN GUPTA**)
(PARTNER)

Sd/-

DIRECTOR

Sd/-

DIRECTOR

PLACE : KANPUR
DATE : 30.08.2009

UNISTAR MULTIMEDIA LIMITED

SCHEDULES TO BALANCE SHEET AS AT 31 ST MARCH , 2008

PARTICULARS	CURRENT YEAR AS AT 31.03.2009 RS.	PREVIOUS YEAR AS AT 31.03.2008 RS.
SCHEDULE - A		
SHARE CAPITAL :		
A) AUTHORISED SHARE CAPITAL :		
102,00,000 Equity Shares of Rs. 10 /- each (Previous Year 10200000 Equity Shares of Rs. 10 /- each	<u>102,000,000.00</u>	<u>102,000,000.00</u>
ISSUED, SUBSCRIBED , CALLED & PAID UP CAPITAL :		
10000700 Equity Shares of Rs 10 /- each, Fully called up (Previous Year 10000700 Equity Shares Of Rs.10/- each) Less : Calls in arrears	<u>100,007,000.00</u> <u>3,357,500.00</u>	<u>100,007,000.00</u> <u>3,596,500.00</u>
TOTAL	<u>96,649,500.00</u>	<u>96,410,500.00</u>
SCHEDULE - B		
UNSECURED LOANS FROM BODY CORPORATES		
Clio Infotech Limited	11,235,999.75	10,990,999.75
Venus Films Ltd.	1,300,000.00	1,300,000.00
Film Experts Limited	300,000.00	-
TOTAL	<u>12,835,999.75</u>	<u>12,290,999.75</u>

**SCHEDULE - C
FIXED ASSETS**

S.r. No	Name of Assets	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
		Cost As On 31.03.08	Additions During the year	Total as On 31.03.09	UP To 31.03.08	For the Year	Total as on 31.03.09	W.D.V. 31.03.09	W.D.V 31.03.08
1	Film Equipment	238,520.00	0	238,520.00	106,243.00	9,351.98	115,594.98	122,925.02	132,277.00
2	computer & Access.	336,917.00	0	336,917.00	279,995.42	9,321.18	289,316.60	47,600.40	56,921.58
3	Fax Machine	39,550.00	0	39,550.00	25,335.74	765.70	26,101.44	13,448.56	14,214.26
4	Furniture & Fixtures	151,666.00	0	151,666.00	64,144.22	5,969.86	70,114.08	81,551.92	87,521.78
5	Telephone Equipments	11,000.00	0	11,000.00	3,540.94	354.31	3,895.25	7,104.75	7,459.06
	TOTAL	777,653.00	0	777,653.00	479,259.32	25,763.03	505,022.35	272,630.65	298,393.68
	PREVIOUS YEAR	777,653.00	0	777,653.00	450,285.88	28,973.44	479,259.32	298,393.68	327,367.12

18TH ANNUAL REPORT 2008-2009

PARTICULARS	CURRENT YEAR AS AT 31.03.2008 (RS.)	PREVIOUS YEAR AS AT 31.03.2007 (RS.)
SCHEDULE - D		
INVESTMENTS		
Investment in Unquoted Shares		
Share Application in Body Corporates	4,150,000.00	4,577,000.00
Equity Shares in Body Corporates	400,837,870.00	408,525,495.00
400 Convertible Debentures of Mani Loans Pvt. Ltd.	400,000.00	400,000.00
Fixed Deposit with HDFC Bank	41,439.00	38,036.00
Unistar Emrlad Combine -Capital A/C	10,000.00	10,000.00
	405,439,309.00	413,550,531.00
SCHEDULE - E		
INVENTORIES		
(As Taken , valued & certified by the Management)		
Serials in Process (At cost on value addition basis)	14,094,882.00	4,094,882.00
	TOTAL	14,094,882.00
SUNDRY DEBTORS		
(Unsecured , considered good)		
Debts Outstanding For a Period Exceeding Six Months	15,111,250.00	15,257,375.00
Other Debts	0.00	0.00
	TOTAL	15,111,250.00
CASH & BANK BALANCES		
Cash In Hand	378,544.04	186,502.04
Balance with Schedule Banks (In Current Account) :-		
Jammu & Kashmir Bank	241,063.25	1,408.20
Bank of Baroda	0.00	1,003.00
HDFC Bank Ltd.	0.00	907.27
HDFC Bank Ltd.,Bombay	301,359.98	9,496.98
Federal Bank	7,823.96	7,823.96
	TOTAL	928,791.23
LOANS AND ADVANCES		
Deposits (BSES)	60,880.00	60,880.00
Telephone Deposits	3,000.00	3,000.00
Miscellaneous advances	15,802,406.00	14,678,098.00
Advance For Purchase of Shares	13,726,574.00	6,207,949.00
	TOTAL	29,592,860.00

UNISTAR MULTIMEDIA LIMITED

PARTICULARS	CURRENT YEAR AS AT 31.03.2008 (RS.)	PREVIOUS YEAR AS AT 31.03.2007 (RS.)
SCHEDULE - F		
CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors	419,971.50	486,971.50
Advance From Customers	12,690,000.00	12,707,332.00
Creditors For Expenses	216,974.00	219,234.00
	<u>13,326,945.50</u>	<u>13,413,537.50</u>
SCHEDULES TO PROFIT & LOSS FOR THE YEAR ENDED 31.03.2009		
SCHEDULE - G		
OTHER INCOME		
Interest Received	624,149.00	288,000.00
Interest on FDR	3,403.00	4,926.00
Sundry Receipts	0.00	1,000.00
	<u>627,552.00</u>	<u>293,926.00</u>
SCHEDULE - H		
INCREASE/(DECREASE) IN STOCK		
STOCK AT COMMENCEMENT		
T.V. Serials in Process	<u>14,094,882.00</u>	14,094,882.00
	<u>14,094,882.00</u>	<u>14,094,882.00</u>
STOCK AT CLOSE		
T.V.Serials in Process	14,094,882.00	14,094,882.00
	<u>14,094,882.00</u>	<u>14,094,882.00</u>
INCREASE / (DECREASE) IN STOCK	0.00	0.00
SCHEDULE - I		
OPERATIVE & ADMINISTRATIVE EXPENSES		
Salaries	48,000.00	10,000.00
Audit Fees	22,045.00	28,308.00
Bank Charges	2,405.22	888.90
Fees & Subscription	22,075.00	25,900.00
Sundry Expenses	21,548.00	0.00
Legal Expenses	4,000.00	3,500.00
Advertisement Expenses	6,998.00	0.00
Postage & Telegram Expenses	194.00	173.00
Printing & Stationery	4,264.00	20,563.00
Roc Expenses	23,600.00	0.00
Conveyance	0.00	2,226.00
Consultancy Charges	5,056.00	4,500.00
Demat Charges	29,779.00	29,776.00
Balance W/O	23,527.00	3,760.00
	<u>213,491.22</u>	<u>129,594.90</u>

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2009

	2008-09	2007-08
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	388,297.75	135,357.66
Adjustment For :		
Depreciation	25763.03	28973.43
Provision for FBT/Income Relating to Prev. Years	-433.00	-138.00
Misc. Expenses Written off : Share Issue Exp	0.00	0.00
	<hr/>	<hr/>
Operating Profit Before Working Capital Changes	413627.78	164193.09
Adjustment For:		
Trade and other receivables	146125.00	275000.00
Inventories	0.00	0.00
Trade Payable	-86592.00	-1065.00
Loans & Advances	-8642933.00	-1930459.00
Cash Generated From Operations	<u>-8169772.22</u>	<u>-1492330.91</u>
Cash Flow From Operating Activities	<u>-8169772.22</u>	<u>-1492330.91</u>
B . CASH FLOW FROM INVESTING ACTIVITIES		
Sales of Fixed Assets / Investments	0.00	0.00
Sale/Purchase of Investments	8111222.00	420475.00
Purchase of Fixed Assets	0.00	0.00
NET CASH FLOW IN INVESTING ACTIVITIES	8111222.00	420475.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings (Nett)	545000.00	1025000.00
Proceeds from Share Capital	0.00	0.00
	<hr/>	<hr/>
Net Cash Flow In Financing Activities	545000.00	1025000.00
Net Increase In Cash and Cash Equivalents	486449.78	-46855.91
Cash and Cash equivalents Opening	203383.05	250238.96
Cash and cash equivalents Closing	689832.83	203383.05

AS PER OUR SEPARATE REPORT OF EVEN DATE

FOR P. D. AGRAWAL & CO
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
(**TARUN GUPTA**)
PARTNER

Sd/-
DIRECTOR

Sd/-
DIRECTOR

PLACE : KANPUR
DATE : 30.08.2009

UNISTAR MULTIMEDIA LIMITED

SCHEDULE "1" SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I - SIGNIFICANT ACCOUNTING POLICIES :

- (1) The company follows the mercantile system of accounting and recognizes income and expenditure on the accrual basis except those with significant uncertainties. The company has complied with all the mandatory Accounting Standards (AS) issued by the ICAI, to the extent applicable. The accounts have been prepared on the historical cost convention and on the basis of going concern.
- (2) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.
- (3) Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes, and incidental expenses less accumulated depreciation.
- (4) a. Depreciation on fixed Assets of Mumbai Branch has been provided on straight line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
b. Depreciation on fixed Assets of the Head Office has been provided on straight line method at the rates and in the manner prescribed in the Income Tax Rules, 1962.
- (5) Investment is stated at cost. Market value of investment is not ascertainable.
- (6) The inventories of work in process are valued at "valued Addition Basis " and in case of the serials/album, which are not acceptable for telecast/release, are written off wholly.
- (7) Balance of Share Issue expenses are amortized during the year.
- (8) Deferred tax is recognized on timing differences between taxable income and Accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

II - NOTES ON ACCOUNTS :

- (1) In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and that no contingent liability exists as on the Balance sheet date except those as mentioned in the Notes.
- (2) The provisions of payment of Gratuity Act, 1972, Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965 and Employees State Insurance Act, 1948 are presently not applicable to the company.
- (3) The balance of Sundry Debtors, Sundry Creditors, loans and advances and unsecured loans are subject to confirmation and reconciliation, if any
- (4) No Managerial remuneration, Sitting Fee for attending Board Meetings paid/payable to whole time/ Managerial Director during the year (previous year Rs. Nil).

(5) Amount paid/payable to auditor	2008-09	2007-08
(i) As Auditors	Rs. 22,045.00	Rs. 28,308.00
(ii) As Adviser or any other capacity	Rs. Nil	Rs. Nil

- (6) Provision for income tax has not been made in view of book loss during the year.
- (7) There was no transaction with related parties as required to be disclosed pursuant to AS-18 issued by ICAI.
- (8) The figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever deemed necessary to compare the figures of the current year.
The figures of Fixed Assets schedule - C is has been prepared and shown after rounded off the paisa to the nearest rupee.
- (9) Schedule A to I form integral part of the accounts and have been duly authenticated.
- (10) The Accounting Standard 28 issued by the ICAI on Impairment of Assets became Mandatory w.e.f April, 2004. However on a conversative basis, the company has not recognized the impairment of assets during the year.

(11) Year end Deferred tax balance comprises the following:

Timing Difference resulting in Liabilities / (Assets) on account of :	Amounts (Rs)
Depreciation as per Tax Law & Books	(13,848.00)
Deferred Tax Assets B/F from 07-08	(27,97,079.00)
	<hr/>
	(28,10,079.00)

(12) Additional Information pursuant to the provisions of paragraph 3 & 4 of part II of Schedule VI to the Companies Act, 1956 are given under :

	2008-09	2007-08
I. Installed Capacity:	N.A	N.A
II. Remittance in Foreign Exchange	NIL	NIL
III. Earning in Foreign Exchange	NIL	NIL
IV. CIF Value of imports capital goods	NIL	NIL

a. Quantitative details in respect of Trading of Serials/Albums as on 31st March, 2009

	2008-09(Nos.)	2007-08(Nos.)
i. Opening Stock	NIL	NIL
ii. Purchases	NIL	NIL
iii. Sales	NIL	NIL
iv. Closing Stock	NIL	NIL

b. Quantitative details in respect of Serials/Albums as on 31st March, 2009

	2008-09(Nos.)	2007-08(Nos.)
i. Opening Stock	11	9
ii. Purchases	0	2
iii. Sales	0	0
iv. Closing Stock	11	11

For P.D. AGRAWAL & CO.
Chartered Accountants
Sd/-
(Tarun Gupta)
Partner

FOR UNISTAR MULTIMEDIA LIMITED
Sd/-
(Director) Sd/-
(Director)

PLACE : KANPUR
DATED : 30/08/2009

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 18th

Annual General Meeting of the company to be held on 29th September 2009 at 11:00 A.M. at the Registered Office of the company.

AS WITNESS my / our hand / hands this _____ day of _____ 2009

Signed this _____

Ledger Folio No _____

Affix a 30
paise
revenue
stamp

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.

Book - Post

UNISTAR MULTIMEDIA LIMITED
13 / 386, Civil Lines,
Kanpur - 208 001.