


FORM A

Covering letter of annual report to be filed with stock exchange(s)
(Refer Clause 31(a) of Listing Agreement)

1.	Name of the Company	Unistar Multimedia Ltd.
2.	Annual Financial Statement for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified/Matter of Emphasis
4.	Frequency of observation	Not Applicable

FOR DHURUVAPRAKASH & CO.
Chartered Accountants
FRN No. 117674W


D.P. Shetty
Proprietor
Mem. No. 103534

Date - 04/09/2015
Place - Mumbai

FOR UNISTAR MULTIMEDIA LIMITED


Darshika Shah
Managing Director


Deepak Doshi
Chairman-Audit Committee



UNISTAR MULTIMEDIA LIMITED



**24th
ANNUAL REPORT
2014-2015**

CORPORATE INFORMATION

Board of Directors

Mr. Suresh Bafna	Chairman
*Mrs. Darshika S. Shah	Managing Director
Mr. Devendra Sanghvi	Independent Director
Mr. Sumeetkumar Haran	Independent Director
Mr. Deepak. M. Doshi	Independent Director

* Mrs. Darshika S. Shah was appointed as Managing Director w.e.f. 30/03/2015 in place of Mr. Shailen Shah who has resigned as Managing Director of the Company w.e.f. 30/03/2015.

Additional Information

Registered Office

901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E), Mumbai: 400063.

Auditors

M/s. Dhruvprakash & Co.
Chartered Accountants, Mumbai.

Registrar & Transfer Agent

Sharepro Services (I) Pvt. Ltd.
13 AB Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072.
Tel: +91 22 67720337
Fax: +91 22 8591568
Email: anil.s@shareproservices.com
Website: www.shareproservices.com

Bankers

HDFC Bank Limited
Federal Bank

NOTE: Shareholders are requested to bring their copy of the Annual Report along with them At the Annual General Meeting.

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UNISTAR MULTIMEDIA LIMITED

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Company will be held at the Registered office of the Company at 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai : 400063 on **30th day of September, 2015** at 03.00 p.m. for transacting the following business: -

Ordinary Business

- 1) To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2015 and the Balance Sheet as at that date together with the Director's Report thereon.
- 2) To appoint M/s. Dhruvaprakash & Co, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to pass the following as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules made there under, M/s. Dhruvaprakash & Co, Chartered Accountants, Mumbai (Firm Registration No. 117674W) be and are hereby appointed as Statutory Auditors for a continues period of 5 years with subject to ratification at every 2222 Annual General Meeting on such remuneration as may be fixed by the Board"

- 3) To appoint a director in place of Mr. Sureshkumar Babulal Bafna who retires by rotation and being eligible offers himself for reappointment.

Special Business:

- 4) To appoint Mrs. Darshika Shailen Shah as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Darshika Shailen Shah as Managing Director of the Company for a period of 5 (Five) years w.e.f. 30th March, 2015.

RESOLVED FURTHER THAT Mr. Sureshkumar B. Bafna, Director of the Company, be and is hereby authorized severally to sign and file all necessary forms, returns and documents as may be required statutorily in connection with the above matter and to take all such actions and do all such things as may be necessary from time to time in this regard."

- 5) Voting through electronic means:
 - (a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.
 - (b) Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose, viz. 29th September, 2015
 - (c) M/s. VKM & Associates, Practicing Company Secretaries has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
 - (d) Members are requested to read the instructions given below.

- (A) The instructions for e-Voting are as under:

In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open e-mail and then open PDF file viz., "Unistar multimedia Limited - 24th AGM e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: www.eVoting.nSDL.com.
- (iii) Click on shareholder - Login

- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
 - (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
 - (vii) Select "EVEN" of Unistar multimedia Limited.
 - (viii) Now members are ready for e-Voting as Cast Vote page opens.
 - (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
 - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to vkmassociates@gmail.com with a copy marked to evoting@nsdl.co.in and unistarmultimedia@yahoo.com.
- (B) In case of members receiving physical copy of the Notice of AGM:
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Of item No. 11(d)(A) above to cast vote.
 - (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022 2499 4200.
 - (f) If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote.
 - (g) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (h) The e-Voting period commences on 27th September, 2015 (9.00 am.) and ends on 29th September, 2015 (5.00 pm.). During this period, members holding shares either in physical form or in dematerialized form, as on 23rd September, 2015, may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
 - (i) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.
 - (j) The Results declared along with the Scrutinizer's Report will be placed on the Company's website and on the website of NSDL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.
 - (k) All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 11.00 am to 1.00 noon on all working days up to and including the date of the AGM.
- 6) 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.

**By Order of the Board
For Unistar Multimedia Ltd**

**Sd/-
Darshika Shailen Shah
Managing Director
DIN: 07143261**

**Date: 04.09.2015
Place: Mumbai**

UNISTAR MULTIMEDIA LIMITED

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote (only on poll) instead of himself and the proxy need not be a member of the Company. The duly completed and signed proxy form should reach the registered office of the company, not less than forty eight hours before the scheduled time of the annual general meeting.
- 2) The Statement Pursuant to section 102 of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
- 3) Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- 4) Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Sharepro Services (I) Private Limited, 13 AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Maharashtra, the Registrar, quoting Folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
- 5) The share transfer books and Member Register of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive).
- 6) Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the Management to keep the information ready.
- 7) All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
- 8) Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
- 9) Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- 10) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has to offer the facility of voting through electronic means.
- 11) Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at www.unistarmultimedia.com.

EXPLANATORY STATEMENT -

STATEMENT PURSUANT TO SECTION 102(1) & 110 OF THE COMPANIES ACT'2013 -

Item No.4

Mrs. Darshika Shailen Shah is a Director of the Company. In terms of Section 196, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, Mrs. Darshika Shailen Shah is eligible and offering her for appointment, is proposed to be appointed as a Managing Director for five consecutive years. In the opinion of the Board, Mrs. Darshika Shailen Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as a Managing Director of the Company.

The Board considers that their continued association would be of immense benefit to the Company. Accordingly, the Board recommends the resolutions as set out in the notice, for the approval by the shareholders of the Company.

Except her own appointment & Mr. Shailen Shah (being relative), none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise.

By Order of the Board

For Unistar Multimedia Ltd

Sd/-

Darshika Shailen Shah
Managing Director
DIN: 07143261

Date: 04.09.2015

Place: Mumbai

ANNEXURE -

Information pursuant to Clause 49 of the Listing Agreement regarding appointment of new Director or reappointment of a Director -

Name of the Director	Mr. Sureshkumar Babulal Bafna	Mrs. Darshika S. Shah
Date of Birth	01/01/1960	11/04/1975
Date of Appointment	20/10/2000	30/03/2015
Specialized Expertise	Rich experience in Financial & Taxation matters & in Capital Market activities.	Experience in handling administrative matters.
Qualifications	B.COM., FCA.	H.S.C.
Directorship of other Companies as at 31/03/15.	4	-
Chairmanship/Membership of other Committees as at 31/03/15.	--	-
No. of Shares held in Company as on 31/03/15.	5,41,800	-

DIRECTOR'S REPORT

For the Financial Year Ended on 31st March, 2015

Dear Shareholders,

Your Directors have great pleasure in presenting the 24th Annual Report together with the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date.

1. FINANCIAL STATEMENTS & RESULTS:**a. Financial Results**

The Company's performance during the year ended 31st March, 2015 as compared to the previous financial year, is summarized below:

(Rs. in Rs)

Particular	For the financial year ended 31st March, 2015	For the financial year ended 31st March, 2014
Income	2,310,633	4,394
Less: Expenses	2,972,903	2,408,602
Profit/ (Loss) before tax	(662,270)	(2,404,208)
Less: Provision for tax/Deferred Tax	(1,858)	(248)
Income Tax of earlier years w/off	0	0
Exception Income	0	0
Exception expenditure	0	0
Profit after Tax	(660,412)	(2,403,960)
No. of Equity Shares	10,000,700	10,200,000
EPS	(0.07)	(0.02)

b. Operations: There was no change in nature of the business of the Company, during the year under review.

c. Subsidiaries: Presently, there is no subsidiary of the Company.

d. Consolidated Financial Statements: Since there is no subsidiary of the Company at present, hence no consolidated financial Statements have been prepared.

UNISTAR MULTIMEDIA LIMITED

- e. **Dividend:** In order to conserve future resources, your Directors have not recommended any dividend for the financial year under review.
- f. **Revision of Financial Statement:** There was no revision of the financial statements for the year under review.
- g. **Deposits:** The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.
- h. **Disclosures Under Section 134(3)(L) Of The Companies Act, 2013:** Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.
- i. **Disclosure of Internal Financial Controls:** The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.
- j. **Disclosure of Orders Passed By Regulators or Courts or Tribunal:** No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.
- k. **Particular of Contracts or Arrangement with Related Parties:** The details of transactions/ contracts/arrangements entered by the Company with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Annexure II and forms part of this Report.
- l. **Particulars of Loans, Guarantees, Investments and Securities:** Full particulars of loans, guarantees, investments and securities provided during the financial year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof, has been furnished in Annexure III which forms part of this report.
- m. **Disclosure Under Section 43(A)(II) Of The Companies Act, 2013:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- n. **Disclosure Under Section 54(1)(D) Of The Companies Act, 2013:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- o. **Disclosure Under Section 62(1)(B) Of The Companies Act, 2013:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- p. **Disclosure under Section 67(3) Of the Companies Act, 2013:** During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

*Mrs. Darshika S. Shah (Din No. 07143261), Mr. Suresh Bafna (Din No. 01569163), Mr. Devendra Sanghvi (Din No. 02251590), Mr. Sumeetkumar Haran (Din No. 02704617), Mr. Deepak. M. Doshi (Din No. 00677220), are Directors of the Company.

* Mrs. Darshika S. Shah was appointed as Managing Director of the Company w.e.f. 30/03/2015 in place of Mr. Shailen Shah who resigned as Managing Director of the Company w.e.f. 30/03/2015

b) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations form all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:**a. BOARD MEETINGS:**

The Board of Directors met 7 (Seven) times during the financial year ended 31st March 2015 in accordance with the provisions of the Companies Act, 2013 and rules made there under.

The dates on which the Board of Directors met during the financial year under review are 29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2015, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken 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 and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mrs. Darshika Shah Chairman & Managing Director
2. Mr. Sumeeth Haran, Member & Independent Director
3. Mr. Deepak Doshi, Member & Independent Director

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under:

- Minimum Qualification
- Positive Attributes
- Independence
- Experience

d. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. Deepak M. Doshi Chairman & Independent Director
2. Mr. Sumeeth Haran Member & Independent Director
3. Mr. Suresh Bafna Member & Executive Director

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges.

UNISTAR MULTIMEDIA LIMITED

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

- e. VIGIL MECHANISM POLICY (WHISTLE BLOWER POLICY) FOR THE DIRECTORS AND EMPLOYEES:**
The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.
The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.
The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.
- f. RISK MANAGEMENT POLICY:**
The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.
- g. CODE OF CONDUCT:**
Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e. www.unistarmultimedia.com. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2015.
- h. CORPORATE SOCIAL RESPONSIBILITY POLICY:**
As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility (CSR) Committee is not required to be formed for the Company.
- i. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:**
A statement indicating the manner for evaluation of performance of the Board and its committee, individual Directors is attached with the Board Report as Annexure IX and forms part of this Report.
- j. INTERNAL CONTROL SYSTEMS:**
Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.
- 4. AUDITORS AND REPORTS:**
The matters related to Auditors and their Reports are as under:
- a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015:**
The observations made by the Statutory Auditors in their report for the financial year ended 31st March 2015 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.
- b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH 2015:**
Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. VKM & Associates, Company Secretaries had been appointed to issue Secretarial Audit Report for the financial year 2014-15.
Secretarial Audit Report issued by M/s VKM & Associates, Company Secretaries in Form MR-3 for the financial year 2014-15 forms part to this report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.
- c. INTERNAL AUDITORS & INTERNAL AUDIT REPORT:**
M/s S. D. Motta & Associates, Chartered Accountants performs the duties of internal Auditors of the company and their report is reviewed by the audit committee from time to time.

d. APPOINTMENT OF AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Dhruvaprakash & Co., Chartered Accountants, the Statutory Auditors of the Company has been appointed for a term of five years subject to the ratification in every Annual General Meeting by the Shareholders of the Company. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

5. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013.

Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of Harassment.

6. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Extract Of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2015 made under the provisions of Section 92(3) of the Act is attached as Annexure XI which forms part of this Report.

b. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. There has been no Foreign exchange transaction during the financial year.

c. Related Party Transaction:

The Company has not entered into any material significant transactions with its related parties.

d. Particulars of Employees:

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as Annexure IV.

e. Corporate Governance Certificate:

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

f. Listing Fees:

The Company confirms that it has paid the annual listing fees for the year 2015-16 to the Bombay Stock Exchange.

g. Acknowledgements and Appreciation:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**By Order of the Board
For Unistar Multimedia Ltd**

**Sd/-
Darshika Shailen Shah
Managing Director
DIN: 07143261**

**Date: 04.09.2015
Place: Mumbai**

UNISTAR MULTIMEDIA LIMITED

ANNEXURE III

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details for loans & investments:

Name of the party	Nature & Purpose of transactions	Amount at the beginning of the year	Transactions during the year	Balance at the end of the year
Federal Bank	Fixed Deposits	57,538	1,072 (Interest)	67,611

Details for guarantees given:

Name of the party	Purpose for giving corporate guarantee	Amount of guarantee
NIL	NIL	NIL

ANNEXURE IX

STATEMENT ON MANNER OF EVALUATION OF BOARD OF DIRECTORS, COMMITTEE AND INDIVIDUAL DIRECTORS:

1. Board of Director's Evaluation

The Board of Directors of Unistar Multimedia Limited comprises of the following:

Mr. Suresh Bafna	Chairman
*Mrs. Darshika S. Shah	Managing Director
Mr. Devendra Sanghvi	Independent Director
Mr. Sumeetkumar Haran	Independent Director
Mr. Deepak. M. Doshi	Independent Director

*** Mrs. Darshika S. Shah was appointed as Managing Director of the Company w.e.f. 30/03/2015 in place of Mr. Shailen Shah who resigned as Managing Director of the Company w.e.f. 30/03/2015**

The Board of Directors met 7 (Seven) times during the year. The Board Members are accountable and responsible for the Company affairs and management decision making. They constantly improve themselves by participating in training, leading, valuing time and implementing skills.

2. Committee Evaluation

● Audit Committee:

Committee Comprises of the following Directors-

1. Mr. Deepak M. Doshi	Chairman & Independent Director
2. Mr. Sumeeth Haran	Member & Independent Director
3. Mr. Suresh Bafna	Member & Executive Director

During the year under review, 4 (Four) Committee Meeting were held and all the members attended the meeting. The Audit Committee Members timely ensures the appointing, retaining and terminating the Independent Directors and Key Managerial Person.

● Nomination & Remuneration Committee:

Committee Comprises of the following Directors -

1. Mrs. Darshika Shah	Chairman & Managing Director
2. Mr. Sumeeth Haran	Member & Independent Director
3. Mr. Deepak Doshi	Member & Independent Director

During the year under review, Four (4) Committee Meeting were held and all the members attended the meeting. The Nomination and Remuneration Committee Members ensures the remuneration and its limits to the Board of Directors & Key Managerial Personnel from time to time.

- Stakeholders Relationship (Investor Grievance) Committee:

Committee Comprises of the following Directors -

Mr. Deepak Doshi	Chairman & Independent Director
Mr. Suresh Bafna,	Member & Executive Director
Mr. Sumeeth Haran	Member & Independent Director

During the year under review, Four (4) Committee Meeting were held and all the members attended the meeting. The Stakeholders Relationship (Investor Grievance) Committee attends to shareholders queries and solves them, ensures financial statements are provided and takes responsibility of shares transfer etc.

3. Independent Director's:

The separate meeting of the Independent Directors of the Company was held on March 31, 2015.

The Members evaluate the performance of Non- Independent Directors, the Board as a whole and the Chairperson of the Company.

Assesses the quality, quantity and timeliness of the flow of information between the Company's management and the Board.

ANNEXURE X

DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Median Remuneration :	Rs.12,000/-
Director 1 :	Remuneration : NIL
	Ratio : NIL

The percentage increase in remuneration of each Director, if any, in the financial year: -

Name of Person	Designation	Percentage increase in remuneration
-	-	-

The percentage increase in the median remuneration of employee in the financial year: Nil

The number of permanent employees on the rolls of the Company: One (Resigned w.e.f.30.06.2014)

Explanation on the relationship between average increase in remuneration and the Company's performance:

The average increase in directors in the remuneration of Director was 0% as against decrease in profit after tax (from ordinary activities) of % during 2014-15.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

For the FY 2014-15, Key Managerial Personnel were paid _ _ % of the net profit of the year.

Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

	As on 31st March, 2015 (Current F.Y.)	As on 31st March, 2014 (Previous F.Y.)	Increase / (decrease) in %
Market Capitalization (Amount in Rs.)	3,76,02,632	2,58,06,000	45.71
Price Earnings Ratio	(53.71)	(50)	6

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Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentage increase in salaries of employees other than Managerial Personnel is 0.00%
Average increase in the remuneration of directors and other key managerial personnel was 0.00%

Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	% of Net Profit for FY 2014-15
-	-

The key parameters for variable component of remuneration availed by the directors are as follows: N.A.

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Highest paid Director		Employees other than directors receiving remuneration in excess of the highest paid Director		Ratio of remuneration
Name of Director	Remuneration received	Name of Employee	Remuneration received	
-	-	CS Rachna Vyas	Rs.36000/-	-
Total			Rs.36000/-	

Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company hereby affirms that the remuneration paid is as per the remuneration policy of the Company and that no excess remuneration exceeding the limits is paid to any of its employee or Director.

STATEMENT PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of employee	NOT APPLICABLE
Designation of employee	
Remuneration received	
Nature of employment, whether contractual or otherwise	
Qualifications and experience of the employee	
Date of commencement of employment	
Age of such employee	
Last employment held by such employee before joining the Company	
% of equity shares held by the employee in the Company	
Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	

ANNEXURE XI
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L72100MH1991PLC243430
Registration Date	:	08 th April, 1991
Name of the Company	:	Unistar Multimedia Limited
Category / Sub-Category of the Company	:	Public Company / Limited by shares
Address of the Registered office and contact details	:	901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai: 400063.
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Sharepro Services (I) Pvt. Ltd. 13 AB, Samitha Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	-	-	-
2	-	-	-
3	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	N.A.	N.A.	N.A.	N.A.	N.A.

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	800977	0	800977	8.01	800977	0	800977	8.01	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	774262	0	774262	7.74	774262	0	774262	7.74	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(1):	1575239	0	1575239	15.75	1575239	0	1575239	15.75	0.00

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1575239	0	1575239	15.75	1575239	0	1575239	15.75	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Market Makers	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
a) Bodies Corp.	252458	0	252458	2.52	252458	0	252458	2.52	0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1980768	23865	2004633	20.04	1980768	23865	2004633	20.04	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5899870	250000	6149870	61.49	5899870	250000	6149870	61.49	0.00
c) Others (specify)	18500	0	18500	0.18	18500	0	18500	0.18	0.00
Sub-total(B)(2):	8151596	273865	8425461	84.25	8151596	273865	8425461	84.25	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	8151596	273865	8425461	84.25	8151596	273865	8425461	84.25	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	9726835	273865	10000700	100.00	9726835	273865	10000700	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Monarch Project & Finmarkets Ltd	7,74,262	7.74	0.00	7,74,262	7.74	0.00	0.00
2.	Suresh Babulal Bafna	5,41,800	5.42	0.00	5,41,800	5.42	0.00	0.00
3.	Manju S Bafna	1,89,091	1.89	0.00	1,89,091	1.89	0.00	0.00
4.	Ashok D Bafna	68,886	0.69	0.00	68,886	0.69	0.00	0.00
5.	Shailen R Shah	500	0.00	0.00	500	0.00	0.00	0.00
6.	Shyam J Murdekar	600	0.01	0.00	600	0.01	0.00	0.00
7.	Sheetal S Chavan	100	0.00	0.00	100	0.00	0.00	0.00
	TOTAL	1575239	15.75	0.00	1575239	15.75	0.00	0.00

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE): No Change in Promoters Shareholding.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1575239	15.75	1575239	15.75
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	0	0.00	1575239	15.75
	At the End of the year	1575239	15.75	1575239	15.75

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Vinod B Jain				
	At the beginning of the year	400000	3.99	400000	3.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(400000)	(3.99)	-	-
	At the End of the year	-	-	-	-
2.	Kirtikumar Kantilal Shah				
	At the beginning of the year	261710	2.61	261710	2.61
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(105379)	(1.05)	156331	1.56
	At the End of the year	-	-	156331	1.56

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3.	Ketki Rohit Modi				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	200000	1.99	400000	3.99
	Sale During The Year	(400000)	3.99	0	0
	At the End of the year	-	-	-	-
4.	Trashila Rohitbhai Modi				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	200000	1.99	400000	3.99
	Sale During The Year	(400000)	3.99	0	0
	At the End of the year	-	-	0	0
5.	Chirag B Shah				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(200000)	1.99	0	0
	At the End of the year	-	-	0	0
6.	Jesal Chirag Shah				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(200000)	1.99	0	0
	At the End of the year	-	-	0	0
7.	Dipika Jain				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(200000)	1.99	0	0
	At the End of the year	-	-	0	0
8.	Harshit R Shah Huf				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(200000)	1.99	0	0
	At the End of the year	-	-	0	0
9.	Harivadan V Shah Huf				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	(200000)	1.99	0	0
	At the End of the year	-	-	0	0
10.	Gadhecha Bharat Ugarchand				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
11.	Shailesh Ugarchand Gadhecha				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
12.	Varshaben Shailesh Gadhecha				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
13.	Rohit Rasiklal Modi				
	At the beginning of the year	200000	1.99	200000	1.99
	Increase / Decrease during the year:	-	-	-	-
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
14.	Trushita B. Gadhecha				
	At the beginning of the year	100000	0.99	100000	0.99
	Increase / Decrease during the year:	100000	0.99	200000	1.99
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
15.	Harivadan V. Shah				
	At the beginning of the year	0	0	0	0
	Increase / Decrease during the year:	200000	1.99	200000	1.99
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99

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16.	Chirag Bipinchandra Shah				
	At the beginning of the year	0	0	0	0
	Increase / Decrease during the year:	200000	1.99	200000	1.99
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
17.	Jesal Chiragbhai Shah				
	At the beginning of the year	0	0	0	0
	Increase / Decrease during the year:	200000	1.99	200000	1.99
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	200000	1.99
18.	Vinod Bhavarlal Jain				
	At the beginning of the year	0	0	0	0
	Increase / Decrease during the year:	400000	3.99	400000	3.99
	Sale During The Year	-	-	-	-
	At the End of the year	-	-	400000	3.99
19.	Ketki Rohit Modi				
	At the beginning of the year	0	0	0	0
	Increase / Decrease during the year:	400000	3.99	400000	3.99
	Sale During The Year	200000	1.99	200000	1.99
	At the End of the year	-	-	200000	1.99

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Suresh Babulal Bafna				
	At the beginning of the year	5,41,800	5.42	5,41,800	5.42
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0.00	5,41,800	5.42
	At the End of the year			5,41,800	5.42
2.	*Shailen R Shah				
	At the beginning of the year	500	0.00	500	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0.00	500	0.00
	At the End of the year			500	0.00

*Resigned w.e.f.30.03.2015

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-

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	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year	-	-	-	-
Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (In Lacs)
1	Gross salary	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	- as % of profit	0	0
	- others, specify	0	0
5	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act *	10% of the net profits	0.00

B. REMUNERATION TO OTHER DIRECTORS: Not Applicable.

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	0	0	0	0	0
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2.	Other Non-Executive Directors					
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	36,000	-	36,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	36,000	-	36,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others, specify				
5	Others, please specify	-	-	-	-
	Total	-	36,000	-	36,000

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

CORPORATE GOVERNANCE REPORT

Your Company's Equity shares have been listed on Bombay Stock Exchange Limited (BSE). The Company to demonstrate its commitment to highest principles of governance has chosen to present the Report on Corporate Governance along with the Directors' Report.

1. Company's philosophy on the code of corporate governance

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements.

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2. Board of Directors

Composition: As on date of this Report, the Board comprises of **Five** Directors. The Board of Directors of the Company (Board) has optimum combination of Executive, Non-Executive and Independent Directors.

Mrs. Darshika S. Shah is a Managing Director, Mr. Shailen Shah was Managing Director (Resigned on 30/03/2015), Mr. Suresh Bafna is a Director and Mr. Devendra Sanghvi, Mr. Sumeetkumar Haran, Mr. Deepak. M. Doshi, are the Independent Directors of the Company.

None of the Directors hold directorship in more than 15 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

Board Procedure: The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable them to take informed decisions. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. Matters discussed at Board Meeting generally relate to Company's performance, approval of related-party transactions, general notice of interest of Directors, review of the meeting of Committees of the Board and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

Board Representation & Attendance: During the Financial Year 2014-15, the Board of Directors met 7 times on the following dates:

29th May, 2014, 23rd July, 2014, 02nd August, 2014, 02nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.

The attendance of each Director is given as Annexure A.

3. Committees of the Board

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

Audit Committee

Audit Committee comprises of 2 Non-Executive Independent Directors & one Executive Director. Committee reviews all matters specified in clause 49 of the Listing agreement along with section 177 of the Companies Act, 2013. Committee Comprises of the following Directors

Sr. No.	Name	Designation in the Committee	Nature of Director
1	Mr. Deepak M. Doshi	Chairman	Independent Director
2	Mr. Sumeeth Haran	Member	Independent Director
3	Mr. Suresh Bafna	Member	Executive Director

Terms of reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.

5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Section 134(5) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges;
7. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate Recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the Internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
11. Discussing with internal auditors on any significant findings and follow up thereon.
12. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
15. To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
18. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and\
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

UNISTAR MULTIMEDIA LIMITED

19. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Clause 49 of Listing Agreement.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minute in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

Generally all items listed in Clause 49 II (D) of the Equity Listing Agreement are covered in the terms of reference.

The Audit Committee has been granted powers as prescribed under Clause 49 II (C) of the Equity Listing Agreement.

The role of the audit committee includes recommending the appointment and removal of the external auditor, discussion of the audit plan and fixation of audit fee and also approval of payment of fees for any other services.

Nomination & Remuneration Committee:

To decide the policy on specific remuneration packages for Managing Director / Whole Time Director including pension rights and any other compensation payments.

Remuneration Committee comprises of 2 Non Executive Independent Directors and 1 Executive. Committee is empowered to decide and approve the remuneration of Directors. Committee comprised of following directors -

Sr. No.	Name	Designation in the Committee	Nature of Director
1	Mrs. Darshika Shah	Chairman	Managing Director
2	Mr. Sumeeth Haran	Member	Independent Director
3	Mr. Deepak Doshi	Member	Independent Director

Committee met four times in a year and all the Committee members were present in the meeting

Stakeholder Relationship (Investor Grievance) Committee:

The Stakeholder Relationship (Investor Grievance) Committee was formed as per the requirements of BSE Equity Listing Agreement.

The constitution of the Committee and the attendance of each member of the Committee are given below:

Sr. No.	Name	Designation in the Committee	Nature of Director
1	Mrs. Darshika Shah	Chairman	Managing Director
2	Mr. Deepak Doshi	Member	Independent Director
3	Mr. Suresh Bafna	Member	Executive Director

Terms of Reference

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares;
- Issue of duplicate / split / consolidated share certificates;
- Allotment and listing of shares;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- Ensure proper and timely attendance and redressal of investor queries and grievances.
- To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

Independent Directors' Meeting:

During the year under review, the Independent Directors met on March 31st March, 2015, inter alia, to discuss:

Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.

Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.

Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Name, Designation and address of Compliance Officer

- Mr. Suresh B. Bafna is the Compliance Officer of the Company.

Further the Company is in the process of appointing a full time Company Secretary (C.S.) and a C.F.O.

Status of complaints received, resolved and pending as on 31st March, 2015:

Number of Shareholders' Complaints received during the year	1 (One)
Number of Shareholders' Complaints resolved during the year	NIL
Number of Shareholders' Complaints Pending at the end of the year	1 (One)

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4. General Body Meetings

The details of previous Annual General Meetings held are as follows:

Year	Day, Date & Time	Venue
2011 - 2012	29th Sept, 2012	901-902, 9 th Floor, Atlanta Centre, Opp.Udhyog Bhavan, Sonawala Road, Goregaon (E) – 400063.
2012 - 2013	28 th Sept, 2013	901-902, 9 th Floor, Atlanta Centre, Opp.Udhyog Bhavan, Sonawala Road, Goregaon (E) – 400063.
2013 - 2014	30th Sept, 2014	901-902, 9 th Floor, Atlanta Centre, Opp.Udhyog Bhavan, Sonawala Road, Goregaon (E) – 400063.

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

5. Disclosures:

Related Party Transaction: The Company has not entered into any material significant transactions with its related parties.

Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Whistle Blower Policy: The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

Reconciliation of Share Capital Audit: In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

Non-Mandatory Requirements

The Company does not comply with the non mandatory requirements.

6. Means of Communication

All material information about the company is promptly submitted to the Bombay Stock Exchange Ltd. where the Company's shares are listed. Half-Yearly and Annual Financial Results will be sent to the exchange for the information of the shareholders. The financial results will also be displayed on the Company's web site www.unistarmultimedia.com and on the official website of Bombay Stock Exchange Ltd. (www.bseindia.com).

The Management Discussion and Analysis (MD&A) forms part of Annual Report.

7. General Shareholder Information

24th Annual General Meeting:

Date Time & Venue	30 th September, 2015 at 3.00 p.m. at 901/902, 9 th Floor, Atlanta Centre, Sonawala Road, Goregaon (E) Mumbai – 400063.
Financial Year	2014 - 15
Date of Book Closure	23 rd September, 2015 to 30 th September, 2015
Stock Exchange	BSE Ltd.
Stock Code Symbol	532035 / Unistar

Market Price Data:

The details are as follows:

Month	High	Low	Month	High	Low
April, 2014	2.86	2.35	October, 2014	3.91	3.91
May, 2014	2.92	2.08	November, 2014	3.72	3.20
June, 2014	3.40	2.18	December, 2014	3.50	2.40
July, 2014	4.22	2.50	January, 2015	4.49	2.69
August, 2014	4.50	3.86	February, 2015	4.10	3.95
September, 2014	4.11	4.11	March, 2015	3.76	3.76

Registrar & Transfer Agent:**Sharepro Services (I) Pvt. Ltd.**

13 AB Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072
Tel: +91 22 67720337
Fax: +91 22 8591568
Email: anil.s@shareproservices.com
Website: www.shareproservices.com

SHAREHOLDING PATTERN AS ON 31.03.2015:

Category Code	Category of Shareholders	No. of shares held	Total shareholding as a % of total number of shares
(A)	Shareholding of Promoter and Promoter		
(1)	Indian:		
(a)	Individual / HUF	800977	8.01
(b)	Central/State Government(s)	0	0.00
(c)	Bodies Corporate	774262	7.74
(d)	Financial Institutions / Banks	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Any other (Specify)	0	0.00
	Employee Welfare Trust	0	0.00
	Sub Total (A)(1)	1575239	15.75
(2)	Foreign:		
(a)	Individuals(Non Resident Individuals/Foreign Individuals)		
(b)	Bodies Corporate		
(c)	Institutions	0	0.00
(d)	Qualified Foreign Investor	0	0.00
(e)	Any other (specify)	0	0.00
	Sub Total (A)(2)	0	0.00
	Total Holding of Promoter and Promoter group (A)=(A)(1)+(A)(2)	1575239	15.75

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(B)	Public shareholding		
1	Institutions :		
(a)	Mutual fund/UTI	0	0.00
(b)	Financial Institutions / Banks	0	0.00
(c)	Central/State Government(s)	0	0.00
(d)	Venture capital funds	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Foreign Institutional Investors	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00
(h)	Qualified Foreign Investor	0	0.00
(i)	Any other (specify)	0	0.00
	Sub Total(B)(1)	0	0.00
B 2	Non Institutions		
(a)	Bodies Corporate	252458	2.52
(b)	Individuals		
I	Individual share holding nominal share capital up to Rs.1 lakh	2004633	20.04
II	Individual share holding nominal share capital in excess of Rs.1 lakh	6149870	61.49
(c)	Qualified Foreign Investor	0	0.00
(d)	Any other (specify)	0	0.00
(d-i)	NRI-Non Rep	0	0.00
(d-ii)	NRI-Rep	0	0.00
(d-iii)	Foreign National	0	0.00
(d-iv)	Overseas Corporate Bodies	0	0.00
(d-v)	Foreign Bodies	0	0.00
(d-vi)	Trust	0	0.00
(d-vii)	Clearing member	0	0.00
	Sub Total (B)(2)	8425461	84.25
	Total public Share Holding (B)=(B)(1)+(B)(2)	8425461	84.25
	TOTAL (A)+(B)	10000700	100.00
(C)	Shares held by custodian and against which Depository Receipts have been issued	0	0
1	Promoter and Promoter Group		
2	Public		
	Sub Total(C)		
	GRAND TOTAL (A)+(B)+(C)	10000700	100.00

Distribution of Shareholding as on 31.03.2015

Shareholding (Range)	No. of members	%	No. of shares	%
Less than 500	1266	57.104	323148	3.231
500 – 1000	425	19.170	372893	3.729
1001 – 2000	214	9.653	347049	3.470
2001 – 3000	90	4.060	236039	2.360
3001 – 4000	38	1.714	139402	1.394
4001 – 5000	41	1.849	195270	1.953
5001 –10000	71	3.203	517423	5.174
10001 & above	72	3.248	7869476	78.689
Total	2217	100.00	10000700	100.00

**By Order of the Board
For Unistar Multimedia Ltd**

**Sd/-
Darshika Shailen Shah
Managing Director
DIN: 07143261**

**Date: 04.09.2015
Place: Mumbai**

Annexure A

The Attendance of each Director for the FY 2014-15 is given below:

Name of the Director	Category	Attendance Particulars for FY 2014-15		No. of other Directorships	Committee Memberships	Committee Chairmanships
		Board Meeting	AGM			
Mr. Shailen Shah	Managing Director	29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.	30 th September, 2014	2	--	Chairman of 2 committees
Mr. Deepak Meghraj Doshi	Non Executive Director	29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.	30 th September, 2014	5	Member of 1 committee	Chairman of 1 committees
Mr. Devendra Bhogilal Sanghvi	Non Executive Director	29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.	30 th September, 2014	1	--	--
Mr. Sumeeth Kumar Haran	Non Executive Director	29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.	30 th September, 2014	2	Member of 2 committees	--
Mr. Sureshkumar Babulal Bafna	Director	29th May, 2014, 23rd July, 2014, 02nd August, 2014, 2nd September, 2014, 14th November, 2014, 24th February, 2015 and 30th March, 2015.	30 th September, 2014	4	Member of 2 committees	--

*Mr. Shailen Shah resigned as Managing Director w.e.f. 30.03.2015.

The Directorships held by Directors as mentioned above do not include alternate Directorships and Directorships of foreign companies, section 25 companies and private limited companies.

None of Directors of the Board serves as a member of more than ten committees nor is Chairman of More than five committees across all Companies in which he/ she is a Director ("Committees" considered for this purpose are those specified in Clause 49 of the Listing Agreement i.e. Audit Committee and Stakeholders Relationship/ (Investors Grievance) Committee except Unistar Multimedia Ltd)

None of the Directors is related to any other except Mr. Shailen Shah (Resigned w.e.f. 30th March, 2015) is husband of Mrs. Darshika Shah, Managing Director.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

TO THE MEMBERS OF UNISTAR MULTIMEDIA LIMITED

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Unistar Multimedia Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

UNISTAR MULTIMEDIA LIMITED

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As on March 31, 2015 there were no valid investor grievance matters against the Company remaining unattended / pending for more than 30 days.

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.

FOR DHURUVAPRAKASH & CO.
Chartered Accountants
FRN No. 117674W

D. P. Shetty
Proprietor
Mem. No. 103534

Date - 29/05/2015
Place -Mumbai

CERTIFICATION BY MD / CFO

(Issued in accordance with the provisions of Clause 49 of the Listing Agreement)

To,
The Board of Directors
Unistar Multimedia Limited.

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we state that:

- a.
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year which are fraudulent, illegal or in violation of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee.
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

By order of the Board
For Unistar Multimedia Limited
Sd/-
Darshika Shailen Shah
Managing Director
Din: 07143261

Place: Mumbai
Date: 29.05.2015

**ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR PURSUANT TO CLAUSE 49
(1)(D)(ii) OF THE LISTING AGREEMENT**

I, Darshika Shailen Shah, Managing Director of Unistar Multimedia Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 49(1) (D)(ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2015.

**By Order of the Board
For Unistar Multimedia Limited
Sd/-
Darshika Shailen Shah
Managing Director
DIN: 07143261**

**Date: 29.05.2015
Place: Mumbai**

Management Discussion & Analysis Report

Industry Overview

With increased digitalisation, growing regional media & film industry, emergence of new media content India's Entertainment Industry seems to be doing fairly good. Moreover, the Government's drive towards digitalisation and addressability for cable television by 2014 is expected to provide a boost to direct-to-home (DTH) and digital cable growth.

Future Outlook

With increasing Digitalization and increasing popularity towards Talent Search, Singing & Dancing Competitions and increasing viewership, outlook for the TV media industry looks fairly good.

Performance of our Company

During the year under review, the Company's total turnover is Rs.2,310,633/- However due to lower Operational and Other Administrative Expenses Company could restrict net loss to Rs. 660,412/- as compared to net loss of Rs.2,403,960/- incurred last 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.

Financial Performance:

Share Capital:

The Paid up Share Capital of the Company as on 31st March, 2015 stands at Rs. 96,649,500/- divided into 96,649,50 equity shares of Rs. 10/-each fully paid up.

Reserves and Surplus:

The Reserves and Surplus is Rs.337,721,714/- as on the end of the Current year.

Total Income:

During the year under consideration, total income is Rs.2,310,633/-.

Our Strategy

Company has stopped working on further new serial projects due to decreasing viewership for family serials and is trying to complete existing projects & bring them on Air. Company believes in stretching itself and put stress on cost cutting strive to survive in this world of stiff competition.

**By Order of the Board
For Unistar Multimedia Limited
Sd/-
Darshika Shailen Shah
Managing Director
DIN: 07143261**

**Date: 04.09.2015
Place: Mumbai**

UNISTAR MULTIMEDIA LIMITED

FORM NO. : MR-3

SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TO,
THE MEMBERS,
UNISTAR MULTIMEDIA LIMITED
901-902, ATLANTA CENTRE, SONAWALA LANE,
OPP UDYOG BHAVAN , GOREGAON (E)
MUMBAI - 400063.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UNISTAR MULTIMEDIA LIMITED (hereinafter called the company). Secretarial Audit 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The SME Listing Agreement entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) As per regulation 30(2) of SEBI (SAST) Regulation 2011 every listed company need to file disclosure under this regulation annually at 31st march every year of their promoter along with Person Acting in Concern (PACs) shareholding of the company but the company has failed to file disclosure under regulation 30 for the year under review.
- 2) During the year under review companies Whole Time Company Secretary has resigned from her post w.e.f. 27th May, 2014 and company need to appoint new Whole Time Company Secretary within Six month of Vacancy but the company has failed to appoint any new company secretary within that period.
- 3) Company under section 203 of the Company Act 2013 need to appoint Whole time Chief Financial Officer during the year under review but the company has failed to appoint any such person for such post.

I further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

I further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Mumbai
Date : 02/09/2015

**For P D Pandya & Associates
Practising Company Secretary**

**(Paresh Pandya)
Proprietor
ACS No.12123
C P No.: 4869**

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

UNISTAR MULTIMEDIA LIMITED

'ANNEXURE A'

TO,
THE MEMBERS,
UNISTAR MULTIMEDIA LIMITED
901-902, ATLANTA CENTRE, SONAWALA LANE,
OPP UDYOG BHAVAN , GOREGAON (E)
MUMBAI - 400063.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Mumbai
Date : 02/09/2015

For P D Pandya & Associates
Practising Company Secretary

(Paresh Pandya)
Proprietor
ACS No.12123
C P No.: 4869

Independent Auditors' Report

TO
THE MEMBERS,
UNISTAR MULTIMEDIA LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of UNISTAR MULTIMEDIA LIMITED (the Company), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

UNISTAR MULTIMEDIA LIMITED

- 2) As required by Section 143(3) of the Act, we report that:
- a) We have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. the Company has disclosed the impact, if any, of pending litigations, as at 31.03.2015, on its financial position in its financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR DHRUVAPRAKASH & CO.
Chartered Accountants
FRN No. 117674W

(D.P.SHETTY)
Proprietor
Mem. No. 103534

Date : 29/05/2015
Place : Mumbai

Annexure to Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification.
2. In respect of its inventories:
The Company does not have any inventories so clause 2 is not Applicable.
3. In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
 - b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the parties listed in the register maintained under section 189 of the Act.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act and the same is not applicable to the Company.

7. In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other material statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- b) Details of dues of Income Tax, Sale Tax, Custom Duty and Excise Duty which have not been deposited as on March 31, 2015 on account of disputes are given below:

Sr. No.	Name of the Statute	Nature of the Dues	Amt. (in Rs.)	Period to which the amount relates	Forum where dispute is pending
1		-		- -	- -

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The total accumulated losses in the books of Accounts of the Company stood at Rs. 122.78 Lakhs . Company has incurred cash losses during the financial year but not in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. According to the information and explanation given to us by the management, Company has not given any guarantees for loans taken by others from banks and financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
11. The Company has not raised any term loans during the Period so the question of application of same does not arise.
12. To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the Period.

FOR DHURVAPRAKASH & CO.
Chartered Accountants
FRN No. 117674W

(D.P.SHETTY)
Proprietor
Mem. No. 103534

Date : 29/05/2015
Place : Mumbai

UNISTAR MULTIMEDIA LIMITED

BALANCE SHEET AS AT 31ST MARCH' 2015

(Amount in Rs.)

Particulars	NOTE NO.	Amount As On 31st March'2015	Amount As On 31st March'2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	96,649,500	96,649,500
(b) Reserves and Surplus	B	337,721,714	338,510,479
(c) Money received against share warrants		-	-
(2) Share application money			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	C	3,411,025	3,411,025
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	D	-	262,584
(c) Other current liabilities		-	-
(d) Short-term provisions	E	64,092	70,820
Total		437,846,331	438,904,408
II. Assets			
(1) Non-current assets			
(a) Fixed assets		-	-
(i) Tangible assets	F	-	128,353
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	G	400,067,711	400,057,638
(c) Deferred tax assets (net)		2,813,198	2,811,340
(d) Long term loans, advances & deposits	H	31,859,999	25,682,404
(e) Other non-current assets	I	3,063,881	3,063,880
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	J	-	2,560,636
(c) Trade receivables	K	-	4,580,000
(d) Cash and cash equivalents	L	41,542	20,157
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
Total		437,846,331	438,904,408
SIGNIFICANT ACCOUNTING POLICIES	M	0	0
NOTES TO ACCOUNTS	N		

M/S DHRUVAPRAKASH & CO.
CHARTERED ACCOUNTANTS
 FRN No. 117674W

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

(D. P. SHETTY)
 Proprietor
 Mem. No. 103534
 Date - 29/05/2015
 Place - Mumbai

Darshika Shah
DIRECTOR
Din:07143261

Sureshkumar Bafna
DIRECTOR
Din: 01569163

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STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH'15

(Amount in Rs.)

Particulars	NOTE NO.	Amount As On 31st March'2015	Amount As On 31st March'2014
I. Sales		2,300,000	-
II. Other Income	O	10,633	4,394
III. Total Revenue (I +II)		2,310,633	4,394
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	P	2,560,636	-
Employee benefit expense	Q	36,000	125,806
Financial costs	R	10,281	1,500
Depreciation and amortization expense		-	6,056
Other expenses	S	365,986	2,275,240
Total Expenses		2,972,903	2,408,602
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(662,270)	(2,404,208)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	(662,270)	(2,404,208)
VIII. Extraordinary Items		-	-
IX. Profit before tax	(VII - VIII)	(662,270)	(2,404,208)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(1,858)	(248)
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		(660,412)	(2,403,960)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(660,412)	(2,403,960)
XVI. Earning per equity share:			
(1) Basic		(0.07)	(0.02)
(2) Diluted		(0.07)	(0.02)
SIGNIFICANT ACCOUNTING POLICIES	N		
NOTES TO ACCOUNTS	O		

M/S DHUVAPRAKASH & CO.
CHARTERED ACCOUNTANTS
FRN No. 117674W

(D. P. SHETTY)
Proprietor
Mem. No. 103534
Date - 29/05/2015
Place - Mumbai

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

Darshika Shah
Managing Director
Din: 07143261

Sureshkumar Bafna
Director
Din:01569163

UNISTAR MULTIMEDIA LIMITED

SCHEDULES TO BALANCE SHEET AS AT 31 ST MARCH , 2015

PARTICULARS	CURRENT YEAR AS AT 31.03.2015 RS.	PREVIOUS YEAR AS AT 31.03.2014 RS.																					
NOTE NO. A																							
SHAREHOLDERS FUND																							
SHARE CAPITAL :																							
A) AUTHORISED SHARE CAPITAL :																							
102,00,000 Equity Shares of Rs. 10 /- each (Previous Year 10200000 Equity Shares of Rs. 10 /- each	102,000,000	102,000,000																					
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)	100,007,000	100,007,000																					
Less : Calls in arrears	3,357,500	3,357,500																					
TOTAL	96,649,500	96,649,500																					
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">List of Shareholding more than 5%</th> <th style="text-align: center;">No.Shares</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td>MONARCH PROJECT & FINMARKETS LTD</td> <td style="text-align: center;">774262</td> <td style="text-align: center;">7.74</td> </tr> <tr> <td>SURESH BABULAL BAFNA</td> <td style="text-align: center;">541800</td> <td style="text-align: center;">5.42</td> </tr> </tbody> </table>			List of Shareholding more than 5%	No.Shares	%	MONARCH PROJECT & FINMARKETS LTD	774262	7.74	SURESH BABULAL BAFNA	541800	5.42												
List of Shareholding more than 5%	No.Shares	%																					
MONARCH PROJECT & FINMARKETS LTD	774262	7.74																					
SURESH BABULAL BAFNA	541800	5.42																					
Terms/rights attached to equity shares																							
The company has only one class of equity share having par value of Rs.10 per share. Each holder of the equity share is entitled to one vote per share. In the liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts.																							
The reconciliation of number of outstanding shares is mentioned below -																							
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">" As at March 31, 2015 "</th> <th style="text-align: center;">"As at March 31, 2014"</th> </tr> </thead> <tbody> <tr> <td>Equity Shares at beginning of the year</td> <td style="text-align: right;">10,000,700</td> <td style="text-align: right;">10,000,700</td> </tr> <tr> <td>Add - Subscription to MOA</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Add - Shares issued as Preferential Allotment</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Add - Shares issued in IPO during the year</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Less - Shares Forfeited or Shares Cancelled on Buyback</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Equity Shares at the end of the year</td> <td style="text-align: right;">10,000,700</td> <td style="text-align: right;">10,000,700</td> </tr> </tbody> </table>			Particulars	" As at March 31, 2015 "	"As at March 31, 2014"	Equity Shares at beginning of the year	10,000,700	10,000,700	Add - Subscription to MOA	-	-	Add - Shares issued as Preferential Allotment	-	-	Add - Shares issued in IPO during the year	-	-	Less - Shares Forfeited or Shares Cancelled on Buyback	-	-	Equity Shares at the end of the year	10,000,700	10,000,700
Particulars	" As at March 31, 2015 "	"As at March 31, 2014"																					
Equity Shares at beginning of the year	10,000,700	10,000,700																					
Add - Subscription to MOA	-	-																					
Add - Shares issued as Preferential Allotment	-	-																					
Add - Shares issued in IPO during the year	-	-																					
Less - Shares Forfeited or Shares Cancelled on Buyback	-	-																					
Equity Shares at the end of the year	10,000,700	10,000,700																					
NOTE NO.B																							
RESERVES & SURPLUS																							
Share Premium	350,000,000	350,000,000																					
Profit & Loss Account Debit Bal. B/F	(11,489,521)	(9,085,561)																					
Add : Current Year Profit & Loss	(660,412)	(2,403,960)																					
Fixed Assets w/off	(128,353)	-																					
	(12,278,286)	(11,489,521)																					
	337,721,714	338,510,479																					
NOTE NO. C																							
NON CURRENT LIABILITIES																							
Other long-term liabilities																							
Trade Deposits																							
Saral Vanijya Pvt Ltd.	1,411,025	1,411,025																					
Surman Securities Pvt Ltd	2,000,000	2,000,000																					
TOTAL	3,411,025	3,411,025																					
NOTE NO : D																							
Trade Payable	3	262,584																					
	-	262,584																					
NOTE NO : E																							
SHORT TERM PROVISIONS																							
Audit Fees Payable	52,955	52,545																					
Professional Tax Payable	375	2,275																					
Professional Fees payable	9,400	16,000																					
TDS Payable	1,362	-																					
	64,092	70,820																					

NOTE - F
FIXED ASSETS - TANGIBLE ASSETS

S. No	Name of Assets (all owned)	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
		Cost As	Additions	Assets	Total as	UP TO	FOR THE	TOTAL	W.D.V.	W.D.V.
		On 01.04.2014	During the year	W/off with Reserves	on 31.03.15	31.03.14	YEAR	AS ON 31.03.15	31.03.14	31.03.15
1	Film Equipment	238,520	-	51,161	187,359	187,359		187,359	51,161	-
2	Compter & Access.	336,917	-	-	336,917	336,917		336,917	-	-
3	Fax Machine	39,550	-	9,710	29,840	29,840		29,840	9,710	-
4	Furniture & Fixtures	151,666	-	62,332	89,334	89,334		89,334	62,332	-
5	Telephone Equipments	11,000	-	5,150	5,850	5,850		5,850	5,150	-
	TOTAL	777,653	-		649,300	649,300	-	649,300	128,353	-

PARTICULARS	CURRENT YEAR AS AT 31.03.2015 RS.	PREVIOUS YEAR AS AT 31.03.2014 RS.
NOTE NO.G - NON-CURRENT INVESTMENTS		
Investment in Unquoted Shares		
Equity Shares in Body Corporates		
Equity Shares in Body Corporates	400,000,000	400,000,000
Fixed Deposit with Federal Bank	67,611	57,538
Share Investment in Aroma Telecom Pvt. Ltd	100	100
	400,067,711	400,057,638
Equity Shares in Body Corporates		
Keemti Infotech Pvt. Ltd 5000000 equity shares of 40/- each	200,000,000	200,000,000
Saral Vanijya Pvt. Ltd. 5000000 equity shares of 40/- each	200,000,000	200,000,000
	400,000,000	400,000,000
NOTE NO. H		
Long term loans, advances & deposits (Unsecured but considered good)		
Trade Advances 2	31859999	25682404
	31,859,999	25,682,404
NOTE NO. I		
Other Non-Current Assets		
Deposits (BSES)	60,880	60,880
Telephone Deposits	3,000	3,000
Flat Deposit (Goregaon)	3,000,000	3,000,000
	3,063,880	3,063,880
NOTE NO. J		
INVENTORIES (As Taken , valued & certified by the Management)		
Serials in Process (At cost on value addition basis) 4	-	2,560,636
TOTAL	-	2,560,636
NOTE NO. K		
TRADE RECEIVABLES (Unsecured, considered good)		
Debts Outstanding For a Period Exceeding Six Months 1	-	4,580,000
Other Debts	-	-
TOTAL	-	4,580,000

UNISTAR MULTIMEDIA LIMITED

PARTICULARS	CURRENT YEAR AS AT 31.03.2015 RS.	PREVIOUS YEAR AS AT 31.03.2014 RS.
NOTE NO. L		
CASH & CASH EQUIVALENT		
Cash In Hand	29,171	13,281
Balance with Schedule Banks (In Current Account) :- HDFC Bank Ltd.	12,371	6,876
TOTAL	41,542	20,157
NOTE NO. O		
OTHER INCOME		
Interest Received on Income tax Refund	560	630
Interest on FDR	10,073	3,764
	10,633	4,394
NOTE NO. P		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock	2,560,636	2,560,636
Closing Stock	-	2,560,636
	2,560,636	-
NOTE NO. Q		
EMPLOYEES BENEFIT COST		
Salary Paid	36,000	125,806
	36,000	125,806
NOTE NO. R		
FINANCE COST		
Bank Charges	10,281	1,500
	10,281	1,500
NOTE NO. S		
OTHER EXPENSES		
Audit Fees	28,500	16,854
Sundry Expenses	-	13,940
Advertisement Expenses	52,420	64,754
Printing & Stationery	9,352	29,549
Share Conectivity & Demate Charges	152,313	141,567
Listing Fees	112,360	1,950,712
Professional Fees	8,500	47,613
Postage & Courier Charges	2,541	10,251
	365,986	2,275,240

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PARTICULARS	CURRENT YEAR AS AT 31.03.2015 RS.	PREVIOUS YEAR AS AT 31.03.2014 RS.
NOTE NO. 1		
TRADE RECEIVABLES		
(Unsecured , but considered good)		
Debts Outstanding For a Period Exceeding Six Months		
Cee (I) TV Entertainment Ltd	-	4,580,000
Total :	<u>-</u>	<u>4,580,000</u>
NOTE NO. 2		
CURRENT ASSETS		
<u>Trade Advances</u>		
(Unsecured but considered good)		
Unistar Emerlad Combines	-	271,016
Horizon Reality Pvt Ltd	50,000,000	50,000,000
S.M.International	-	726,209
Ramesh Jain	70,000	70,000
A.M.Movies Limited	-	4,036,500
Mannat Builders	500,000	500,000
Clio Infotech Ltd	(23,710,001)	(34,930,001)
Poornima Kothari	5,000,000	5,000,000
	<u>31,859,999</u>	<u>25,673,724</u>
<u>TDS Receivable</u>		
TDS Receivable (13-14)	-	8,680
	-	-
	-	8,680
Total :	<u>31,859,999</u>	<u>25,682,404</u>
NOTE NO. 3		
CURRENT LIABILITIES		
<u>TRADE PAYABLE</u>		
Mumbai Branch Adjustment	262,584	262,584
Total :	<u>262,584</u>	<u>262,584</u>
NOTE NO. 4		
<u>TRADE DEPOSITS</u>		
SURMAN SECURITIES PVT LTD	2,000,000	
	<u>2,000,000</u>	<u>-</u>
NOTE NO. 4		
INVENTORIES		
<u>INCREASE/(DECREASE) IN STOCK</u>		
<u>STOCK AT COMMENCEMENT</u>		
T.V. Serials in Process	-	2,560,636
<u>STOCK AT CLOSE</u>		
T.V.Serials in Process	-	2,560,636
	<u>-</u>	<u>2,560,636</u>

UNISTAR MULTIMEDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2015

	2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	(662,270)	(2,404,208)
Adjustment For :		
Depreciation	-	6,056
Provision for FBT/Income Relating to Prev. Years	-	-
Misc. Expenses Written off : Share Issue Exp	-	-
Operating Profit Before Working Capital Changes	(662,270)	(2,398,152)
Adjustment For:		
Trade and other receivables	4,580,000	-
Inventories	2,560,636	-
Trade Payable & othe liability	(269,312)	1,860,725
Loans & Advances	(6,177,595)	39,516,570
Cash Generated From Operations	31,458	38,979,143
Cash Flow From Operating Activities	31,458	38,979,143
B . CASH FLOW FROM INVESTING ACTIVITIES		
Sales of Fixed Assets / Investments	-	-
Sale/Purchase of Investments (Interest On Investment)	(10,073)	(3,764)
Purchase of Fixed Assets	-	-
NET CASH FLOW IN INVESTING ACTIVITIES	(10,073)	(3,764)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings (Net)	-	(39,000,000)
Proceeds from Share Capital	-	-
Net Cash Flow In Financing Activities	-	(39,000,000)
Net Increase In Cash and Cash Equivalents(A+B+C)	21,385	(24,621)
Cash and Cash equivalents Opening	20,157	44,778
Cash and cash equivalents Closing	41,542	20,157

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

Darshika Shah
Managing Director
Din: 07143261

Sureshkumar Bafna
Director
Din:01569163

AUDITOR'S REPORT ON CASH FLOW STATEMENT

We have examined the above Cash Flow Statement of M/s. UNISTAR MULTIMEDIA LTD derived from audited financial statements and the books and records maintained by the company for the period ended 31st March 2015 and found the same in agreement therewith.

As per our attached report of even date
M/S DHRUVAPRAKASH & CO.
CHARTERED ACCOUNTANTS
FRN No. 117674W

(D. P. SHETTY)
Proprietor
Mem. No. 103534

Place:Mumbai
Date -29th May 2015

**Schedule M -
Significant Accounting Policies & Notes to Accounts :-**

A. SIGNIFICANT ACCOUNTING POLICIES -

1. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires estimates and assumptions to be made, that affects the reported amounts of assets and liabilities on the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets

Fixed Assets are capitalized at cost less accumulated depreciation inclusive of purchase price, duties and other non refundable taxes, direct attributable cost of bringing asset to its working condition and financing cost till commercial production. Projects, if any, under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

4. Depreciation / Amortization

Depreciation on fixed assets is provided on Straight-Line Method Value (SLM) at the rates and in the manner prescribed under Part C of Schedule II of the Companies Act 2013.

5. Inventories

The inventories are stated at lower of cost and net realizable value, after providing for obsolescence, if any. Cost of Inventories comprises of all cost of purchase, cost of conversion and other cost incurred in bringing inventory to the present location and condition and valuation is inclusive of taxes and duties incurred on same.

6. Revenue Recognition

Revenue from sales transactions is recognized on transfer of significant risk and rewards of ownership, which generally is on the dispatch of goods. Revenue from services is recognized upon rendering of services. Dividend is recognized when the right to receive the payment is established and Interest Income is recognized on accrual basis, if any.

7. Investment

Investments are classified as Current & Non Current Investments. Current Investments are carried at lower of cost or Market / Fair Value determined on an individual investment basis. Non-Current investments are valued at cost.

8. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss A/c.

9. Taxation

Tax expenses for the Period comprise of current tax and deferred tax. Current tax is measured as amount of tax payable in respect of taxable income for current Period as per Income Tax Act 1961 after considering tax allowances and exemptions, if any. Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that originate in one Period and are capable of reversal in one or more subsequent Period.

In view of Loss incurred no provision was made for current Period's taxation.

10. Leases

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

UNISTAR MULTIMEDIA LIMITED

11. Impairment of Assets

An asset is impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss in the Period in which an asset is identified as Impaired. As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss".

12. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax/(loss) which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

13. Related Party Transactions

As per accounting standard 18 (AS-18) Related party disclosures, notified in the companies (Accounting Standards) Rules 2006, the disclosure of transactions with the related parties defined in AS-18 are given below;

1. Key Managerial Personnel (KMP's) -
 - a) Mr. Suresh B. Bafna
 - b) Mrs. Darshika S. Shah
 - c) Mr. Shailen R. Shah (Resigned on 30/03/2015)

2. Relatives of Key Management Personnel -

Name of the Party	Nature of Relation
-----NIL-----	

3. Parties where control exists
-----NIL-----

4. Nature of Transactions

Name of the Party	Amount	Relation	Nature of Transaction
-	-	-	-

14. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for, by way of note for -

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

FOR DHRUVAPRAKASH & CO.
Chartered Accountants
FRN No. 117674W

FOR UNISTAR MULTIMEDIA LIMITED

D. P. Shetty
Proprietor
Mem. No. 103534
Date - 29/05/2015
Place -Mumbai

Darshika Shailen
Managing Director
DIN: 07143261

Sureshkumar Bafna
Director
DIN: 01569163

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) _____

Registered Address _____

E-mail Id _____ Folio No /Client ID _____ DP ID _____

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

ame : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

ame : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

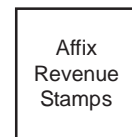
as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting of the company, to be held on the 30th day of September at 3.00 p.m. at 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai: 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2015		
2.	To appoint M/s. Dhruvaprakash & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	To appoint a Director in place of Mr. Sureshkumar Babulal Bafna who retires by rotation and being eligible offers himself for reappointment.		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 20____



Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

UNISTAR MULTIMEDIA LIMITED

ATTENDANCE SLIP

Regd. office: 901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai: 400063.

(Please complete this attendance slip and hand it over at the entrance of the hall)

I hereby record my presence at the Annual General Meeting of the Company on 30th September, 2015.

Full Name of the Shareholder in Block Letters:

Folio No.: _____

No. of Shares held: _____

Name of Proxy (if any):

(In Block Letters)

Member's Signature

Signature of Proxy

*Strike out whichever is not applicable.

Book - Post

To

UNISTAR MULTIMEDIA LIMITED

901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E), Mumbai : 400063.