

UNISTAR MULTIMEDIA LIMITED



23rd
ANNUAL REPORT
2013-2014

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UNISTAR MULTIMEDIA LIMITED

BOARD OF DIRECTORS	:	MR. SURESH BAFNA MR. SHALLEN SHAH MR. DEVENDRA SANGHVI MR. SUMEETKUMAR HARAN MR. DEEPAK. M. DOSHI
AUDITORS	:	M/s. Dhruprakash & Co. Chartered Accountants Mumbai
BANKERS	:	HDFC Bank Federal Bank
REGISTERED OFFICE	:	901-902, Atlanta Center, Opp. Udyog Bhavan, Sonawala Lane, Goregaon (E), Mumbai : 400063.

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

NOTICE

NOTICE is hereby given that the 23rd 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, 2014 at 3.00 pm. for transacting the following business: -

- 1) To receive, consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2014 and the Balance Sheet as at that date together with the Directors report thereon.
- 2) To Appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
- 3) To appoint a director in place of Mr. Shailen Shah who retired by rotation and being eligible himself for reappointment
- 4) To appoint a director in place of Mr. Suresh Bafna who retired by rotation and being eligible himself for reappointment
- 5) To appoint Mr. Deepak Doshi as an Independent 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Deepak Doshi (DIN: 00677220) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

- 6) To appoint Mr.Devendra Sanghvi as an Independent 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.Devendra Sanghvi (DIN: 02251590) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

- 7) To appoint Mr.Sumeeth Kumar Haran as an Independent 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.Sumeeth Kumar Haran (DIN: 02704617) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

8) 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 August, 2014
- (c) 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., "Unistarmultimedia Limited - 23nd 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.nsd.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 Unistarmultimedia 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.nsd.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 22nd September, 2014 (9.00 am) and ends on 24th September, 2014 (6.00 pm). During this period, members holding shares either in physical form or in dematerialized form, as on 29th August, 2014, 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 10.00 am to 12.00 noon on all working days up to and including the date of the AGM.
- 9) 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.

(DIRECTOR)
DATE: 02 Sept.2014
PLACE: Mumbai

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A proxy form to the effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting.
2. Members / proxies should bring the attendance slip, duly filled in for attending the meetings.
3. Members / proxies attending the meeting should bring their copy of the annual report for reference at the meeting.
4. The register of members and the transfer books of the company will be closed on 25/09/14 to 30/09/14
5. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:

Item No 5 to 7:

Shri Deepak Doshi, Shri Devendra Sanghavi and Shri Sumeeth Kumar Haran are Non-Executive Independent Director of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all the Independent Directors eligible and offering themselves for appointment, is proposed to be appointed as an Independent Director for five consecutive years. The independent Directors appointed herein shall not be liable for retirement by rotation. In the opinion of the Board, all the Independent Directors fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

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 their own appointment, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise

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

DIRECTOR'S REPORT

To,
Dear Shareholders,

Your directors have pleasure in presenting the 23rd Annual Report of the Company along with Audited Financial Results for the year ended 31st March 2014

1.FINANCIAL HIGHLIGHTS -

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

Amount In Rupees	For the Year ended 31st March 2014	For the Year ended 31st March 2013
Turnover	NIL	NIL
Other Income	4,349	90,313
Profit /Loss Before Tax	(24,04,208)	(2,22,847)
Profit /Loss After Tax	(24,03,960)	(2,22,296)
Appropriation out of Profit	NIL	NIL
Proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
Transfer to Special Reserve	NIL	NIL
Balance carried to Balance sheet	(24,03,960)	(2,22,296)

2. CORPORATE GOVERNANCE

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

3. DIVIDEND

In view of Loss in business, directors do not recommend any dividend during the year under review.

4. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Separate Management's Discussion & Analysis Report, which is enclosed, forms part of this report. being eligible offer themselves for reappointment.

5. DIRECTORS

In accordance with the provision of the Companies Act, 1956 and Companies 2013 the Articles of Association of the Company, Directors who retired by rotation at this Annual General Meeting being eligible offer themselves for reappointment.

6. AUDITORS

M/s. Dhruvaprakash & Co., Chartered Accountants were appointed as Statutory Auditor of the Company to hold office till the conclusion of this AGM & are recommended for re-appointment till next AGM.

7. DIRECTORS RESPONSIBILITY STATEMENT

Directors State: -

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

- 1) In the preparation of the annual accounts for the year ended March 31, 2014, the applicable Accounting Standards have been followed and proper explanations were provided for material departures.
- 2) The Directors have selected such accounting policies and applied them consistently and 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 the end of the financial year and of the profit and loss of the Company for that period.

- 3) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors had prepared the annual accounts for the financial year ended March 31, 2014, on a going concern basis.

8. PUBLIC DEPOSIT

During the year 2013-14 the company has not accepted or invited any deposits from the public.

9. PARTICULARS OF EMPLOYEES

Your Directors' would like to place on record their deep appreciation of all employees for dedicated and sincere services rendered by them.

The Statement of employees required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 1975 is not annexed, as there is no employee drawing salary exceeding the present limits as provided under the Act i.e. drawing monthly remuneration exceeding Five Lakh Rupees and annual remuneration exceeding Sixty Lakh Rupees.

10. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

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

11. ACKNOWLEDGEMENTS

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

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

Sd/-
**SHRI SHAILEN SHAH
(DIRECTOR)**

PLACE : MUMBAI
DATE : 02/09/2014

MANAGEMENT DISCUSSION AND 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.

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.

Performance of our Company

During the year under review, no major activity was carried out and company earned interest income of Rs.4394/- which was lower than last year. However due to lower Operational and Other Administrative Expenses Company could restrict net loss to Rs. 24,03,960/- as compared to net loss of Rs.2,22,296/- 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.

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

Sd/-
(DIRECTOR)

PLACE : Mumbai
DATE : 02/09/2014

REPORT ON CORPORATE GOVERNANCE

A) 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.

B) Board of Directors

Present Board Strength Comprises of 5 Directors, out of which 1 is Managing Director and all others are Non-Executive Directors (NED). Chairman of the Company is an Non-Executive Director and 3 out of 4 NED are Independent Directors (ID).

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

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

Name of Director	Attendance at Last AGM	No. of Board Meetings Held	No. of Board Meetings Attended	Category of Director	Other Director-ships
Mr.Shailen Shah	Yes	6	6	MD	2
Mr.Suresh Bafna	Yes	6	6	CNED	3
Mr.Deepak M. Doshi	Yes	6	6	NED/ID	4
Mr.Sumeeth Kumar Haran	Yes	6	6	NED/ID	1
Mr.Devendra Sanghvi	Yes	6	6	NED/ID	0

MD - Managing Director

CNED - Chairman & Non Executive Director

NED - Non Executive Director

ID - Independent Director

C) **Committees of Board**

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

1) **Audit Committee**

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

Mr. Deepak M. Doshi

Mr. Sumeeth Haran

Mr. Suresh Bafna

Chairman

Member

Member

2) Remuneration Committee

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

3) Investors Grievance Committee

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

Company has 2248 investors. During the year, Company received NIL complaints and none of the Complaints are pending. No Shares are pending for Transfer as on the year end date.

D) General Body Meetings

Information of last 3 Annual General Meetings held is as under -

Financial Year	Date	Time	Venue
2012-2013	28th Sept.,2013	11.00 a.m	901-902, Atlanta Center, Opp.Udhyog bhavan Sonawala Lane, Goregaon (E), Mumbai 400063
2011-2012	29th Sept.,2012	10.00 a.m	901-902, Atlanta Center, Opp.Udhyog bhavan Sonawala Lane, Goregaon (E), Mumbai 400063
2010-2011	29th Sept.,2011	11.00 a.m	W-II-8, Damodar Nagar, Kanpur : 208001

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

E) Disclosures

- i) There are no significant Related Party Transactions during the year.
- ii) Shares of the Company are re-listed by the The Stock Exchange, Mumbai after due compliance with the Listing Agreement.
- iii) Whistle Blower Policy: The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company has adopted the formal Whistle Blower Policy which is place on the website of the company www.unistarmultimedia.com
- iv) 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 Chartered Accountant 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.

F) 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. Quarterly 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.

Management Discussion and Analysis Report forms part of this report.

G) General Shareholder Information**1) 23rd Annual General Meeting**

Date Time & Venue	30th September, 2014 at 10.00 a.m. at 901/902, Atlanta Centre Sonavala Lane Goregaon (E) Mumbai - 400063
Financial Year	2013 - 14
Date of Book Closure	25th September, 2014 to 30th September, 2014
Stock Exchange	BSE Ltd.
Stock Code Symbol	532035 / Unistar

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

2) Tentative Financial Calendar for the Year

Unaudited result for 2nd Quarter	31st Oct, 2014
Unaudited result for 3rd Quarter	31st Jan 2015
Unaudited result for 4th Quarter	30th April 2015
Audited Result for 2014-15	30th May 2015

3) Book Closure Date

25th Sept.'2014 - 30th Sept.'14

4) Dividend Payment Date

Not Applicable.

5) Listing on Stock Exchanges and Stock Code

The Stock Exchange, Mumbai 532035
The Stock Exchange Ahmedabad 11953

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

7) Share Transfer System

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

8) Distribution of Shareholding

Shareholding (Range)	No. of members	%	No. of shares	%
Less than 500	1290	57.38	333785	3.34
500 - 1000	432	19.21	379262	3.79
1001 - 2000	225	10.09	363261	3.63
2001 - 3000	87	3.87	228452	2.28
3001 - 4000	43	1.91	156200	1.56
4001 - 5000	33	1.47	155889	1.56
5001 -10000	65	2.89	467907	4.67
10001 & above	73	3.25	7915944	79.15
Total	2248	100.00	10000700	100.00

9) Dematerialization of Shares and Liquidity

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

The shares of your Company are relisted & traded in B2 group at the Stock Exchange, Mumbai.

- 10) Outstanding GDR/ADR/Warrants or any Convertible instruments, Conversion Date and likely impact on equity Nil.
- 11) Plant Locations N. A.

12) Address for Correspondence**UNISTAR MULTIMEDIA LIMITED**

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

CEO & CFO CERTIFICATION

**To,
The Board of Directors
Unistar Multimedia Limited
Mumbai.**

Re-Financial Statements for the year 2013-14 - Certification

I Mr. Shailen R. Shah, M.D. on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31.03.2014 and to the best of my knowledge and belief, thereby certify that These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading. 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.

There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31.03.2014 which is fraudulent, illegal or volatile of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting, We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.

I further certify that:

- (a) There have been no significant changes in the internal control over financial reporting during this year.
- (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the noted to the financial statements.
- (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

FOR UNISTAR MULTIMEDIA LIMITED

Sd/-
(Mr. Shailen R. Shah)
M. D

Place: Mumbai
Date: 02/09/2014

Auditors Certificate on Compliance of conditions of corporate governance as per clause 49 of the Listing Agreement with the Stock Exchanges.

To,
Members of Unistar Multimedia Limited

We have examined the compliance of conditions of corporate governance by Unistar Multimedia Limited ("the Company") for the year ended 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges, with the relevant records and documents maintained by the Company and the Report on Corporate Governance as approved by the Board of Directors.

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

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

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

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

For DHRUVAPRAKASH & CO.
Chartered Accountants

Sd/-

(D.P.SHETTY)
(PROPRIETOR)

Place -Mumbai
Date - 02/09/2014

AUDITOR'S REPORT
Independent Auditor's 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, 2014, 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 Management is responsible for the preparation 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have 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 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

Date : 29th May 2014
Place : Mumbai

FOR DRUPRAKASH & CO.
Chartered Accountants
D.P.SHETTY
PROPRIETOR (Mem No.103534)

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2014

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date -

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.
- c) In our opinion, the Company has not disposed of a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its inventories:

- a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.

3. Company has not taken/granted any loans, secured or unsecured, from/to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

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. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.

5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:

- (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts / arrangements that need to be entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5,00,000.

6. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.

7. Although, the company did not have a formal internal audit system during the previous year, in our opinion, its internal control procedures involved reasonable internal checking of its financial and business transaction.

8. According to information and explanation given to us, provisions of cost records to be maintained pursuant to the Companies (Cost Accounting Records) Rules, 2011 as prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 are not applicable to the Company.

9. In respect of statutory dues:

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax,

Customs Duty, Excise Duty, Cess, and other material statutory dues have been generally 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, 2014 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, 2014 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
-	-	-	-	-	-

10. The Company has accumulated losses at the end of the financial year but are not more than 50% of networth. The Company has incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, Company has not raised any funds from financial institutions, banks and debenture holders so the question of default in their repayment is not applicable.
12. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. The Company has maintain proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries. According to the information provided to us, all shares, securities, and other investments have been held by the Company in its own name.
15. 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.
16. The Company has not raised any term loans during the year so question of application of same is not applicable.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been used for long-term investment during the year.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, the Company has not issued any secured debentures.
20. The Company has not raised any capital by way of public issues during the year
21. 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 year.

FOR DRUPRAKASH & CO.
Chartered Accountants

D.P.SHETTY
PROPRIETOR
Mem. No. 103534

Date : 29th May 2014
Place : Mumbai

UNISTAR MULTIMEDIA LTD.
BALANCE SHEET AS AT 31ST MARCH' 2014

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2014	AMOUNT AS ON 31ST MARCH'2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	96,649,500	96,649,500
(b) Reserves and Surplus	B	338,510,480	340,914,439
(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	1,411,025	1,411,025
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	D	-	39,000,000
(b) Trade payables	E	262,584	262,584
(c) Other current liabilities	F	2,000,000	-
(d) Short-term provisions	G	70,820	210,095
Total		<u>438,904,408</u>	<u>478,447,643</u>
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	H	128,353	134,409
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	I	400,057,638	400,053,874
(c) Deferred tax assets (net)		2,811,340	2,811,092
(d) Long term loans, advances & deposits	J	28,746,284	68,262,854
(e) Other non-current assets (Misc.Exp.O/s.)		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	K	2,560,636	2,560,636
(c) Trade receivables	L	4,580,000	4,580,000
(d) Cash and cash equivalents	M	20,157	44,777
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
Total		<u>438,904,408</u>	<u>478,447,643</u>
SIGNIFICANT ACCOUNTING POLICIES	N	(0)	0
NOTES TO ACCOUNTS	O		
M/S DHURUVAPRAKASH & CO.	FOR & ON BEHALF OF THE BOARD OF DIRECTORS		
CHARTERED ACCOUNTANTS	FOR UNISTAR MULTIMEDIA LIMITED		
(D. P. SHETTY)		DIRECTOR	DIRECTOR
PROPRIETOR			
Date -29, May 2014			
Place - Mumbai			

UNISTAR MULTIMEDIA LIMITED
STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH'14

Particulars	Note No.	Amount As On 31st March'2014	(Amount in Rs.) Amount As On 31st March'2013
I. Revenue from operations		-	-
II. Other Income	P	4,394	90,313
III. Total Revenue (I +II)		4,394	90,313
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	Q	125,806	72,000
Financial costs	R	1,500	-
Depreciation and amortization expense		6,056	6,056
Other expenses	S	2,275,240	235,104
Total Expenses		2,408,602	313,160
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(2,404,208)	(222,847)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(2,404,208)	(222,847)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(2,404,208)	(222,847)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(248)	(551)
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	(2,403,960)	(222,296)
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)		(2,403,960)	(222,296)
XVI. Earning per equity share:			
(1) Basic		(0.240)	(0.002)
(2) Diluted		(0.240)	(0.002)
SIGNIFICANT ACCOUNTING POLICIES	M		
NOTES TO ACCOUNTS	N		
M/S DHRUVAPRAKASH & CO. CHARTERED ACCOUNTANTS		FOR & ON BEHALF OF THE BOARD OF DIRECTORS FOR UNISTAR MULTIMEDIA LIMITED	
(D. P. SHETTY) PROPRIETOR		DIRECTOR	DIRECTOR
Date - 29, May 2014			
Place - Mumbai			

SCHEDULES TO BALANCE SHEET AS AT 31 ST MARCH , 2014

PARTICULARS	CURRENT YEAR AS AT 31.03.2014 RS.	CURRENT YEAR AS AT 31.03.2013 RS.
NOTE NO.A		
SHAREHOLDERS FUND		
SHARE CAPITAL :		
A) AUTHORISED SHARE CAPITAL :		
102,00,000 Equity Shares of Rs. 10 /- each	102,000,000	102,000,000
(Previous Year 10200000 Equity Shares of Rs. 10 /- each		
ISSUED, SUBSCRIBED , CALLED & PAID UP CAPITAL :		
10000700 Equity Shares of Rs 10 /- each, Fully called up	100,007,000	100,007,000
(Previous Year 10000700 Equity Shares Of Rs.10/- each)		
Less : Calls in arrears	3,357,500	3,357,500
TOTAL	96,649,500	96,649,500
List of Shareholding more than 5%	No.Shares	%
MONARCH PROJECT & FINMARKETS LTD	774262	7.74
SURESH BABULAL BAFNA	541800	5.42
Reconciliation of no. of shares outstanding at the beginning and at the end of the year		
Number of Equity Shares at beginging of the Year	10,000,700	10,000,700
Add - Subscribed on Incorporation	-	-
Add - Right Issue	-	-
Add - Bonus Issue	-	-
Less - Buy Back	-	-
Number of 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	(9,085,561)	(8,863,265)
Add : Current Year Profit & Loss	(2,403,960)	(222,296)
	(11,489,520)	(9,085,561)
	338,510,480	340,914,439
NOTE NO.C		
NON CURRENT LIABILITIES		
Other long-term liabilities		
Trade Deposits		
Saral Vanijjya Pvt Ltd.	1,411,025	1,411,025
TOTAL	1,411,025	1,411,025
NOTE NO.D		
Short-term borrowings		
Aroma Telecom Pvt. Ltd	-	39,000,000
	-	39,000,000

23RD ANNUAL REPORT 2013-2014

PARTICULARS		CURRENT YEAR AS AT 31.03.2014 RS.	CURRENT YEAR AS AT 31.03.2013 RS.
NOTE NO : E			
CURRENT LIABILITIES			
Trade Payable	3	262,584	262,584
		262,584	262,584
NOTE NO : F			
Other current liabilities			
Trade Deposits	4	2,000,000	-
NOTE NO : G			
SHORT TERM PROVISIONS			
Audit Fees Payable		52,545	52,545
Listing Fees Payable		-	147,050
Professional Tax Payable		2,275	
Professional Fees payable		16,000	10,500
		70,820	210,095

NOTE NO : H FIXED ASSETS.

S. No	Name of Assets (all owned)	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
		Cost As On 01.04.2013	Additions During the year	Total as on 31.03.14	UP TO 31.03.13	FOR THE YEAR	TOTAL AS ON 31.03.14	W.D.V. 31.03.13	W.D.V 31.03.14
1	Film Equipment	238,520	-	238,520	183,143	4,216	187,359	55,377	51,161
2	Compter & Access.	336,917	-	336,917	336,917	-	336,917	-	-
3	Fax Machine	39,550	-	39,550	29,596	244	29,840	9,954	9,710
4	Furniture & Fixtures	151,666	-	151,666	87,871	1,463	89,334	63,795	62,332
5	Telephone Equipments	11,000	-	11,000	5,717	133	5,850	5,283	5,150
	TOTAL	777,653	-	777,653	643,244	6,056	649,300	134,409	128,353

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PARTICULARS	CURRENT YEAR AS AT 31.03.2014 RS.	CURRENT YEAR AS AT 31.03.2013 RS.
NOTE NO.I		
NON-CURRENT ASSETS		
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	57,538	53,774
Share Investment in Aroma Telecom Pvt. Ltd	100	100
	400,057,638	400,053,874
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.J		
Long term loans, advances & deposits (Unsecured but considered good)		
Deposits (BSES)	60,880	60,880
Telephone Deposits	3,000	3,000
Flat Deposit (Goregaon)	3,000,000	3,000,000
Trade Advances 2	25682404	65198974
	28,746,284	68,262,854
NOTE NO.K		
INVENTORIES		
(As Taken , valued & certified by the Management)		
Serials in Process (At cost on value addition basis) 4	2,560,636	2,560,636
	2,560,636	2,560,636
NOTE NO.L		
TRADE RECEIVABLES		
(Unsecured , considered good)		
Debts Outstanding For a Period Exceeding Six Months 1	4,580,000	4,580,000
Other Debts	-	-
TOTAL	4,580,000	4,580,000
NOTE NO.M		
CASH & CASH EQUIVALENT		
Cash In Hand	13,281	11,031
Balance with Schedule Banks (In Current Account) :-		
HDFC Bank Ltd.	6,876	32,693
Federal Bank Limited	-	1,053
TOTAL	20,157	44,777
NOTE NO.P		
OTHER INCOME		
Interest Received on Income tax Refund	630	86,795
Interest on FDR	3,764	3,518
	4,394	90,313

23RD ANNUAL REPORT 2013-2014

PARTICULARS	CURRENT YEAR AS AT 31.03.2014 RS.	CURRENT YEAR AS AT 31.03.2013 RS.
NOTE NO.Q		
EMPLOYEES BENEFIT COST		
Salary Paid	125,806	72,000
	125,806	72,000
NOTE NO.R		
FINANCE COST		
Bank Charges	1,500	
	1,500	-
NOTE NO.S		
Audit Fees	16,854	16,854
Sundry Expenses	13,940	-
Advertisement Expenses	64,754	14,784
Printing & Stationery	29,549	9,451
ROC Expenses	-	15,500
Share Conectivity & Demate Charges	141,567	75,897
Listing Fees	1,950,712	44,944
Professional Fees	47,613	47,000
Postage & Courier Charges	10,251	-
Software Maintance Charges		10,674
	2,275,240	235,104

23RD ANNUAL REPORT 2013-2014

PARTICULARS	CURRENT YEAR AS AT 31.03.2014 RS.	CURRENT YEAR AS AT 31.03.2013 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	4,580,000
Total :	4,580,000	4,580,000
NOTE NO.2		
CURRENT ASSETS		
Trade Advances (Unsecured but considered good)		
Unistar Emerlad Combines	271,016	271,016
Horizon Reality Pvt Ltd	50,000,000	50,000,000
S.M.International	726,209	726,209
Ramesh Jain	70,000	70,000
A.M.Movies Limited	4,036,500	4,036,500
Mannat Builders	500,000	500,000
Clio Infotech Ltd	(34,930,001)	4,574,999
Poornima Kothari	5,000,000	5,000,000
	25,673,724	65,178,724
TDS Receivable		
TDS Receivable (13-14)	8,680	8,680
TDS Receivable (12-13)	-	11,570
	8,680	20,250
Total :	25,682,404	65,198,974
NOTE NO.3 (Current Liabilities)		
TRADE PAYABLE		
Mumbai Branch Adjustment	262,584	262,584
Total :	262,584	262,584
NOTE NO.4		
TRADE DEPOSITS		
SURMAN SECURITIES PVT LTD	2,000,000	
	2,000,000	-
NOTE NO.5 (Inventories)		
INCREASE/(DECREASE) IN STOCK		
STOCK AT COMMENCEMENT		
T.V. Serials in Process	2,560,636	2,560,636
STOCK AT CLOSE		
T.V.Serials in Process	2,560,636	2,560,636
	2,560,636	2,560,636
INCREASE / (DECREASE) IN STOCK		
FOR UNISTAR MULTIMEDIA LIMITED		
	Sd/- DIRECTOR	Sd/- DIRECTOR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2014

	2013-14	2012-13
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	(2,404,208)	(222,847)
Adjustment For :		
Depreciation	6,056	6,056
Provision for FBT/Income Relating to Prev. Years	-	-
Misc. Expenses Written off : Share Issue Exp	-	-
Operating Profit Before Working Capital Changes	(2,398,152)	(216,791)
Adjustment For:		
Trade and other receivables	-	-
Inventories	-	-
Trade Payable & othe liability	1,860,725	(5,500)
Loans & Advances	39,516,570	(38,912,621)
Cash Generated From Operations	38,979,143	(39,134,912)
Cash Flow From Operating Activities	38,979,143	(39,134,912)
B . CASH FLOW FROM INVESTING ACTIVITIES		
Sales of Fixed Assets / Investments	-	-
Sale/Purchase of Investments (Interest On Investment)	(3,764)	(3,518)
Purchase of Fixed Assets		
NET CASH FLOW IN INVESTING ACTIVITIES	(3,764)	(3,518)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings (Nett)	(39,000,000)	39,000,000
Proceeds from Share Capital	-	-
Net Cash Flow In Financing Activities	(39,000,000)	39,000,000
Net Increase In Cash and Cash Equivalents(A+B+C)	(24,621)	(138,430)
Cash and Cash equivalents Opening	44,777	183,207
Cash and cash equivalents Closing	20,156	44,777

**M/S DHRUVAPRAKASH & CO.
CHARTERED ACCOUNTANTS**

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

**Sd/-
(D. P. SHETTY)
PARTNER
DATE -29, May 2014
PLACE : MUMBAI**

**Sd/-
DIRECTOR**

**Sd/-
DIRECTOR**

SCHEDULE N -

Significant Accounting Policies & Notes to Accounts -

A. SIGNIFICANT ACCOUNTING POLICIES -**1. Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under Historical Cost conventions and on accrual basis in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956, as adopted consistently by the Company.

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, if any.

Projects, if any, under which assets are not ready for their intended use are shown as Capital Work-in-Progress. However no project was undertaken during the year under review.

4. Depreciation / Amortization

Depreciation on fixed assets is provided on Straight Line Method (SLM) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

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 interest is recognized on accrual basis.

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. However no Investment was made by the Company during the year.

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 year comprise of current tax and deferred tax. Current tax is measured as amount of tax payable in respect of taxable income for current year 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 year and are capable of reversal in one or more subsequent year.

Company has incurred Loss during the year so no provision is made for Income Tax. Deffered Tax liability is created on account of timing difference on Depreciation as per Companies Act and Income Tax Act.

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.

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 year 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. Foreign Exchange Transactions

i) Company has not made any transaction in foreign currency.

13. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax 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.

14. Retirement Benefits

According to management, since the number of employees are less than mandatory limit, Company has not yet applied for registration under Provident Fund Act or ESIC Act.

15. 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 DRUPRKASH & CO.
CHARTERED ACCOUNTANTS**

Sd/-

**D.P.SHETTY
PROPRIETOR**

FOR UNISTAR MULTIMEDIA LIMITED

Sd/-

DIRECTOR

Sd/-

DIRECTOR

O. NOTES TO ACCOUNTS -

1. Figures have been rounded off to the nearest rupee, wherever required.
2. Accounting standards as prescribed have been followed & reported wherever applicable.
3. In the Opinion of the Board the current assets, loans and advances will fetch the amounts stated, if realized in the ordinary course of business.
4. a) According to management, Company has not given any guarantee on behalf of the Directors or other officers.
5. The Company has not received information from vendors/suppliers regarding their status under the " Micro , Small & Medium Enterprises Act, 2006" and hence disclosure relating to amount unpaid for the period end together with interest paid or payable under this Act has not been given.
6. According to management, No litigations are filed against or pending against the Company. Company does not have any present obligation arising out of any past event. Hence no provision arises or is made for contingent liabilities.
7. Previous Year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with the current year figures.
8. Foreign Currency Transactions -

Particulars	Amount
NIL	NIL
9. Earning Per Share (on Face Value of Rs.10/- each)	
In determining the Earnings Per share, the company considers the net profit after tax 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.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Basic Earning Per Share - (0.240)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (2403960)/ 10000700 = (Rs.0.240)

Diluted Earning Per Share - (0.240)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (2403960)/ 10000700 = (Rs.0.240)
 Diluted EPS is similar to Basic EPS as there are no potential equity share as on date.

FOR DRUPRAKASH & CO.
CHARTERED ACCOUNTANTS

FOR UNISTAR MULTIMEDIA LIMITED

Sd/-
(D.P.SHETTY)
PROPRIETOR

Sd/-
DIRECTOR

Sd/-
DIRECTOR

Date - 29th May 2014
 Place -MUMBAI

UNISTAR MULTIMEDIA LIMITED

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

ATTENDANCE SLIP

23rd Annual General Meeting at Regd. Office : 901-902, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Lane, Goregaon (E) , Mumbai : 400063.

Name _____ No. of Shares held _____

Ledger Folio No _____ Signature _____

Only Members/Proxies are allowed to attend the meeting.

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

UNISTAR MULTIMEDIA LIMITED

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

PROXY FORM

I/We _____

_____ of _____ being a member / members of the above named company hereby
appoint _____ of _____ or failing him / her _____ of
_____ as my / our proxy to vote for me / us and on my / our behalf at the **23rd**

Annual General Meeting of the company to be held on 30th Sept. 2014 at 03.00. pm. at the Registered Office of the
company.

AS WITNESS my / our hand / hands this _____ day of _____ 2014.

Signed this _____

Ledger Folio No _____

Note : The proxy must be deposited at the Registered office of the company at 901-902, Atlanta Center, Opp. Udyog
Bhavan, Sonawala Lane, Goregaon (E) , Mumbai : 400063. not less than 48 hours before the time fixed for holding
the meeting.

Affix a 30
paise
revenue
stamp

Book - Post

UNISTAR MULTIMEDIA LIMITED

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