

20th Annual Report 2010–11



**PERFECT-OCTAVE MEDIA
PROJECTS LIMITED**


CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. Santosh Jain	Whole Time Director
	Mr. Ratish Tagde	Director
	Mr. Anand Jariwal	Director
STATUTORY AUDITORS	M/s. N K Jalan & Co. Chartered Accountants, 2A, Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle (West), Mumbai – 400 056 Ph: 022 26714104/26234104.	
REGISTERED OFFICE	Block No. No. A- 1, Parle Colony CHS., Sahakar Road, Vile – Parle (East), Mumbai – 400 057 Ph: 022 6741 8811.	
REGISTRAR AND SHARE TRANSFER AGENTS	M/s. Sharex Dynamic (India) Pvt. Ltd. Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072 Ph: 022 2851 5644/ 2851 5606.	
BANKERS	Axis Bank Limited Corporation Bank Indian Overseas Bank	

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NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Perfect-Octave Media Projects Limited will be held on Tuesday, June 21, 2011 at 3.00 p.m. at Block No. A – 1, Parle Colony CHS, Sahakar Road, Vile – Parle (East), Mumbai – 400 057 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Santosh Kumar Jain who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors to hold office from the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Listing Agreement entered into between the Company and the Stock Exchanges, the guidelines and clarifications issued by the Securities and Exchange Board of India and any other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required, for the allotment of Equity Shares on a preferential allotment basis and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors (“Board”), the consent of the Company be and is hereby given to the Board or any duly authorized committee thereof, to create, offer, issue and allot up to 8,00,000 (Eight Lacs) Equity Shares (the “Issue Shares”) of face value of Rs. 10/- (Rupees Ten only) at a price of Rs. 25/- per share (including premium of Rs. 15/- per share) to be subscribed by the non-promoters on a preferential allotment basis, on such further terms and conditions and in such manner as the Board may think fit;

RESOLVED THAT the relevant date for the preferential issue, as per the SEBI (ICDR) Regulation, 2009, as amended up to date, for the determination of applicable price for the issue of the abovementioned Equity Shares is 30 days prior to the date of this Annual General Meeting i.e. the relevant date is May 22, 2011;

RESOLVED FURTHER THAT if any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to get the shares listed on the Stock Exchange(s) and such equity shares so allotted shall rank pari-passu with the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit;

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Vimal Bhatnagar, who was appointed with effect from May 21, 2011 as an Additional Director of the Company by the Board of Directors and who by virtue of Section 260 of the Companies Act, 1956 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose term of office shall be liable to determination by retirement by rotation.”



6. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Vijay Negandhi, who was appointed with effect from May 21, 2011 as an Additional Director of the Company by the Board of Directors and who by virtue of Section 260 of the Companies Act, 1956 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose term of office shall be liable to determination by retirement by rotation.”

On behalf of Board of Directors of

Place: Mumbai
Date: May 21, 2011

Santosh Jain
Whole Time Director

Registered Office:

Block No. A -1, Parle Colony CHS.,
Sahakar Road, Vile – Parle (East),
Mumbai – 400 057

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, not less than 48 hours before the time of commencement.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the Meeting along with the attendance slip or proxy as the case may be.
3. All the documents referred to in the accompanying notice are available for inspection at the registered office of the Company on all the working days between 3.00 p.m. to 5.00 p.m. upto the date of the Annual General Meeting.
4. Members are requested to notify their change of address, if any, to the Company/ Share Transfer Agent, Sharex Dynamic (India) Private Limited, Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from June 20, 2011 to June 21, 2011 (both days inclusive).
6. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2011 to the Company at least 10 days in advance, to enable us to keep the required information available at the Meeting.
7. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.
8. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.
9. The Ministry of Corporate Affairs, Government of India has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise by the respective shareholder to the Company or Registrar and Transfer Agent.

On behalf of Board of Directors of

Santosh Jain
Whole Time Director

Place: Mumbai
Date: May 21, 2011


EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4:

As per Section 81(1A) of the Companies Act, 1956 approval of shareholders in the General Meeting is required for allotment of Shares on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above is to achieve long term plans of the Company and to meet the funding requirements including but not limited to acquisition and creation of contents and copyrights, acquisition of companies, investments, to fund capital expenditure and/or working capital requirements. For this purpose it is proposed to issue up to 800,000 (Eight Lacs Only) Equity Shares of Rs.10/- each on preferential basis.

The necessary information pertaining to the proposed preferential allotment in terms of the Regulation 73(1) of SEBI (ICDR) Regulations, 2009 are set out as below:

i. Object of the issue through Preferential Offer:

The proposed preferential allotment of shares is to achieve long term plans of the Company and to meet the funding requirements including but not limited to acquisition and creation of contents and copyrights, acquisition of companies, investments, to fund capital expenditure and/or working capital requirements.

ii. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The person who intends to subscribe to the Equity Shares proposed to be issued:

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be Subscribed
1.	Non-Promoters Swastik Legal Consultants Private Limited	800,000
	TOTAL	800,000

There is no intention of any of the Promoters, Directors and Key Management Persons of the Company to subscribe to the present preferential issue.

iii. Shareholding Pattern Before and After the Allotment:

Sr. No.	Category	Pre Allotment		Post Allotment	
		No. of Shares	%	No. of Shares	%
1.	Promoters	4,245,000	57.44%	4,245,000	51.83%
2.	Non Promoters				
(i)	Indian Public	2,598,100	35.16%	2,598,100	31.72%
(ii)	Mutual Fund				
(iii)	Banks/IFIs/Insurance Companies	3,500	0.05%	3,500	0.04%
(iv)	Foreign Institutional Investors	-	-	-	-
(v)	NRIs/OCBs	300,900	4.07%	300,900	3.67%
(vi)	Bodies Corporate	225,700	3.05%	1,025,700	12.52%
(vii)	Trusts	-	-	-	-
(viii)	Others (Clearing Members)	16,800	0.23%	16,800	0.21%
	Total	7,390,000	100.00%	8,190,000	100.00%

The post allotment shareholding pattern as above is on the basis of further issue and allotment of maximum number of shares as envisaged in the resolution.

No change in Management Control over the Company is contemplated as a result of or allotment of shares as envisaged in the resolution.

**iv. Time of Allotment:**

Allotment pursuant to this resolution passed in an Annual General Meeting of shareholders of the Company granting consent for preferential issues of equity shares shall be completed within a period of fifteen days from the date of passing of this resolution. Provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

v. Identity of the Proposed Allottees:

Sr. No.	Name of the Proposed Allottee	Category	Pre Issue Shareholding		Number of equity shares proposed to be allotted	Post Issue shareholding after allotment of equity	
				%			%
1.	Swastik Legal Consultants Private Limited	Non – Promoter	-	-	800,000 Equity Shares	800,000	9.77%

vi. Lock in Period:

The aforesaid allotment of equity shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

vii. Change in the control or composition of the Board:

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

viii. Pricing of Issue:

The equity shares are proposed to be allotted on preferential basis at a price of Rs. 25/- per share.

ix. Voting Rights and Dividend:

The shares shall rank pari-pasu with existing equity shares with respect to voting rights and dividend.

x. Auditors Certificates:

A copy of the certificate issued by Statutory Auditors of the Company M/s. N. K. Jalan & Co., Chartered Accountants, certifying that the issue of the Equity shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of the Annual General Meeting and at the Annual General Meeting.

xi. Undertakings:

- * The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
 - * The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- xii. Any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

The consent of the shareholders is being sought pursuant to the provisions of the Section 81 (1A) and other applicable provisions of the Companies Act, 1956, if any, and in terms of the provisions of Listing Agreements executed by the Company with the Stock Exchange.



None of the Directors of the Company is, in any way, concerned or interested in the resolution except to the extent of their shareholdings. The Board recommends the Resolutions for your approval.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

Item No. 5 & 6:

Mr. Vimal Bhatnagar and Mr. Vijay Negandhi were appointed as an Additional Directors of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, with effect from May 21, 2011. They hold office till the date of ensuing Annual General Meeting. The Company has received notice under Section 257 of the said Act from a member signifying his intention to propose candidature of Mr. Vimal Bhatnagar and Mr. Vijay Negandhi for appointment as Directors of the Company.

Mr. Vimal Bhatnagar and Mr. Vijay Negandhi do hold any equity shares in the Company.

None of the Directors of the Company may be considered to be interested in the passing of the Resolution.

This may also be treated as an abstract and memorandum issued pursuant to Section 302 of the Companies Act, 1956.

By Order of the Board of Directors

Santosh Kumar Jain
Whole Time Director

Place: Mumbai

Date: May 21, 2011

**DIRECTOR'S REPORT**

Your directors present herewith the 20th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL RESULTS

(Amount In Rs.)

	2010 – 2011	2009-2010
Total Income	1,543,009	732,100
Less: Total Expenditure	2,926,016	501,370
Profit/(Loss) before Depreciation	(1,383,007)	230,730
Less: Depreciation	379,726	Nil
Profit/(Loss) After depreciation	(1,762,733)	230,730
Add/(Less) Prior Period Adjustment	Nil	Nil
Profit/ (Loss) Before Taxation	(1,762,733)	230,730
Less: Provision for Tax	Nil	Nil
Current Tax	Nil	39,580
Deferred Tax (Net)	Nil	Nil
Net Profit After Tax	(1,762,733)	191,150
Profit / (Loss) brought forward from previous year	(17,999,357)	(18,190,507)
Balance carried to Balance Sheet	(19,762,090)	(17,999,357)

OPERATIONS:

During the year under review, the Company has diversified its business activity from Manufacturing to Media Industry. Company is proposing to venturing into content creation business in Indian music and broadcasting the same through its proposed own TV Channel. The management of your company has recently changed hands and the new management has taken over the business activities.

TRANSFER TO RESERVES:

In the absence of adequate profits, no amount was transferred to Reserves.

DIVIDEND:

Due to inadequacy of profits during the year review, your Directors do not recommend any dividend for the financial year 2010-2011.

SIGNIFICANT DEVELOPMENT DURING THE YEAR:

During the year under review, M/s. Raga Café Private Limited and Mr. Ratish Tagde, (Acquirers) have given an Open Offer to the existing shareholders of the Company in compliance with the Regulations 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The offer was opened on March 28, 2011 and closed on April 18, 2011. During the said open offer 105,400 shares were tendered to the Acquirer. Mr. Santosh Kumar Jain also controls the management and is the only executive director of the Board. Now the management is in process of completion of procedural formalities for change in management control in hands of Mr. Ratish Tagde and M/s. Raga Café Private Limited.

SHARE CAPITAL:

During the year under review, the Authorised Share Capital of the Company has increased from Rs. 70,000,000/- to Rs. 86,000,000/- in the Extra Ordinary General Meeting of the members of the Company held on December 30, 2011.

The Company has made a preferential allotment of 4,390,000 Equity shares of Rs. 10/- each at par to the promoters and non promoters which had triggered Open Offer by the Promoters viz. Mr. Ratish Tagde and M/s. Raga Café Private Limited.

As on March 31, 2011, Paid – up Share Capital of the Company is Rs. 73,900,000/- divided into 73,90,000 equity shares of Rs. 10/- each fully paid-up.


DIRECTORS:

In accordance with the provisions of Companies Act, 1956 and the Articles of Association of the Company, Mr. Santosh Kumar Jain, director retires by rotation and being eligible offer himself for re-appointment.

Mr. Vimal Bhatnagar and Mr. Vijay Negandhi were appointed as an Additional Directors with effect from May 21, 2011. They hold office upto the date of conclusion of ensuing Twentieth Annual General Meeting of the Company. The Company has received notice from members proposing the candidature of Mr. Vimal Bhatnagar and Mr. Vijay Negandhi as Directors of the Company in terms of Section 257 of the Companies Act, 1956.

During the year under review, Mr. Gopiram Jariwal resigned from the position of directorship of the Company with effect from March 22, 2011.

PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing remuneration of Rs. 24,00,000/- p.a. or Rs. 2,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

The particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in Annexure-I to this Directors Report.

AUDITORS:

The Auditor of the Company M/s. N.K. Jalan & Co., Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The appointment if made will be in accordance with the sub section (1B) of section 224 of the Companies Act, 1956 as per certificate furnished by the auditor. Members will be required to appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration.

AUDITOR'S OBSERVATIONS:

Observations of auditor are self explanatory and do not require any further to be commented by directors in this report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March 2011; the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the Directors have adopted such accounting policies and applied them consistently and made judgments estimates that were reasonable and prudent so as to give a true and fair view of the state affair of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended 31st March 2011 on a "going concern" basis.

SUBSIDIARIES:

The Company does not have any subsidiary Company.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report.

DEPOSITS:

The Company has not accepted deposits falling within the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of the Deposits) Rules, 1975 during the year under review.

**CORPORATE GOVERNANCE:**

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company has complied with the provisions of Corporate Governance and a report on corporate governance is annexed hereto and forms part of this report. A certificate from Auditors of the Company regarding compliance of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement, is appended to the Annual Report.

DEPOSITORY SYSTEM:

During the year under review, the Company has obtained electronic connectivity with both the depositories namely Central Depository Services (India) Limited and National Securities Depository Limited. As on March 31, 2011, 64.54% of the Company's paid-up share capital representing 4,769,500 equity shares is in dematerialized form. Further, as on date i.e. May 20, 2011, 68.40% of the Company's paid-up share capital representing 5,054,700 equity shares is in dematerialized form.

In view of the numerous advantages offered by the Depository system, Members holding shares in physical mode are requested to avail of the facility of dematerialization of the Company's shares on either of Depositories.

GO GREEN INITIATIVE:

Very recently the Ministry of Corporate Affairs, Government of India, through its Circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send the annual reports and other official documents to their shareholders electronically as part of its green initiatives in Corporate, provided the email address of the shareholder is obtained by the Company from the shareholders.

This move by the Ministry will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit.

Keeping the above in view, your Company proposes to send documents such as the Notice of the Annual General Meeting and Annual Reports henceforth to the shareholders by Electronic means, to the e-mail address provided by them and/or made available to the Company by the Depositories. In absence of any communication from the shareholders, email id in the records of depositories shall be considered registered email id of the respective shareholder.

All the shareholders who hold their shares in physical form and whose e-mail address are not available with the Company, may if they wish to receive the Annual Report in electronic form, please send their email to perfectoctaves@gmail.com.

The Company solicits active cooperation of shareholders in helping the Company to implement the e-governance initiatives of the Government.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the support and co-operation, which the Company continues to receive from its associates and bankers. The Directors are also thankful to the shareholders for their unstinted support to the Company.

On behalf of Board of Directors of

Santosh Jain
Whole Time Director

Place: Mumbai
Date: May 21, 2011