



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ratish Tagde	Managing Director
Mr. Mahesh Tagde	Director
Mr. Bharat Gada	Independent Director
Mr. Vivek Salian	Independent Director
Mrs. Komal Deshmukh-Samant	AVP- Corporate Affairs, CFO and Company Secretary

REGISTERED OFFICE

704, Crystal Plaza, Andheri Ghatkopar Link Road,
Chakala, Andheri (E), Mumbai- 400 099
Tel: +91 22 61362522, Fax: + 91 22 61362523
Email: perfectoctaves@gmail.com
Website: www.perfectoctave.com

BANKERS

Janata Sahakari Bank Limited
Axis Bank Limited
Corporation Bank
Bank of Maharashtra

STATUTORY AUDITORS

M/s. N K Jalan & Co. Chartered Accountants,
2A, Mayur Apartments, Dadabhai Cross Road No.3,
Vile Parle (West), Mumbai – 400 056

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
Tel: (022) 2851 5644/ 5606
Fax: (022) 2851 2885
E-mail: investor@sharexindia.com

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Attendance Slip and Proxy Form

NOTICE

NOTICE is hereby given that the Twenty-Third Annual General Meeting of the Members of **Perfect-Octave Media Projects Limited** will be held on Tuesday, September 30, 2014 at 12.00 Noon at the Hotel Planet, Subhash Road, Adjacent to Garware House, 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, 2014, 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. Mahesh Tagde (DIN: 03446418), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

3. **Appointment of Statutory Auditor of the Company**

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. N. K. Jalan & Co., Chartered Accountants., (Firm Registration No. 104019w), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-sixth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration for the financial year ending 31st March, 2015 as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Bharat Virchand Gada (DIN 00417954), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2019."

5. 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Vivek Sadanand Salian (DIN 00858694), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2019."

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

"RESOLVED THAT in supersession of any earlier resolutions and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company including any Committee thereof (hereinafter referred to as "the Board") to borrow from time to time in one or more tranches, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed Rs. 60 Crores (Rupees Sixty Crores) over and above the paid up capital of the Company and its free reserves;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

7. 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 62 and all other applicable provisions, if any, of the

Companies Act 2013, the relevant articles of the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines for the time being in force), and subject to such other approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, consents and sanctions, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot at any time, to or to the benefit of such person(s) who are in the permanent employment of the Company, present or future, including any Directors, whether whole-time or otherwise (excluding promoter directors and Independent Directors), present or future, under a scheme titled "**Perfect Octave Employee Stock Option Plan 2014**" (hereinafter referred to as the "ESOP 2014"), such number of equity shares and/or equity linked instruments (including options), and/or any other instruments or securities hereinafter collectively referred to as "Securities") of the Company, which could give rise to issue of equity shares not exceeding 10,00,000 [Ten Lacs] at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Committee/Board in accordance with the guidelines or other provisions of the law or guidelines issued by the relevant Authority, or as may be prevailing at that time;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu, in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorized to alter, vary or modify the ESOP 2014, subject to the stipulation that such alteration, variation, modification and the ESOP 2014 so altered, varied, modified shall confirm to be in accordance with the regulations, conditions framed/issued by SEBI or any other statutory authorities in this regard and to delegate all or any of the powers including fixing the grant price of option herein conferred to any Committee of Directors and subject to necessary approval of the shareholders, if required."

8. 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 62 and other applicable provisions, if any, of the Companies Act, 2013 (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 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 7,18,000 (Seven Lacs Eighteen Thousands Only) Equity Shares (the "Issue Shares") of face value of ₹ 10/- (Rupees Ten only) each at such price as may be arrived at by using price calculation formula as mentioned in SEBI (ICDR) Regulation 2009, to be subscribed by the promoters/non-promoters on a preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit;

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be Subscribed
1.	Mr. Ratish Tagde	227500
2.	Mrs. Seema Tagde	85000
3.	Mr. Sharadchandra Tagde	25000
4.	Raga Café LLP	138500
5.	Perfect Company Advice Pvt. Ltd.	26300
6.	Komal Deshmukh-Samant	5700
7.	Bharat Gada	75000
8.	Geeta Gada	50000
9.	Govind Bedekar	20000
10.	Radhika Bedekar	5000
11.	Pranav Sumaria	25000
12.	Island Media and Entertainment Pvt Ltd	25000
13.	Swastik Legal Consultants Private Limited	10000
	TOTAL	718000

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 August 31, 2014;

RESOLVED FURTHER THAT the Board be and is hereby authorized to get the shares listed on the Bombay Stock Exchange Limited 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;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any other powers herein conferred to any person it may deem fit to give effect to this resolution."

9. 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. 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 Sections 197 and 198 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), as amended from time to time, the approval of the Members be and is hereby accorded to the payment of the following remuneration as Minimum Remuneration to Mr. Ratish Tagde, Founder & Managing Director, for remaining tenure of his appointment which will laps on 31st March 2015, provided that consolidated remuneration shall not exceed ₹ 30,00,000/- p.a.

1. Basic Salary: ₹ 1,00,000/- p.m.
2. Personal Allowance: ₹ 5000/- p.m.
3. Medical: Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary for a year.
Notwithstanding the ceiling specified in this clause, if reimbursement of expenses under this clause claimed is less than the specified limit, the balance shall be added to the personal allowance on an annual basis.
4. Leave Travel Allowance: As per the provisions of Income Tax Act, 1961.
5. Club: Club Fees subject to maximum of two clubs. This will include annual membership fees but not admission fees and life membership fees.
6. Leave: Full pay leave for 30 days per annum.
7. Telephone: Actual Basis subject to maximum ₹ 7500/- per month.
8. Car: Petrol Expenses and Driver's salary subject to maximum of ₹ 25000/- per month.

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

11. 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 Sections 197 and 198 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), as amended from time to time, the approval of the Members be and is hereby accorded for the reappointment of Mr. Ratish Tagde as a Managing Director of the Company for a period of three years w.e.f. 1st April, 2015 at a following remuneration which will be considered minimum remuneration:

1. Basic Salary: ₹ 1,00,000/- p.m.
2. Personal Allowance: ₹ 5000/- p.m.
3. Medical: Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary for a year.
Notwithstanding the ceiling specified in this clause, if reimbursement of expenses under this clause claimed is less than the specified limit, the balance shall be added to the personal allowance on an annual basis.
4. Leave Travel Allowance: As per the provisions of Income Tax Act, 1961.

5. Club: Club Fees subject to maximum of two clubs. This will include annual membership fees but not admission fees and life membership fees.
6. Leave: Full pay leave for 30 days per annum.
7. Telephone: Actual Basis subject to maximum ₹ 7500/- per month.
8. Car: Petrol Expenses and Driver's salary subject to maximum of ₹ 25000/- per month.

"RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Ratish Tagde be increased, augmented and/or enhanced subject to the aforesaid provisions and applicable approvals upto 20% per annum, effective from April 1, 2016 provided his total remuneration shall not exceed ₹ 30 lacs per annum."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Mr. Ratish Tagde shall subject to approval from the Central Government. If any required be paid remuneration by way of salary and perquisites as specified above, subject to the restrictions, if any, set out in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time".

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai or to make application to the Central Government, as the case may be, and to do all such acts, deeds and things as maybe necessary".

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per revised clause 49 of the Listing Agreement the approval of shareholders is accorded for the contract entered into by the Company with Perfect Octave Private Limited for content sharing services for three years w.e.f. 1st August, 2013 as mentioned below for which approval from Central Government under section 297 of the Companies Act, 1956 was obtained.

Sr No.	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Tenure	Amounts (₹)
1	Content Sharing Services	Mr. Ratish Tagde, Managing Director, is a common director and promoter and carrying shareholding interest	Perfect-Octave Private Limited	3 years w.e.f. 1 st August, 2014	3 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**On behalf of Board of Directors of
Perfect-Octave Media Projects Limited
Sd/-**

**Ratish Tagde
Founder & Managing Director**

Date: August 14, 2014

Place: Mumbai

Registered Office:

704, Crystal Plaza,
Andheri Ghatkopar Link Road,
Chakala, Andheri (East), Mumbai – 400 099

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 12 of the Notice, is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. In case the members have not received new share certificate with new name of the company, they are requested to kindly contact the Registrar & Share Transfer Agent for issue of new certificate in lieu thereof.
7. Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited, Unit no.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
8. Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2014, may send their queries at least ten days before the AGM to the Company at the registered office of the Company, to enable us to keep the required information available at the meeting.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's Share Registrars and Transfer Agents.
11. 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.
12. E-voting
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The E-voting period for all items of business contained in this Notice shall commence from Thursday the September 25, 2014 at 9.00 a.m. and will end on Friday, the September 26, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 14, 2014.

13. The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
14. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
15. The instructions and process for e-voting are as under:
 - Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - Now click on 'Shareholders' tab to cast your votes
 - Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image verification as displayed and Click on Login.
 - If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the default number 1234 in the Dividend Bank details field.

- After entering these details appropriately, click on 'SUBMIT'

- Equity Shareholders holding Equity shares in Physical form will then reach directly to the EVSN selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution
- Click on the Resolution file link if you wish to view the entire Notice.
- After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on www.evotingindia.com and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.com under help section or write an email to CDSL on helpdesk.evoting@cdslindia.com or to the Investor relations officer of the Company on perfectocatves@gmail.com

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 and 5

Mr. Bharat Virchand Gada and Mr. Vivek Sadanand Salian, were duly appointed under the Companies Act, 1956 as directors liable to retire by rotation. In order to give effect to the provisions of Companies Act, 2013, it is proposed that these directors be appointed as Independent Directors under Section 149 of the Act, read with the amended clause 49 of the Listing Agreement to hold office for five consecutive years.

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors of the Company.

Mr. Bharat Virchand Gada and Mr. Vivek Sadanand Salian, Non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Notices as required under section 160 of the Companies Act, 2013 have been received from some members proposing candidature of the said independent directors. Upon the confirmation of appointment of these individuals as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to the said Independent Directors.

A brief profile along with other details of the Independent Directors is as follows:

Name of Director	Mr. Vivek Sadanand Salian
DIN	00858694
Date of Birth	August 12, 1962
Date of Appointment	February 11, 2013
Profile	Mr. Vivek Salian holds Bachelor of Arts from Osmania University in Hyderabad, Diploma in Interactive Internet Technology and Diploma in Advertising and Public Relations Management from K.C. College of Management Studies. He is a visionary with over 20 years of experience in the field of Media & Advertising having excellent communication skills. He is a proprietor of Visual INXS & Signsol engaged in concept designs on Interior & exterior branding for Real Estate & Corporate clients. Being creative and believer of innovative out of box solutions, he likes to take challenge, set very high targets and constantly overachieve.
Directorships in other Public	NIL

Companies as on March 31, 2014	
Memberships of Committees in Public Companies	NIL
Chairmanships of Committees in Public Companies	NIL

Name of Director	Mr. Bharat Virchand Gada
DIN	00417954
Date of Birth	March 11, 1961
Date of Appointment	November 08, 2012
Profile	Mr. Bharat Gada holds Commerce Graduate from MMK College Bandra in the year 1981. He has experience of running a plastic manufacturing unit and business strategies.
Directorships in other Public Companies as on March 31, 2014	NIL
Memberships of Committees in Public Companies	NIL
Chairmanships of Committees in Public Companies	NIL

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members for their approval

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution except Mr. Bharat Virchand Gada and Mr. Vivek Sadanand Salian who are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointment.

Item No. 6

The members of the Company at their 18th Annual General Meeting held on 30th September, 2009 approved by way of an Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 60 Crores (Rupees Sixty Crores).

Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 60 Crores (Rupees Sixty Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the directors/key managerial personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item No.6 of the notice.

Item No. 7

Stock Options have long been recognized internationally, as an effective instrument, to align the interest of employees with those of the Company and it provides an opportunity to employees to share in the growth of the Company and it creates long term wealth in the hands of the employees. Stock Options provide for performance-linked rewards to employees and serve as an important means to attract, retain and motivate the best available talent in the Company.

From the Company's perspective, Stock Options also provide an opportunity to optimize personnel costs, by allowing for an additional and market driven mechanism to attract, retain, compensate and reward employees. Further, Stock Options create a common sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

The Board, therefore, proposed to introduce Employee Stock Options plan namely the "Perfect Octave Employee Stock Option Plan 2014" for the benefit of permanent employees and Directors of the Company.

Various disclosures as required by clause 6 of the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "ESOP Guidelines"), are as follows:

The information of ESOP Scheme is as under:

Perfect Octave Employee Stock Option Plan 2014

1. Total number of options to be granted: -

Up to 10,00,000 options will be available for being granted to eligible employees and directors of the Company under the "Perfect Octave Employee Stock Option Plan 2014". Each option consists of 1 equity shares of Rs.10/- each.

2. Identification of classes of employees entitled to participate in the ESOP 2014:-

All permanent employees of the Company as approved by the Compensation Committee including Directors except promoter directors and Independent Directors as may be decided by the Compensation Committee from time to time, would be in ESOP, 2014.

3. Requirements of Vesting and period of vesting: -

Performance Rating for the year [Max. 5]	Vesting Entitlement
Between 4 and 5	100%
Between 3 and 4	70 – 100% On a linear scale
Below 3	0%

4. Options granted to Employees would conditionally vest in 3 installments over a period of 3 years beginning from 12 months after the date of grant. The Vesting would take place based on the performance of the Employee as per the following guidelines:

The option to apply for shares shall be exercisable as per the vesting schedule as follows:

Vesting period		% of options vested
1 st vesting date	On completion of 12 months from the date of grant of the options	20%
2 nd vesting date	On completion of 24 months from the date of grant of the options	30%
3 rd vesting date	On completion of 36 months from the date of grant of the options	50%

5. Maximum period within which the options shall be vested: 36 months

6. Exercise Price or Pricing Formula: -

The Exercise Price shall be the price at a discount of upto 50% of the market price which shall be the latest available closing price, prior to the date of the meeting of the Compensation Committee in which the options are granted. For the purpose of the closing price, the stock exchange where there is highest trading volume on the said date shall be considered. The exercise price shall be decided by the Compensation Committee. The Compensation Committee shall have power to reprice the unexercised Options if the same are rendered unattractive due to fall in the price of the shares in the market.

7. Exercise Period and process of exercise: -

The exercise period shall be a period commencing from the date when an option vests for conversion till the completion of 6 months from the date of vesting of options.

8. The appraisal process for determining the eligibility of employees to the ESOP, 2014:

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee, and will be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Compensation Committee at its sole discretion.

The HR Head shall submit the recommendations to the Managing Director after taking feedback on the performance rating of the eligible employees from their respective head

9. Maximum number of Options to be issued per employee and in aggregate:

The number of options that may be granted to employees under the ESOP, 2014 shall be determined by the Compensation Committee from time to time within the aggregate limit. However, the maximum number of options that can be granted to any one employee shall not exceed 75,000.

10. Disclosure and Accounting policies:

The Company shall comply with the disclosure and the accounting policies prescribed by SEBI and other concerned Authorities.

11. The method which the Company shall use to value its option:

The Company shall follow the intrinsic value method for calculation of employee compensation cost with respect to options to be issued under ESOP 2014.