



Glimpses of Sunday Specials

on
insync
music... to experience

**India's only Classical Music
TV Channel**



MUSICAL MOMENTS DURING
LOCK-DOWN

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Ganeshkumar Kuppan
 Mr. Ratish Tagde
 Mrs. Latika Ganeshkumar
 Mr. Snehal Muzoomdar
 Mr. Raghunath Sundaresan
 Mr. Gopalarathnam

Managing Director and Executive Chairman
 Wholetime Director (Resigned w.e.f. 26-04-2019)
 Director
 Independent Director
 Independent Director
 Independent Director

REGISTERED OFFICE

302, New India Industrial Estate,
 Mahakali Caves Road, Chakala, Andheri (E)
 Mumbai- 400093.
 Tel: +022-26875890/4785
 Email: camaticinsync@gmail.com
 Website: www.perfectoctave.com
 CIN No. L74999MH1991PLC063275

BANKERS

City Union Bank

STATUTORY AUDITORS

M/s. Gupta Raj & 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.
 C 101, 247 Park, L B S Marg,
 Vikhroli (West),
 Mumbai – 400083
 Tel: (022) 2264 1376/2270 2485
 Fax: (022) 2264 1349
 E-mail: investor@sharexindia.com

Contents	Page No.
Notice	2
Directors Report	11
Management Discussion and Analysis	22
Corporate Governance Report	26
Auditors Report	44
Balance Sheet	54
Profit & Loss Account	56
Cash Flow Statement	59
Notes to the Accounts	61
Significant Accounting Policies	75

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the Members of **Perfect-Octave Media Projects Limited** will be held on Tuesday, September 29, 2020 at 2:00 P. M. through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Latika Ganeshkumar (DIN: 00651103), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Fixing the terms of remuneration of Mrs. Latika Ganeshkumar (DIN: 00651103) as Non-Executive Director of the Company:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 197 read with Section 198 of the Companies Act, 2013 ("the Act"), Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and such other rules, regulations and guidelines as may be applicable from time to time, the consent of the Members of the Company be and is hereby accorded for payment of remuneration, in form of profit related commission, exceeding 1% of the net profits of the Company calculated in accordance with the applicable provisions of the Act and in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mrs. Latika Ganeshkumar (DIN: 00651103) as Non-Executive Director of the Company upto Rs. 12,00,000/- (Rupees Twelve Lacs only) Per Annum. The Terms and conditions has been set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed between the Directors and Mrs. Latika Ganeshkumar.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT Board of Directors of the Company are hereby severally authorised to do all such acts, deeds and actions, as may be necessary to give effect to the above resolution, including filing the various forms required to be filed under the Companies Act electronically from time to time with the Registrar of Companies or such other concerned authorities."

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

Sd/-

**Ganeshkumar Kuppan
Managing Director
(DIN: 00650784)**

Date: September 4, 2020

Place: Mumbai

Registered Office:

302, New India Industrial Estate,
Mahakali Caves Road, Andheri (E)
Mumbai- 400093

NOTES:

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and it is permitted that Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM as per note no.9 and available at the Company's website www.perfectoctave.com.
- 2) The deemed venue for Twenty-Ninth e-AGM shall be the Registered Office of the Company at 302, New India Industrial Estate, Mahakali Caves Road, Chakala, Andheri (E), Mumbai- 400093
- 3) The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is +022-26875890/4785
- 4) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 5) Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 6) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

- 7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.perfectoctave.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
- 8) Members, who have not registered their mobile number & e- mail addresses so far, are requested to update their mobile number and e-mail id in the user profile details of the folio which may be used for sending Annual Reports, Notices and for future communication(s). For any communication, the shareholders may also send requests to the Company's email id: camaticinsync@gmail.com or RTA E-mail id: support@sharexindia.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 9) AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and SEBI Circulars. The Procedure for joining the AGM through VC/OVAM is detailed below:
 - a) Members will be provided a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the

User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
 - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e) Shareholders who would like to express their views/have questions may send their questions in advance atleast (7) seven days before AGM mentioning their name, demat account number/folio number, email id, mobile number at carnaticinsync@gmail.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- 10) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be titled to vote at the AGM.
- 11) The Register of Members and Share Transfer Books of the Company shall remain closed from September 25, 2020 to September 29, 2020 (both days inclusive), for the purpose of AGM.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holdings shares in electronic form are requested to intimate immediately their PAN, any change in their address, E-mail id, Mobile No. or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN, E-mail id, Mobile No. or advise any change in their address or bank mandates immediately to the Company/ the Registrar and Transfer Agent viz. M/s. Sharex Dynamic (India) Private Limited.
- 13) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, which is available with RTA, Sharex Dynamic (India) Pvt. Ltd (SDIPL). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to SDIPL in case the shares are held in physical form.
- 14) There is no unclaimed dividend account lying with the Company which needs to be transfer to Investor Education and Protection Fund (IEPF), under Section 124 of the Companies Act, 2013.
- 15) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e- voting are given below in this Notice.
- 16) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 17) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.

18) VOTING THROUGH ELECTRONIC MEANS:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. A Member, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, September 22, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of AGM. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- III. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of the AGM and holding shares as of the cut-off date i.e. September 22, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting period commences on September 26, 2020 (9:00 am) and ends on September 28, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote by remote e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2020.
- VII. Mr. Anirudh Kumar Tanvar, Practising Company Secretary (Membership No – 23145, CP No. 19757), has been appointed as a Scrutinizer for conducting the remote e-voting process and also the e-voting system on the date of the AGM, in fair and transparent manner.

19) INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 26, 2020 (9:00 am) and ends on September 28, 2020 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter.

20) VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM:

The process and manner for remote e-voting system consists of “Two Steps” which are given below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

- (v) Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

21) GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anirudh.tanwar@gmail.com or camaticinsync@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parcel (w), Mumbai - 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means.

22) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, PAN Number by email to camaticinsync@gmail.com/support@sharexindia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name of Shareholder, PAN Number by email to camaticsync@gmail.com /support@sharexindia.com.

23) INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

24) OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.perfectoctave.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to and BSE Limited, where the shares of the Company are listed

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 3

Mrs. Latika Ganeshkumar (DIN: 00651103) is an Arts graduate. She has experience in marketing and IT industry. In view of the current business growth, the Company envisages the business profitability to be inadequate for payment of remuneration by way of profit related commission to the Non-Executive Director of the Company.

Section 197 of the Companies Act, 2013 states that the remuneration payable to the Non-Executive Directors cannot exceed 1% of the net profits of the Company unless otherwise approved by the shareholders by way of special resolution in general meeting.

Further, Pursuant to Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides that the approval of the shareholders in general meeting is required before paying remuneration to Non-Executive Directors.

Accordingly, the Board recommends passing of the Special Resolution by the shareholders in relation to remuneration payable to the Mrs. Latika Ganeshkumar, Non-Executive Director exceeding 1% of the net profits of the Company and in the event of loss or inadequacy of profits in any, upto Rs. 12,00,000/- (Rupees Twelve Lacs only) Per Annum as recommended by the Nomination and Remuneration Committee, subject to approval of shareholders of the Company.