

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

Content	Page No.
Notice	2
Directors Report	7
Management Discussion & Analysis	11
Corporate Governance Report	13
Auditors Report	22
Balance Sheet	24
Profit & Loss Account	25
Schedules	26
Notes to Accounts	29
Cash Flow Statement	31
Balance Sheet Abstract	32


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
	Non-Promoters	
1.	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



ANNEXURE I

I. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken – Nil
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – Nil
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – Nil
- (d) Total energy consumption and energy consumption per unit of production – Nil

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- A. Power and fuel consumption: Nil
- B. Consumption per unit of production: Nil

II. TECHNOLOGY ABSORPTION

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- I. Research and Development: Nil
- II. Technology Absorption, Adaptation and Innovation: Nil

II. FOREIGN EXCHANGE EARNINGS AND OUTGO

- I. Earnings in Foreign Exchange during the year: NIL
- II. Foreign Exchange outgo during the year: NIL

On behalf of Board of Directors of

Santosh Jain
Whole Time Director

Place: Mumbai
Date: May 21, 2011



MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN MEDIA & ENTERTAINMENT INDUSTRY

The Indian media and entertainment industry has been growing at a quick pace over the last few years. An ever increasing ad spend to GDP ratio, rapid adoption of DTH and digital pay television services, favourable trends from television heavy advertisers lead the revival of the sector from this pressure situation in the second half of the fiscal 2011 which is likely to rally in the coming years. The new era of digitization has seen DTH adoption going up to 20 million pay DTH households as of March 2011, an 80% growth over the last year. With more number of players foraying into the DTH market and heavier investments into consumer education, the DTH industry is estimated to grow by another 9-10 million households this year alone. Established broadcasters with emphasis on subscription revenues are likely to be the biggest beneficiaries from this expansion going forward.

India has been relatively lesser impacted by the upheaval in the world economic situation, yet the widespread uncertainty has led to a slowdown in advertising spends.

RISK FACTORS

Competition from other players

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

Ever changing trends in Media sector

It may not be possible to consistently predict changing audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. With the kind of investments made in ventures, repeated failures would have an adverse impact on the bottom line of the Company.

OPPORTUNITIES AND THREATS

Your Company has a diversified business model in media and entertainment sector and the revenue is expected to come from various segments across various levels of the value chain. The diversified business model of the Company will provide scalability apart from spreading the risk profile of the overall business.

The Company is well poised to take advantage of opportunities in the Media and entertainment sector in India. In the television space, addressability in the Indian market is expected to provide great opportunities for growth. With the advent of new addressable systems like DTH, IPTV and Mobile TV etc., more numbers of new players are expected to launch several new channels including niche channels. These channels would require a lot of home grown content. In the broadcasting segment, increased penetration of Indian homes has provided impetus to the growth of the Indian television industry. New distribution avenues like DTH, mobile TV etc. have the potential for increased revenue.

Your Company operates in a very competitive environment. Changes in the Government regulations or any change in the legislative intent to bring about addressability could adversely impact growth plans.

OUTLOOK

Indian Media and Entertainment Industry (M&E) seems soaring higher and higher every year. Last year it soared more than 17% and is predicted to grow around 19% by 2011. It is one of the fastest growing sectors in Indian economy triggered by economic growth and increasing income levels. As per a report by ASSOCHAM (Associated Chambers of Commerce and Industry of India) the turnover of this sector will double in next three years from its current turnover of Rs. 500 Billion.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company proposes to operate in the following segments

- * Television Broadcasting Division (TBD)
- * Content Production Division (CPD)
- * Music Division (MB)
- * Event Management Division (EMD)
- * Artist Management Division (AMD)

Since your company has recently entered into media industry, during the year under review, there is no segment wise performance.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The Company has a well-defined system of management reporting and periodic review of businesses to ensure timely decision-making. The management information system (MIS) forms an integral part of the Company's are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in fine with the Capital Budget.

DISCUSSION AND FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has earned revenue of Rs. 14.50 Lacs from new media business activity and other income of Rs. 0.93 Lacs in the current year.

During the year under review, the Company has allotted 4,390,000 Equity shares of Rs. 10/- each to Promoter and Non-Promoters of the Company. The Issued, Subscribed and Paid-up share capital increased by Rs. 439 Lacs to 739 Lacs.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT:

The Company seeks respects and values the diverse qualities and backgrounds that its people bring to it and is committed to utilizing the richness of knowledge, ideas and experience. The work environment is stimulating and development of core competencies through format training, job rotation and hands on training is an ongoing activity.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events, actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, change in Government regulations and tax structure, economic developments within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information or events.

On behalf of Board of Directors of

Santosh Jain
Whole Time Director

Place: Mumbai
Date: May 21, 2011



REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of laws and regulations which leads to effective control and management of an organization. Good Corporate Governance leads to long term shareholder value and enhances the interest of other stakeholders. In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance is given in this Annual Report. Your Directors present the Company's Report on Corporate Governance as under:

The Company's philosophy on Corporate Governance is to maintain the highest standards of transparency, integrity, professionalism & accountability so that it meets all the stakeholders' aspirations.

Clause 49 of the Listing Agreement stipulates norms and disclosures standards to be followed on the corporate governance by listed companies. The Board of Directors has adequate representation of the qualified, professional, non-executive and independent directors. In the coming years your management will ensure to further strengthen the implementation of Corporate Governance practices in your company.

A. COMPOSITION OF BOARD OF DIRECTORS:

Perfect-Octave has a balanced Board with combination of Executive and Non-Executive Directors, to ensure independent functioning. Non-Executive Directors include independent professionals with experience in business, finance, taxation, technology and media. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Clause 49.

Category of Directors	No. of Directors	Percentage of Total No. of Directors
Executive Directors	1	33.33%
Non – Executive Directors	2	66.66%
TOTAL	3	100.00%

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2011, are given below:

During the year under review, there was change in the directorship of the Company with effect from March 22, 2011:

1) Upto March 22, 2011

- o The Company had 4 Directors with an Executive Chairman. Out of the 4 Directors, 3 (i.e. 75.00%) were Non-Executive and Independent Directors. The Board was headed by an Executive Chairman therefore; half of the Board was comprised of Independent Directors. The Composition of Board of Directors of the Company was in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name of the Directors	Position	No. of Directorship in Boards of other companies (1)	Committee Membership in all companies	Chairmanship in committees where they are Members (2)
Mr. Ratish Tagde	Non Executive & Independent Director	13	1	1
Mr. Santosh Jain	Executive & Non Independent Director	1	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-
Mr. Gopiram Jariwal**	Non Executive & Independent Director	-	-	-

** Resigned as a Director with effect from March 22, 2011.

**2) After March 22, 2011**

The Company has 4 Directors with an Executive Chairman. Out of the 4 Directors, 3 (i.e. 75%) are Non-Executive Directors and 2 (i.e. 50%) are Independent Directors. The Board is headed by an Executive Chairman so, the half of the Board is comprise of Independent Directors.

Name of the Director	Position	No. of Directorship in Boards of other companies (1)	Committee Membership in all companies	Chairmanship in committees where they are Members (2)
Mr. Ratish Tagde #	Non Executive & Non Independent Director (Promoter)	13	1	1
Mr. Santosh Jain	Executive & Non Independent Director	1	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-

Mr. Ratish Tagde was appointed as an independent director on the Board w.e.f. June 14, 2010. He acquired 200,000 equity shares constituting 6.66% of Rs. 10/- each on November 10, 2010 & 200,000 equity shares constituting 6.66% of Rs. 10/- each on December 3, 2010 and therefore, he has become Non-Independent Director.

Notes: (1) Directorship in all Private and Public Indian Companies.

(2) As required by Clause 49 of the Listing Agreement, the disclosure includes chairmanship of audit committee and investor grievance committee in Listed Company.

B. BOARD MEETINGS AND ATTENDANCE:

The Board met 12 (Twelve) times during the financial year under review, on – **April 24, 2010, May 27, 2010, June 9, 2010, June 14, 2010, June 23, 2010, August 13, 2010, September 4, 2010, November 13, 2010, December 6, 2010, January 22, 2011, January 27, 2011, and March 22, 2011**. The maximum interval between any two Board Meetings was not more than 4 months.

The presence of Directors at the Board meetings and last AGM was as follows:

Name of Directors	Board Meetings held during the year	Board Meetings attended	Whether attended last AGM
Mr. Ratish Tagde	12	8 *	Yes
Mr. Santosh Jain	12	12	Yes
Mr. Anand Jariwal	12	12	Yes
Mr. Gopiram Jariwal	12	11 **	Yes

* Appointed as a Director with effect from June 14, 2010.

** Resigned as a Director with effect from March 22, 2011.

None of the directors is a member of more than 10 committees or acts as the Chairman of more than five committees in all Public companies in which they are directors.

C. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct for the Board members and senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. However the same will be posted on the web site after completion of change in management control. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith.

Declaration regarding compliance with the Code of Conduct of the Company by Board Members and Senior Management Personnel:-

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company during the financial year 2010 - 2011.

Place: Mumbai
Date: May 21, 2011

Santosh Kumar Jain
Whole-time Director

**D. CEO CERTIFICATION:**

As required under Clause 49 of the Listing Agreement, the CEO certification on the financial statements and other matters has been obtained from Mr. Santosh Kumar Jain, Whole Time Director of the Company.

E. NON EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

The Non-Executive Directors have not drawn any remuneration including sitting fees from the Company for the year ended 31st March, 2011.

F. BOARD COMMITTEES:**I. AUDIT COMMITTEE:**

The primary responsibility of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to review the quality and reliability of the information used by the Board. The Audit Committee also focuses on the adequacy and appropriateness of the internal controls of the Company. The functions of the Audit Committee include the following:

- o Oversight of the Company's financial reporting process.
- o Recommending to the Board, the appointment, re-appointment or removal of the statutory auditors and their remuneration.
- o Reviewing, with the management, the quarterly and annual financial statements before submission to the Board for approval.
- o Considering and approving changes, if any, in accounting policies and practices.
- o Overseeing compliance with listing and other legal requirements relating to financial statement.
- o Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- o Review of Management Discussion and Analysis of financial condition and results of operations.
- o Review of statement of significant related party transactions, submitted by management.
- o To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.

The terms of reference stipulated by the Board to the Audit Committee are as per Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms formulated by the Board.

The Audit Committee of the Company, as of March 31, 2011, is made up of the following directors:

Name of the Director	Category	Position
Mr. Anand Jariwal	Non-Executive, Independent	Chairman
Mr. Ratish Tagde	Non – Executive, Non – Independent	Member
Mr. Gopiram Jariwal **	Non-Executive, Independent	Member
Mr. Santosh Kumar Jain	Executive and Non – Independent	Member

** Resigned as a Director with effect from March 22, 2011.

Five (5) meetings of the Audit Committee of the Company were held during the year on **April 24, 2010, August 13, 2010, September 4, 2010, November 13, 2010, and January 22, 2011.**

The attendance of Committee Members at the Audit Committee meetings was as follows:

Name of the Director	No. of Committee Meetings attended
Mr. Anand Jariwal	5
Mr. Ratish Tagde *	4
Mr. Gopiram Jariwal **	4
Mr. Santosh Kumar Jain	5

* Appointed as a Director with effect from June 14, 2010.

** Resigned as a Director with effect from March 22, 2011.


II. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:

The Shareholders and Investors Grievance Committee comprised of the following Directors as on 31st March, 2011:

Name of Director	Category	Position
Mr. Anand Jariwal	Non-Executive, Independent	Chairman
Mr. Gopiram Jariwal **	Non-Executive, Independent	Member
Mr. Santosh Kumar Jain	Executive and Non – Independent	Member

** Resigned as a Director with effect from March 22, 2011.

The Shareholders and Investors Grievance Committee ensures that there is timely and satisfactory redressal of all investor queries. The Committee approves, oversees and reviews all matters connected with share transfers, rematerialisation, transposition of securities, redresses shareholder's grievances like transfer of shares, non-receipt of Balance Sheet and all such acts, things or deeds incidental thereto. The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor's service.

During the year 6 (Six) times on **October 30, 2010; November 15, 2010; November 30, 2010; March 5, 2011; March 25, 2011 and March 31, 2011** meetings of the Shareholders and Investors' Grievance Committee were held.

III. REMUNERATION COMMITTEE:

Mr. Santosh Kumar Jain was appointed as a Whole Time Director of the Company with effect from June 4, 2009 at no remuneration therefore the Board members have not constituted remuneration committee pursuant to the Listing Agreement. Therefore, relevant reporting under this head in pursuance of Listing Agreement is not applicable.

G GENERAL BODY MEETING:

- i. The location, date and time of the Annual General Meetings of the Company held during the last three years are given below:

AGM	DATE	TIME	VENUE
Seventeenth	September 26, 2008	1.00 p.m.	Block A-1, Parle Colony C.H.,S., Sahakar Road, Vile Parle (East), Mumbai – 400 057.
Eighteenth	September 30, 2009	3.00 p.m.	A – 107, 1st Floor, Gokul Arcade, Near Garware Chowk, Sahar Road, Vile – Parle (East), Mumbai – 400 057.
Nineteenth	September 30, 2010	12.00 Noon	Block No. A – 1, Parle Colony CHS., Sahakar Road, Vile Parle (East), Mumbai – 400 057.

- ii. The following special resolutions were passed at the previous three Annual General Meetings:

AGM held on September 26, 2008:

No Special Resolution was passed at the AGM.

AGM held on September 30, 2009:

- o The Alteration in Articles of Association of the Company under Section 31 of the Companies Act, 1956.
- o To invest/acquire by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures or any other financial instruments of any Company, body corporate, whether in India or outside in India, in excess of the limits specified in Section 372A of the Companies Act, 1956 but not exceeding Rs. 20 Crores.

AGM held on September 30, 2010:

- o Change in Name Clause of the Company pursuant to Section 21 of the Companies Act, 1956.



iii. Details of resolutions passed last year through Postal Ballot

YEAR	DATE	DESCRIPTION	% of Votes in favor of Resolutions
2010	October 13, 2010	Special Resolution for amendment in the the "Main Object Clause" of Memorandum of Association of the Company be altered by inserting new clause as Clause No. 1 and delete the existing Clause No. 1 from the Main Object Clause.	100%
2010	October 13, 2010	Special Resolution for commencement of new business as provided in the Main Object of the altered Memorandum of Association of the Company pursuant to the Section 149 (2A) of the Companies Act, 1956,	100%

iv. Person who conducted the above postal ballot procedure:

Ms. Komal Deshmukh from M/s. Komal Deshmukh & Associates, Pr. Company Secretary

v. Details of resolutions proposed to be conducted through Postal Ballot:

No resolutions are proposed to be passed by conducting a postal ballot.

vi. Procedure of Postal Ballot

The procedure is as stipulated under Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

H. DISCLOSURES:i) Related Party Transactions:

The Company has not entered into any transaction of a material nature with its Promoters, Directors or the Management, or relatives etc. that may have any potential conflict with the interests of the Company.

ii) Compliances by the Company:

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2010 – 2011, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.

iii) Companies within the same Group:

M/s. Perfect-Octave Private Limited, M/s. Raga Café Private Limited, M/s. Perfect-Octave Media Creations Private Limited and M/s. Perfect Company Advice Private Limited of the same group within the meaning of the Monopolies and Restrictive Trade Practices Act 1969.

iv) During the year under review, the Company has raised Rs. 43,900,000/- (Rupees Four Crores Thirty Nine Lacs Only) by way of Preferential issue.

v) Details of shareholding of Directors of the Company:

o Mr. Ratish Tagde	-	650,000 Equity Shares (8.80%)
o Mr. Santosh Kumar Jain	-	Nil
o Mr. Anand Jariwal	-	15,500 Equity Shares (0.21%)
o Mr. Gopiram Jariwal **	-	Nil

** Mr. Gopiram Jariwal has been resigned with effect March 22, 2011.

I. MEANS OF COMMUNICATION:

All material information and financial results of the Company is promptly sent through hand delivery to the Bombay Stock Exchange immediately after the same are considered by the Board.

**J. GENERAL SHAREHOLDERS INFORMATION:****Annual General Meeting (AGM)**

The 20th AGM of the Company will be held on:

Day, Date and Time: Tuesday, 21st day of June, 2011 at 3.00 P.M.

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

Financial Calendar:

The next financial year of the Company is April 1, 2011 to March 31, 2012.

The tentative quarterly results will be adopted by the Board of Directors in accordance with the following schedule:

For the Quarter Ending	Time period
June 30, 2011	1st week of August, 2011
September 30, 2011 (Quarter as well as Half Year)	1st week of November, 2011
December 30, 2011	1st week of February, 2012
March 31, 2011 (Year ending)	4th week of May, 2012

Book closure:

June 20, 2011 to June 21, 2011 (both days inclusive)

Dividend Payment Date: Not Applicable

Listing on Stock Exchange and the Stock Code allotted:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited.

Bombay Stock Exchange Limited (BSE)

Phiroze Jeejeebhoy Towers

Dalal Street Mumbai – 400 001

The Stock Codes allotted by Stock Exchange and Depositories are as follows:

Name	Code
Bombay Stock Exchange Limited	521062
Demat ISIN Numbers in NSDL and CDSL	INE814L01013

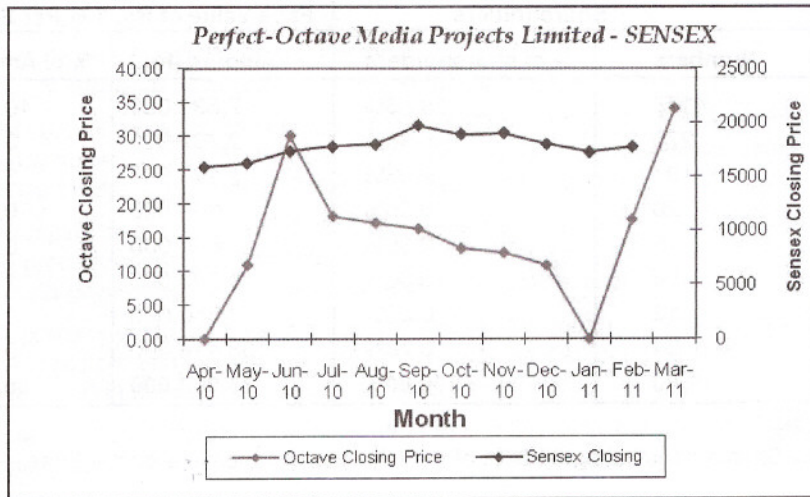
The listing fees for the financial year 2011-2012 have been paid to Bombay Stock Exchange Limited. The Company has also paid annual custodian fee for the year 2010-11 to NSDL & CDSL.

Market Price Data (Face Value of Rs. 10/- per share)

Month	Bombay Stock Exchange Limited (In Rs. Per share)	
	High	Low
April 2010	-	-
May 2010	10.96	8.60
June 2010	31.50	11.50
July 2010	33.05	18.10
August 2010	17.20	16.30
September 2010	17.95	16.25
October 2010	15.45	13.35
November 2010	12.69	12.69
December 2010	12.06	9.35
January 2011	-	-
February 2011	17.59	10.84
March 2011	34.65	18.40



Performance in comparison to Bombay Stock Exchange Limited SENSEX

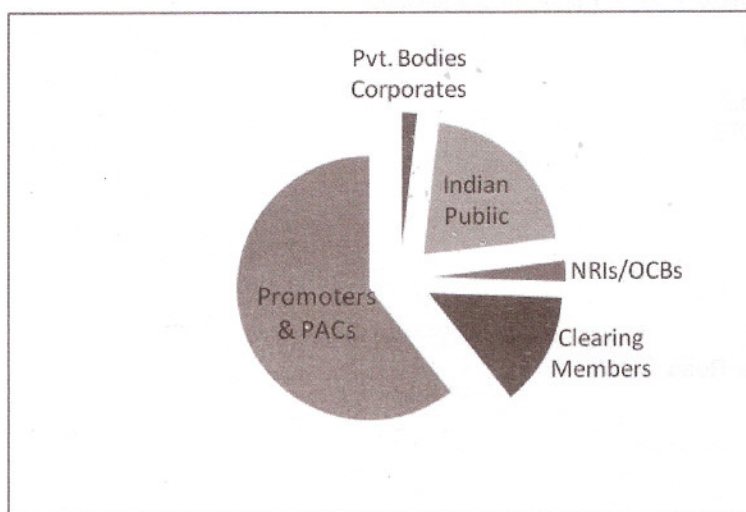


Shareholding Pattern

The Shareholding Pattern of the Company as on March 31, 2011.

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	4,245,000	57.44%
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	3,500	0.047%
4.	FII/Foreign Bodies	-	-
5.	Private Corporate Bodies	225,700	3.05%
6.	Indian Public	2,598,100	35.16%
7.	NRIs/OCBs	300,900	4.07%
8.	Clearing Member	16,800	0.23
TOTAL		7,390,000	100.00%

The Graphical representation of Shareholding Pattern as on March 31, 2011





Distribution of Shareholding as on March 31, 2011 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (Rs.)	% of Amount
1 – 5000	4148	88.63%	7,531,000	10.19%
5001 – 10000	279	5.96%	2,367,000	3.20%
10001 – 20000	137	2.93%	2,136,000	2.89%
20001 – 30000	26	0.56%	659,000	0.89%
30001 – 40000	18	0.38%	650,000	0.88%
40001 – 50000	26	0.56%	1,293,000	1.75%
50001 – 100000	12	0.26%	850,000	1.15%
100001 – Above	34	0.73%	58,414,000	79.04%
	4680	100.00%	73,900,000	100.00%

Dematerialization of Share and Liquidity

As on March 31, 2011, 4,769,500 Equity Shares constituting 64.54% of the total equity capital are demat form.

Registrar and Share Transfer Agent

Registrar and Share Transfer Agent of the Company is:

M/s. Sharex Dynamic (India) Private Limited
Unit 1, Luthra Ind. Premises, 1st Floor,
44 – E, M Vasanti Marg, Andheri – Kurla Road,
Safed Pool, Andheri (East), Mumbai – 400 072
Tel. No: 022 2851 56 06/ 2851 56 44
Fax : 022 2851 28 85
Email ID: investor@sharexindia.com

Share Transfer System

Requests for share transfers, rematerialisation and transposition are approved by Shareholders and Investors Grievance Committee. The Share Certificate is returned/ issued within the time period as stipulated under The Companies Act, 1956, The Depositories Act, 1996, Listing Agreement and other applicable rules and regulations.

The Company has not issued any GDRs /ADRs /Warrants or any Convertible Instruments.

Addresses for Correspondence

Plant Locations:

The Company does not have any manufacturing or processing plants.

Investor's Correspondence:

For transfer of shares in physical form, dematerialization and rematerialisation:

M/s. Sharex Dynamic (India) Private Limited
Unit 1, Luthra Ind. Premises, 1st Floor,
44 – E, M Vasanti Marg, Andheri – Kurla Road,
Safed Pool, Andheri (East), Mumbai – 400 072
Tel. No: 022 2851 56 06/ 2851 56 44
Fax : 022 2851 28 85
Email ID: investor@sharexindia.com

Any query on Annual Report:

Perfect-Octave Media Projects Limited
Registered Office:
Block No. A – 1, Parle Colony CHS., Sahakar Road,
Vile Parle (East), Mumbai – 400 057
Email ID: perfectoctaves@gmail.com



REPORT OF AUDITORS ON CORPORATE GOVERNANCE

To,
The Members of
Perfect-Octave Media Projects Limited
(Formerly known as New Bombay Printing & Dyeing Mills Limited)

We have examined the compliance of the conditions of Corporate Governance of Perfect-Octave Media Projects Limited (formerly known as New Bombay Printing & Dyeing Mills Limited) for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange in India.

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

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

We state that no investor grievances as at March 31, 2011 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

We further state that such compliances is neither an assurance as to the further viability of the Company not the efficiency or effectiveness with which the management has conducted the affairs of the Company

For N.K. Jalan & Co.
Chartered Accountants

N.K.Jalan
Proprietor

Date: May 21, 2011
Place: Mumbai


AUDITOR'S REPORT

To,
The Members of
Perfect-Octave Media Projects Limited

We have audited the attached Balance sheet of M/s. Perfect-Octave Media Projects Ltd. (Formerly known as New Bombay Printing & Dyeing Mills Limited) as at 31st March 2011 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the accounting standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as "the order") issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in the paragraphs 4 & 5 of the said Order.
3. Further, to our comments referred to in Para 3 above, 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 accounts as required by law have been kept by the company so far as appears from our examination of those books;
 - c. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of accounts;
 - d. In our opinion, the Balance Sheet and Profit & Loss Account dealt with this report comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956.
4. On the basis of written representation received by us from the Directors of the company as at 31st March 2011 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2011 from being appointed as Director of the company under section 274(1)(g) of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes to accounts, give information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - ii. In the case of Profit & Loss Account, of the profit of the company for the year ended on that date; and
 - iii. In the case of Cash Flow Statement, the cash flows for the year ended on that date.

FOR N.K JALAN & CO.
Chartered Accountants

N.K JALAN
Proprietor

Mem. No. 11878
Firm No. 104019W

Place: Mumbai
Date: May 21, 2011

Annexure to Auditors' Report

This is the Annexure referred to in Para 3 of our report of even date on the accounts of M/s. Perfect-Octave Media Projects Limited (Formerly known as New Bombay Printing & Dyeing Mills Limited) for the year ended 31st March 2011.

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has maintained proper records showing full particulars including quantitative details of fixed assets. The fixed assets have been physically verified during the year by the management and we are informed that no discrepancies were noticed on such verification. In our opinion, having regard to the size of the Company and the nature of its operation, the program and frequency of verification is reasonable.
2. The Company is not carrying on any manufacturing or trading activity. Therefore, the provisions of such clause (a), (b) and (c) of clause (ii) of paragraph 4 of the Order are not applicable to the Company.
3. (a) The Company has not given loan to any party covered in the register Maintained under Section 301 of the Companies Act, 1956. Hence provisions of sub clause (a), (b), (c) & (d) of clause (3) of paragraph 4 of the Order are not applicable.
- (e) The Company has not taken loan from parties covered in the register Maintained under Section 301 of the Companies Act, 1956. Hence provisions of sub clause (f) & (g) of clause (3) of paragraph 4 of the Order are not applicable.



4. In our opinion and according to the information and explanations given to us, internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of fixed assets and sale of services. Further, on the basis of our examination and according to the information and Explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control Procedures.
5. (a) In our opinion and according to the information and explanations given to us, transactions that need to be entered into a Register in pursuance of Section 301 of the Companies Act, 1956 has been so entered.
(b) In our opinion and according to the information and explanations given to us, the transaction in excess of Rs. 5 lacs each in value, have been made at prices, which are not comparable with the prevailing market prices of such product, as the same, in view of the management, are not readily available.
6. The Company has not accepted any deposits from the public of the nature which attracts the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules made there under. Therefore, the provision of clause (vi) of paragraph 4 of the Order is not applicable to the Company.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. As per the information and explanations given to us, in respect of the class of industry the Company falls under, the maintenance of cost records has not been prescribed by the Central Government under section 209 (I) (d) of the companies Act, 1956. Therefore, the provision of clause (viii) paragraph 4 of the Order is not applicable to the Company.
9. (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident Fund, investor Education and protection Fund, Employees state insurance, income tax, sales tax, Wealth tax, Custom Duty, Excise duty cess and other, material statutory dues with the appropriate authorities, where applicable. Based on the information furnished to us, there are no undisputed statutory dues as at 31st March, 2011, which are outstanding for a period exceeding six months from the date they became payable.
(b) According to the information and explanations given to us, there are no cases of non-deposit with the appropriate authorities of disputed dues of sales tax/income tax/wealth tax /excise duty and Cess.
10. The company is registered for a period of more than 5 years and does not have accumulated losses of more than 50% of net worth and hence provision of this clause is not applicable.
11. There is no loan outstanding from financial institutions.
12. According to the information and explanations given to us, since the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, the Company in our opinion, need not maintain relevant documents and record.
13. The Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, provisions of sub clause (a), (b) (c) and (d) of clause (xiii) of paragraph 4 of the order are not applicable to the Company.
14. Based on our examination of the records and evaluation of the related internal controls, the Company has maintained proper records of transactions and contracts in respect of its dealing in shares, securities and other investments and timely entries have been made therein. All the investments are held in the name of the Company.
15. The Company has not given any guarantee to bank or financial institution the terms of which are prejudicial to the interest on Company.
16. The Company has not availed any term loan during the year. Therefore, the provision of clause (xvi) of paragraph 4 of the order is not applicable to the Company.
17. According to information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been use for long term investments.
18. The Company has allotted 38,45,000 shares of Rs.10 each to the parties and companies covered in the Registered maintained under Section 301 of the companies Act, 1956. Rs.3,84,50,000/- is received as application money towards subscription of the shares. The price at which shares have been issued is not prejudicial to the interest of the Company as a single price policy is followed for issuing shares.
19. The Company has not issued any debentures during the year. Therefore, the provision of clause (xix) of paragraph 4 of the order is not applicable to Company.
20. The Company has raised money through preferential issue as the Company has ventured into content creation in segment of non-bollywood music and has also planned to set up its own production house as well as a TV channel. The issue proceeds would be deployed in the said activity.
21. Based on the audit procedures performed and information given to us and the representation made by the Management, we report that no fraud on or by the Company has been noticed or reported during the year.

FOR N.K JALAN & CO.
Chartered Accountants

Place: Mumbai
Date: May 21, 2011

N.K JALAN
Proprietor
Mem. No. 11878
Firm No. 104019W



BALANCE SHEET AS AT MARCH 31, 2011

PARTICULARS	SCH	AS AT	
		MARCH 31, 2011 (In Rs.)	MARCH 31, 2010 (In Rs.)
SOURCES OF FUND			
SHAREHOLDERS' FUND			
Share Capital	1	73,900,000	30,000,000
Share Application Money	1A	2,230,000	-
		<u>76,130,000</u>	<u>30,000,000</u>
LOAN FUNDS			
Secured Loans		-	-
Unsecured Loans	2	-	1,100,000
		<u>76,130,000</u>	<u>31,100,000</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	3	9,900,000	-
Less: Depreciation		379,726	-
Net Block		<u>9,520,274</u>	-
Investments		600,000	-
CURRENT ASSETS, LOANS & ADVANCES			
Cash & Bank Balances		700,553	114,919
Sundry Debtors		200,000	-
Loans & Advances		46,984,557	14,733,929
		<u>47,885,110</u>	<u>14,848,848</u>
Less: Current Liabilities & Provisions	5	1,637,474	1,748,205
Net Current Assets		<u>46,247,636</u>	<u>13,100,643</u>
MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)			
Profit & Loss Account		19,762,090	17,999,357
		<u>76,130,000</u>	<u>31,100,000</u>
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS 9			

AS PER OUR REPORT OF EVEN DATE

For N K Jalan & Co.*Chartered Accountant*

For and on behalf of Board of Directors

N. K. Jalan*Proprietor**Mem. No. 11878**Firm No. 104019W*

Date: May 21, 2011

Place: Mumbai

Ratish Tagde

Director

Santosh Kumar Jain

Whole Time Director



SCHEDULES FORMING PART OF BALANCE SHEET OF M/S. PERFECT-OCTAVE MEDIA PROJECTS LIMITED FOR THE YEAR ENDED MARCH 31, 2011

	As At March 31, 2011 (In Rs.)	As At March 31, 2010 (In Rs.)
SCHEDULE 1:		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
8,600,000 (PY 3,000,000) Equity Shares of Rs.10/- each	86,000,000	30,000,000
ISSUED, SUBSCRIBED & PAID – UP		
7,390,000 (PY 3,000,000) Equity Shares of Rs. 10/- each Fully Paid up	73,900,000	30,000,000
	73,900,000	30,000,000
SCHEDULE 1A:		
SHARE APPLICATION MONEY		
Komal Deshmukh	230,000	-
M/s. Sainath Herbal Care Marketing Private Limited	500,000	-
M/s. Tecknopoint Mercantile Company Private Limited	1,500,000	-
	2,230,000	-
SCHEDULE 2:		
LOAN FUNDS		
Unsecured Loan		
From Director	-	1,100,000
	-	1,100,000
SCHEDULE 3: FIXED ASSETS		

(Amt in Rs.)

Particulars	Rate (%)	Gross Block				Depreciation				NEt Block	
		As on 01.04.2010	Addition During the year	Deduction During the year	As on 31.03.2011	Upto 01.04.2010	During the year	Excess charged in earlier yrs	Upto 31.03.2011	As on 31.03.2011	As on 31.03.2010
Software	0.40	0	9,900,000	0	9,900,000	0	379,726	0	379,726	9,520,274	0
Total		0	9,900,000	0	9,900,000	0	379,726	0	379,726	9,520,274	0
Previous Year		0	0	0	0	0	0	0	0	0	0

SCHEDULE 4:**CURRENT ASSETS, LOANS and ADVANCES****A. CURRENT ASSETS**

Cash & Bank Balances		
Cash on Hand	65,111	76,295
Balance in Scheduled Banks in Current Account	635,442	38,624
	700,553	114,919

B. LOANS AND ADVANCES

(Unsecured, considered good)

Tax Deducted at source	389,304	389,304
Advances recoverable in Cash or kind or for value to be received	44,950,628	13,100,000
Deposit	400,000	-
Advance Tax	1,244,625	1,244,625
	46,984,557	14,733,929



	As At March 31, 2011 (In Rs.)	As At March 31, 2010 (In Rs.)
SCHEDULE 5:		
CURRENT LIABILITIES AND PROVISIONS		
A. CURRENT LIABILITIES		
Other Liabilities	76,789	120,000
Creditors	-	-
N. K. Jalan	22,060	50,000
B. PROVISIONS		
Provision for Tax	1,538,625	1,578,205
	<u>1,637,474</u>	<u>1,748,205</u>
SCHEDULE 6:		
SALES		
Sale of Service	200,000	-
Sale of Tracks	1,250,000	-
	<u>1,450,000</u>	<u>-</u>
SCHEDULE 7:		
OTHER INCOME		
Sundry Balance W/off	20,000	732,100
Interest Income	66,140	-
Miscellaneous Income	6,869	-
	<u>93,009</u>	<u>732,100</u>
SCHEDULE 8:		
ADMINISTRATION & OTHER EXPENSES		
Advertising Expenses	15,337	-
Art Designing Expenses	26,913	-
Artist Payment	540,000	-
Business Promotion Expenses	9,900	-
Camera Setup Expenses	31,118	-
Travelling Expenses	72,386	-
Creativity & Designing Expenses	20,540	-
Custodian Fees	18,000	-
Editing Charges	17,540	-
Electricity Expenses	26,624	-
Equipment Hire Charges	49,100	-
Helper Charges	2,160	-
License Fees (TV Channel)	20,000	-
Listing Fees	101,100	11,430
Makeup Expenses	4,000	-
Office Expenses	2,310	130,645
Photography Expenses	2,500	-
Printing & Stationery	43,795	5,979
Production Expenses	43,500	-
Professional Fees	15,000	25,500



	As At March 31, 2011 (In Rs.)	As At March 31, 2010 (In Rs.)
SCHEDULE 8: (Contd.)		
Recording Expenses	10,660	-
Refreshment Expenses	10,187	-
Sound Management Expenses	29,100	-
Teleports Expenses	50,000	-
Telephone Expenses	20,165	-
ROC Expenses	506,709	-
Web site Hosting Charges	800	-
Salaries and Bonus	90,000	180,000
Bank Charges	1,572	224
Sundry Expenses	-	112,150
Auditor's Remuneration	20,000	20,000
DP Charges	-	15,442
	<u>1,801,016</u>	<u>501,370</u>
Grouping Part of Balance Sheet and Profit & Loss Account of M/s. Perfect-Octave Media Projects Limited for the year ended March 31, 2011		
Share Application Money	Amt in Rs.	
Komal Deshmukh	230,000	
M/s. Sainath Herbal Care Marketing Private Limited	500,000	
M/s. Tecknopoint Mercantile Company Private Limited	1,500,000	
	<u>2,230,000</u>	
Unsecured Loan from Director	Amt in Rs.	
Ratish Tagde	76,789	
	<u>76,789</u>	
Investments	Amt in Rs.	
Share Application to M/s. Café 9 Media Hub Private Limited	300,000	
Share Application to M/s. Perfect Company Advice Private Limited	300,000	
	<u>600,000</u>	
Sundry Debtors	Amt in Rs.	
M/s. Violet Media Private Limited	200,000	
	<u>200,000</u>	
ROC Expenses	Amt in Rs.	
Processing Fees	20,000	
Registrar Fees	25,000	
ROC Filing Fees	379,199	
Stamp Duty Charges	80,510	
Statutory Fees	2,000	
	<u>506,709</u>	
Loans & Advances	Amt in Rs.	
Land Acquisition to M/s. Frontline Bhoomi Vistar Private Limited	1,500,000	
Copyright to M/s. Blackgold Machining Works Private Limited	14,900,000	
Copyright to M/s. Technosteel Engineering Private Limited	15,700,000	
Copyright to M/s. Violet Media Private Limited	12,100,000	
Advance to Artist	723,500	
Service Tax	27,128	
	<u>44,950,628</u>	
Deposit	Amt in Rs.	
Lease Deposit	400,000	
	<u>400,000</u>	

**Schedule 9:**

Significant Accounting Policies and Notes forming part of the Balance Sheet as at March 31, 2011 and Profit & Loss Account for the year ended March 31, 2011

1. Basis of preparation of financial statements:

The financial statements have been prepared under historical cost convention on an accrual basis.

2. Fixed assets and depreciation:

Fixed Assets are stated at cost less depreciation. Depreciation is claimed on the basis of rates specified in Companies Act, 1956.

3. Revenue Recognition:

Revenue is recognized on accrual basis.

4. Taxes on income:

- Provision for current tax, if any is computed in accordance with the relevant tax regulations.
- Deferred tax is recognized for all timing differences between accounting income and taxable income and is quantified using enacted/substantially enacted tax rates as at the balance sheet date.
- Deferred Tax Asset and Provision for MAT Credit is not recognized as matter of prudence.

NOTES TO ACCOUNTS:

- Information under 4D of Para II, Para 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 are not applicable to the Company.
- In accordance with the Accounting Standard 22 on "Accounting for Taxes on Income", (AS 22) issued by The Institute of Chartered Accountants of India, Deferred assets and liabilities are recognized for all timing differences in accordance with the said standard. Deferred Tax Asset and Provision for MAT Credit is not recognized as matter of prudence.
- Directors Remuneration:
Salaries Rs. NIL/- (P.Y. Rs. NIL)
- Balance of Debtors, Creditors, Loan & Advances are subject to confirmation and/or reconciliation/consequential adjustments, if any.
- Earnings per share:-**

	Rs. 2010-2011	Rs. 2009-2010
Profits available for equity shareholders (a)	(1,762,733)	191,150
*Weighted average number of shares Used in computing Basic & Diluted	7,390,000	3,000,000
Earnings per share (b)		
Nominal value of share	10/-	10/-
Earnings per share basic & diluted (a)/(b)	-	0.06

6. Related Party Disclosure

Key Management Personnel:

Ratish Tagde
Santosh Kumar Jain
Anand Bihari Jariwal

Nature of Payment	Key Management Personnel	Relatives of Key Management Personnel	Total Amount (in Rs.)
Loan repaid	NIL	NIL	NIL
Remuneration	NIL	NIL	NIL



7. The Company has issued equity shares amounting to Rs. 4,39,00,000 during the year.
8. The Company has given advance amounting to Rs. 4,27,00,000/- for purchase of copyright of old songs, T.V. channels.
9. Previous year's figures have been re-grouped, re-classified and re-arranged, wherever considered necessary to conform to current year's presentation.

AS PER OUR REPORT OF EVEN DATE

For N K Jalan & Co.

Chartered Accountant

For and on behalf of Board of Directors

N. K. Jalan

Proprietor

Mem. No. 11878

Firm No. 104019W

Date: May 21, 2011

Place: Mumbai

Ratish Tagde

Director

Santosh Kumar Jain

Whole Time Director



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2011

PARTICULARS	MARCH - 2011		MARCH - 2010	
	(Rs. In Lacs)	(Rs. In Lacs)	(Rs. In Lacs)	(Rs. In Lacs)
A. CASH FROM OPERATING ACTIVITIES				
Net Profit/ (Loss) before Tax & Extraordinary Items		(17.63)		2.31
Adjustments for:				
Depreciation	3.80		0.00	
Loss on sale of Shares	0.00		0.00	
		(13.83)		2.31
Operating Profit/(Loss) before Working Capital changes:				
Adjustments for:				
(Increase)/Decrease in Trade & Other Receivable	(423.51)		(7.00)	
Increase/(Decrease) in Current Liabilities & Provisions	(1.11)		0.20	
		(424.62)		(6.80)
Less : Taxes paid		0.00		0.00
Net Cash Generated/(used in) Operating Activities		(438.45)		(4.49)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Investments		(6.00)		0.00
Dividend		0.00		0.00
Net Cash Generated/(used in) Investing Activities		(6.00)		0.00
C. CASH FLOW FROM FINANCING ACTIVITIES				
Unpaid Calls Received		0.00		1.53
Share Issued		439.00		0.00
Share Application Money		22.30		0.00
Interest Paid on Term Loan		1.00		0.00
Loan taken/(repaid) net		(11.00)		(4.42)
Net Cash Generated/(used in) Financing Activities		450.30		(2.89)
Cash & Cash Equivalents (Opening)		1.15		8.53
Net Increase/(Decrease) in Cash & Cash Equivalents		[A+B+C] 5.85		[A+B+C] (7.38)
Cash & Cash Equivalents (Closing)		7.00		1.15

For N K Jalan & Co.
Chartered Accountant

For and on behalf of Board of Directors

N. K. Jalan
Proprietor
Mem. No. 11878
Firm No. 104019W

Ratish Tagde
Director

Santosh Kumar Jain
Whole Time Director

Date: May 21, 2011
Place: Mumbai

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

Additional Information pursuant to Part IV of Schedule VI of the Companies Act, 1956

I. REGISTRATION DETAILS

Registration No.	63275	State Code	11
Balance Sheet Date	31/03/2011		

II. CAPITAL RAISED DURING THE YEAR (Amount in Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	43900

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs. Thousands)

Total Liabilities	76,130	Total Assets	76,130
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SOURCES OF FUNDS

Paid Up Capital & Share

Application Money	76,130	Reserves & Surplus	0
Secured Loans	0	Unsecured Loans	0
Deferred Tax Liability (Net)	0		

APPLICATION OF FUNDS (Amount in Rs. Thousands)

Net Fixed Assets	9,520	Investments	600
Net Current Assets	46,248	Misc. Expenditure	0
Accumulated Assets	19,762	Deferred Tax Assets	0

IV. PERFORMANCE OF COMPANY (Amount in Rs. Thousands)

Total Income	1,543	Total Expenditure	3,306
Profit/(Loss) Before Tax	(1,763)	Profit/(Loss) After Tax	(1,763)
Earnings Per Share In Rs.	0.00	Dividend	-

V. GENERIC NAME OF PRINCIPAL PRODUCT OF COMPANY (Amount In Rs. Thousands)

Item Code No.	N.A.
Product Description	N.A.

For and on behalf of Board of Directors

Ratish Tagde
Director**Santosh Kumar Jain**
Whole Time Director

Date: May 21, 2011

Place: Mumbai



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011

PARTICULARS	SCH	FOR THE YEAR ENDED MARCH 31, 2011 (In Rs.)	FOR THE YEAR ENDED MARCH 31, 2010 (In Rs.)
INCOME			
Sales	6	1,450,000	-
Other Income	7	93,009	732,100
TOTAL		1,543,009	732,100
EXPENDITURE			
Purchase		1,125,000	-
Administrative Expenses	8	1,801,016	501,370
Interest & Finance Expenses		-	-
Depreciation		379,726	-
TOTAL		3,305,742	501,370
Profit/(Loss) Before Tax & Prior Period Adj.		(1,762,733)	230,730
Prior Period Adjustments		-	-
Profit/(Loss) Before Tax		(1,762,733)	230,730
Provision for Tax			
- Current Tax		-	39,580
- FBT		-	-
- Deferred Tax (Net)		-	-
Profit/(Loss) After Tax		(1,762,733)	(191,150)
Balance Brought Forward		(17,999,357)	(18,190,507)
Balance Transferred to Balance Sheet		(19,762,090)	(17,999,357)
EARNINGS PER SHARE (Basic & Diluted)			
[Refer note 5 of Schedule 9]		-	0.06
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	9		

AS PER OUR REPORT OF EVEN DATE

For N K Jalan & Co.*Chartered Accountant*

For and on behalf of Board of Directors

N. K. Jalan*Proprietor*

Mem. No. 11878

Firm No. 104019W

Date: May 21, 2011

Place: Mumbai

Ratish Tagde

Director

Santosh Kumar Jain

Whole Time Director

PROXY FORM

PERFECT-OCTAVE MEDIA PROJECTS LIMITED

(Formerly known as New Bombay Printing & Dyeing Mills Limited)

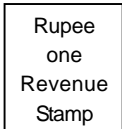
Registered Office: Block No. A – 1, Parle Colony CHS., Sahakar Road, Vile Parle (East), Mumbai – 400 057

Regd. Folio No. _____ No. of Shares _____

I/We _____ of _____ being a member of **M/s. Perfect-Octave Media Projects Limited** (formerly known as New Bombay Printing & Dyeing Mills Limited), hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us

at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to 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 and at any adjournment (s) thereof.

Signed this day of2011.



Signature _____

Notes: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

.....Tear Here.....

ATTENDANCE SLIP

PERFECT-OCTAVE MEDIA PROJECTS LIMITED

(Formerly known as New Bombay Printing & Dyeing Mills Limited)

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

Regd. Folio No. _____ No. of Shares _____

Name of the Shareholders/Proxy (In block letter)

DP ID No./Client No.

I/We hereby recorded my presence at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to 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.

Signature of the Proxy holder

Signature of Shareholder

NOTE: Shareholders/proxy is requested to bring the attendance slip with him when they come to the meeting. No attendance slip will be issued at the time of meeting.

BOOK – POST

To,

If undelivered, please return to:

PERFECT-OCTAVE MEDIA PROJECTS LIMITED
(formerly known as New Bombay Printing & Dyeing Mills Limited)
Block No. A-1, Parle Colony C.H.S.,
Sahakar Road, Vile-Parle (East),
Mumbai-400 057