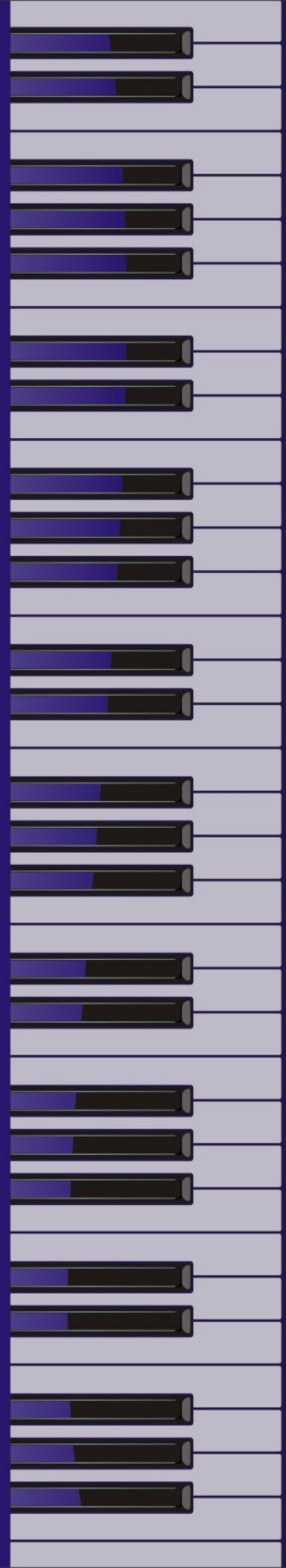
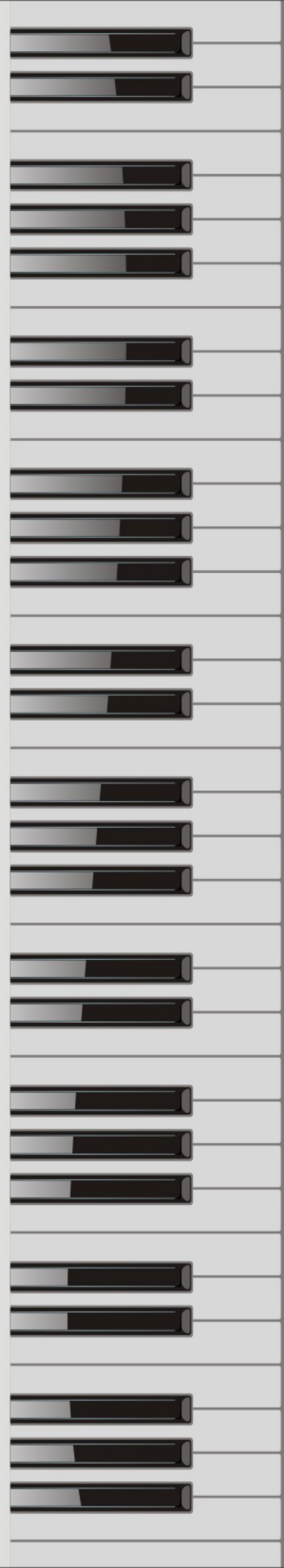




Media Projects Limited



SP



Board of Directors

Mr. Ratish Tagde

Managing Director

Mr. Anand Jariwal

Director

Mr. Santosh Jain

Director

Ms. Komal Deshmukh

Asst. Vice President –
Corporate Affairs & Company Secretary

Statutory Auditors

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

Registered Office

701, 704, 705. Crystal Plaza,
Andheri-Ghatkopar Link Road,
Andheri (East), Mumbai - 400 099

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

Bankers

Axis Bank Limited
Corporation Bank
Indian Overseas Bank

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Notice

Notice is hereby given that the Twenty First Annual General Meeting of the Members of **Perfect-Octave Media Projects Limited** will be held on Tuesday, September 18, 2012 at 3.00 p.m. at the registered office of the Company at 701, 704, 705, Crystal Plaza, Chakala, Andheri- Ghatkopar Link Road, Andheri (East), Mumbai - 400 099 to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2012, 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. Ratish Tagde who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint statutory auditors to hold office from the conclusion of this meeting until 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 subject to the provisions of Section 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force), the consent of the Company be and is hereby given for the appointment of Mr. Ratish Tagde as the Managing Director of the Company for a period of three years w.e.f. 1st April, 2012 on the following terms of remuneration:

1. Basic Salary: ₹ 1,00,000/- p.m.
2. Personal Allowance: ₹ 5000/- p.m.
3. Medical: Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary for a year.

Notwithstanding the ceiling specified in this clause, if reimbursement of expenses under this clause claimed is less than the specified limit, the balance shall be added to the personal allowance on a annual basis.

4. Leave Travel Allowance: As per the provisions of Income Tax Act, 1961.
5. Club: Club Fees subject to maximum of two clubs. This will include annual membership fees but not admission fees and life membership fees.
6. Insurance: As per the policy of the Company.
7. Leave: Full pay leave for 30 days per annum.
8. Provident Fund: Contribution to Provident Fund/Annuity Fund/Superannuation Fund or allowance as per policy of the Company.
9. Gratuity: In accordance with the policy of the Company.
10. Telephone: Actual Basis subject to maximum ₹ 7500/- per month.
11. Car: Petrol Expenses and Driver's salary subject to maximum of ₹ 25000/- per month.

“Resolved Further That the gross remuneration to be paid to Mr. Ratish Tagde be increased, augmented and /or enhanced subject to the aforesaid provisions and applicable approvals upto 20% per annum, effective from April 1, 2013”.

“Resolved Further That in case of absence or inadequacy of profits for any financial year, Mr. Ratish Tagde shall subject to approval from the Central Government, If any required, be paid remuneration by way of salary and perquisites as specified above, subject to the restrictions, if any, set out in Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time”.

“**Resolved Further That** any of the Directors of the Company be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai or to make application to the Central Government, as the case may be, and to do all such acts, deeds and things as may be necessary”.

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

“**Resolved That** Mr. Santosh Kumar Jain, who was appointed with effect from April 12, 2012 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
Perfect-Octave Media Projects Limited**

Place: Mumbai
Date: August 11, 2012

**Ratish Tagde
Managing Director**

Registered Office:
701, 704, 705, Crystal Plaza,
Andheri Ghatkopar Link Road,
Andheri (East), Mumbai - 400 099

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 September 16, 2012 to September 18, 2012 (both days inclusive).
6. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2012 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. In case the members have not received new share certificate with new name of the company, they are requested to kindly contact the Registrar & Share Transfer Agent for issue of new certificate in lieu thereof.
9. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.
10. 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
Perfect-Octave Media Projects Limited**

Place: Mumbai
Date: August 11, 2012

**Ratish Tagde
Managing Director**

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

Item No. 2 and 4

As required under Clause 49 IV of the Listing Agreement given below are the details of Mr. Ratish Tagde, who is proposed to be appointed as a Managing Director and to be re-appointed as a director who is retiring by rotation:

Mr. Ratish Tagde has completed CS from the Institute of Company Secretaries of India, New Delhi in 1990 and LL.B from Devi Ahilya Vishvavidhyalaya, Madhya Pradesh in the year April, 1992. He has more than 25 years of corporate experience as a Company Secretary. Mr. Ratish Tagde has worked at various senior positions in many corporate for nearly 15 years and also served the corporate sector as practicing company secretary for 10 years.

Mr. Tagde is also an accomplished musician and Violinist. He has performed as a professional violinist at many prestigious places in India and overseas. Mr. Tagde is musically qualified and has acquired Sangeet Praveshika in vocal from Indira Kala Sangeet Vishvavidhyalaya (IKSV), Khairagarh. He has also done his Bachelor of Music and Sangeet Kovid from IKSV. He has done his Sangeet Pravin from Prayag Sangeet Samiti, Allahabad. He has acquired Masters Degree with Gold medal in Arts from Devi Ahilya Vishvavidhyalaya, Indore with specialization in Violin subject.

Subsequently during the year 2011 Mr. Tagde acquired Perfect-Octave Media Projects Limited and conceptualized the project of launching world's first non-film Indian music TV Channel. To manage the affairs of the Company efficiently, it is required to empower Mr. Ratish Tagde with powers of Managing Director. His excellent management skills and innovative approach will help Company to manage and handle the Companies affairs and business in an effective manner. The Board of Directors of your Company has considered the appointment of Mr. Ratish Tagde as a Managing Director of the Company with effect from April 01, 2012 with remuneration, subject to approval of shareholders of the Company.

He Holds Directorship In The Following Companies:

Perfect-Octave Media Projects Limited
Gandhar Media Limited
In-Sync Music Education Private Limited
Perfect-Octave Private Limited
Krishna Ventures Limited
Raga Café Private Limited
Camfit Sanitary Napkins (India) Private Limited
Airoplast Private Limited
Western Remedies Private Limited
Conbar India Private Limited

None of the directors of the Company may be considered to be interested in passing of the Resolution except appointee himself.

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

Item No. 5:

Mr. Santosh Kumar Jain was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, with effect from April 12, 2012. He hold office till the conclusion 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. Santosh Kumar Jain for appointment as Director of the Company.

Santosh Kumar Jain do not 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 except the appointee himself.

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

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

Place: Mumbai
Date: August 11, 2012

**Ratish Tagde
Managing Director**

Directors' Report

Your directors present herewith the 21st Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2012.

(Amount In ₹)		
Financial Results	2011 – 2012	2010-2011
Revenue from operations	80,978,800	1,543,009
Less: Operational & Other expenses	77,044,502	2,926,016
Profit / (Loss) before Depreciation	39,34,298	(1,383,007)
Less: Depreciation	1,620,856	379,726
Profit / (Loss) After depreciation	2,313,442	(1,762,733)
Add / (Less) Prior Period Adjustment	Nil	Nil
Profit / (Loss) Before Taxation	2,313,442	(1,762,733)
Less: Provision for Tax	Nil	Nil
Current Tax	Nil	Nil
Deferred Tax (Net)	Nil	Nil
Net Profit After Tax	2,313,442	(1,762,733)
Profit / (Loss) brought forward from previous year	(19,762,090)	(17,999,357)
Balance carried to Balance Sheet	(17,448,648)	(19,762,090)

Operations

During the year under review, your Company has remarkably expanded its operations in the media segment and registered substantial growth. Your company is proud to announce its foray in the media industry as "a first mover" in the untapped segment of non-film music. The Directors of your Company are pleased to report that during the year under review, your Company has decided to start a non-news Television Channel in the non-film music segment. During the year under review Company has also established itself as a major player in content creation and acquisitions in the non-film music video content segment. Company has also commenced providing content to various players in the segment. We have already tied up various important aspects like airtime sales, distribution etc in respect of the proposed TV Channel business with leading agencies. We propose to launch the TV Channel tentatively by November/December 2012.

For the period ended March 2012 your Company has recorded revenue of ₹ 809 lacs compare to previous years of ₹ 15.43 lacs, thereby registering substantial growth. Since non-film based music content is not available, therefore content creation is a major challenge and at the same time a booming business opportunity.

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 2011-2012.

Share Capital

During the year under review, The Company has made allotment of 8,00,000 equity shares ₹ 10/- each at a premium of ₹ 15/- per share to a Non-promoter.

As on 31st March, 2012, The paid up share capital of the Company is ₹ 8,19,00,000/- divided into 81,90,000 equity shares of ₹ 10/- each.

Directors

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

During the year under review, Mr. Mahesh Tagde was appointed as a Director w.e.f 22nd June, 2011 and resigned in the post financial year.

Mr. Anand Jariwal, is continuing his Directorship on the Board of Director of the Company..

During the year under review, Mr. Vimal Bhatnagar and Mr. Vijay Negandhi were appointed as directors on 21st May, 2011 and resigned on 13th October, 2011. Subsequent to year end, Mr. Ratish Tagde was appointed as a Managing Director.

Significant Developments During The Year

During the year under review, the Board of Directors, in their meeting held on 9th March 2012 approved the scheme of merger of M/s Gandhar Media Limited (GML) into Perfect Octave Media Projects Limited. GML possess musical content in the targeted musical segment and also all top music maestros like Padmabhushan Pt. Shivkumar Sharma, Padmabhushan Pt. Hariprasad Chaurasia, Padmashri Ustad Rashid Khan, Padmashri Shankar Mahadevan, Niladri Kumar, Pt Vijay Ghate have signed up as an advisors with GML. Therefore, the proposed merger will bring in immense content library as well as expertise from these maestros to the Company. The synergy between the companies will add enormous value to the entire television channel project of the Company.

The members of the Company have approved the said scheme of merger in the Court Convened Meeting held on 28th May, 2012.

Particulars Of Employees

During the year under review, there were no employees drawing remuneration of ₹ 60,00,000/- p.a. or ₹ 5,00,000/- 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 to be commented further 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 2012; 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 of affairs 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 2012 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 Practicing Company Secretary regarding compliance of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement, is appended to the Annual Report.

Depository System

The Company has electronic connectivity with both the depositories namely Central Depository Services (India) Limited and National Securities Depository Limited. As on March 31, 2012, 78.86% of the Company's paid-up share capital representing 64,58,800 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

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

Place: Mumbai
Date: August 11, 2012

Ratish Tagde
Managing Director

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

III. 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

Place: Mumbai
Date: August 11, 2012

Ratish Tagde
Managing Director

Management Discussion And Analysis

Indian Media & Entertainment Industry

The Indian media and entertainment industry has been achieving a steady growth for past few years and registered 11.7% growth during the financial year 2011. The industry grew to ₹ 72800 Cr in 2011 from ₹ 65200 Cr in 2010 recording a massive growth path. The television sector revenues grew from ₹ 29700 Cr in 2010 to ₹ 32900 Cr in 2011 registering a growth rate of 10.7% (Source: FICCI-KPMG M & E Industry Report 2012). One of the important parameter to assess growth of the M & E Industry in India is per capita Media spend which is extremely low in India compared with other countries in the world. UK is 271 USD, US is 491 USD, China 27 USD, Japan is 343 USD whereas India is meager 4 USD spend per capita. This gap offers a huge future growth potential in especially subscription revenue segment of broadcasting industry. India is world's third largest television market with 150 million households after China and the US.

Digitization

As per the notification issued by the Ministry of Information & Broadcasting, all television households in four metros will be digitized by October 2012 and entire India by middle of 2014. Digitization will create enormous business potential for the broadcasting industry and one of the major benefits is opportunity for substantial increase in subscription revenue thereby reducing dependency on the advertising revenue. Post digitization the market will mainly be content oriented and niche TV Channels, like ours, will witness immense growth potential. The industry expects that the digitization will substantially bring down the distribution cost for a broadcaster there by making room for launching many medium and niche channels. With digitization, like western world countries, the Indian broadcasting industry will be stepping into the "pay channel era" where the "unique and innovative content" will be the king.

Music Industry

Company is venturing into the vibrant music industry which is full of diversities and many virgin segments open for business potential. As per the estimates of Dun & Bradstreet, the size of music industry is approx ₹ 1000 Cr during 2011 and growing at the rate of 8% p.a. Music in India is mainly fragmented into bollywood & non-bollywood. We are venturing into the non-bollywood music segment wherein there is no existence of any broadcaster presently thereby creating "first movers advantages" for us. The growth of music industry will be mainly driven by the factors like unique content, launching of 4G, growth of multi television sets per house, digitization, internet speed etc.

We are entering into the niche segment of non-film music where presently there is no other organized player exists. The major challenge is availability of quality content in the targeted segment. We have already created 100 hrs of content and are in the process of creating more content for the channel.

Business Prospects

Company proposes to be a very prominent hub in the non-film music segment. We will provide opportunities to all aspiring musicians to become professional artists. We propose to have many vertical revenue streams like sale of content to other TV Channels, sale of DVD/CD, sale of content through internet, to mobile companies etc. The ownership of content will enable us to exploit the revenues from variety of sources. We have also planned many events across India that will generate content for our TV Channel and also generate revenue and subscribers.

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. It is one of the fastest growing sectors in Indian economy triggered by economic growth and increasing income levels.

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 and 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 ₹ 809 lacs (previous year ₹ 15.43 lacs) from operations houses registering substantial growth over the previous year. Company has already created/acquired 100 hrs of non-bollywood music content. Company is fully geared up to launch its TV Channel titled "In Sync" tentatively by Nov/Dec 2012 subject to clarity on digitization of analog cable in metros.

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

Place: Mumbai
Date: August 11, 2012

Ratish Tagde
Managing Director

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.

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. Your Directors present The Company's Report on Corporate Governance as under:

A. Composition Of Board Of Directors

Perfect-Octave has Board with Non-Executive Directors. 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.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2012, are given below:

1) Upto 20th May, 2011

The Company has 3 Directors with Non Executive Chairman. All three directors were Non-Executive Directors and one director was Non Independent Director. The Board is headed by a Non- Executive Chairman and therefore the one third of the Board is comprised of Independent Directors.

Name of Director	Position	No. of directorship on the Board of other companies	Committee membership in other companies	Chairmanship of committees
Mr. Ratish Tagde	Non Executive & Non - Independent Director	2	1	1
Mr. Santosh Kumar Jain	Non Executive & Independent Director	-	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-

Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

2) Upto 21st June, 2011

The Company had 5 Directors with Non Executive Chairman. All Five Directors were Non Executive Directors and Four Directors were Non Independent Directors. The Board is headed by a Non Executive Chairman & therefore the one third of the Board is compared of Independent Directors.

Name of Director	Position	No. of directorship on the Board of other companies	Committee membership in other companies	Chairmanship of committees
Mr. Ratish Tagde	Non Executive & Non - Independent Director	2	1	1
Mr. Santosh Kumar Jain#	Non Executive & Independent Director	-	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-
Mr. Vimal Bhatnagar*	Non Executive & Independent Director	-	-	-
Mr. Vijay Negandhi*	Non Executive & Independent Director	-	-	-

*Appointed on 21st May, 2011

Resigned on 22nd June, 2011 and reappointed on 12th April, 2012.

Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

3) Upto October 12, 2011

The Company had 5 Directors with Non Executive Chairman. All 5 Directors are non executive directors. Out of 5 directors two directors are non independent and 3 directors are independent. The Board was headed by Non Executive Chairman therefore; more than one third 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 Director	Position	No. of directorship on the Board of other companies	Committee membership in other companies	Chairmanship of committees
Mr. Ratish Tagde	Non Executive & Non - Independent Director	2	1	1
Mr. Mahesh Tagde@	Non Executive & Non - Independent Director	-	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-
Mr. Vimal Bhatnagar**	Non Executive & Independent Director	-	-	-
Mr. Vijay Negandhi**	Non Executive & Independent Director	-	-	-

@Appointed on 22nd June, 2011 and resigned on 12th April, 2012

** resigned on 13th October, 2011

Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

4) From October 13, 2011

The Company had 4 Directors with Non Executive Chairman. All Four directors were Non-Executive Directors and two directors were Non Independent Director. The Board is headed by a Non- Executive Chairman and therefore more than one third of the Board is comprise of Independent Directors.

Name of Director	Position	No. of Directorship in Boards of other companies	Committee Membership in all companies	Chairmanship in committees where they are Members
Mr. Ratish Tagde	Non Executive & Non - Independent Director	2	1	1
Mr. Mahesh Tagde	Non Executive & Non Independent Director	-	-	-
Mr. Anand Jariwal	Non Executive & Independent Director	-	-	-
Mr. Dilip Majumdar\$	Non Executive & Independent Director	-	-	-

\$ appointed on 13th October, 2011 and resigned on 12th April, 2012.

Notes: 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 – **May 21, 2012, June 22, 2011, July 06, 2011, August 05, 2011, September 10, 2011, October 13, 2011, November 08, 2011, November 14, 2011, December 01, 2011, 27th December, 2011, February 14, 2012 and March 19, 2012.** 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	12	Yes
Mr. Santosh Kumar Jain*	12	1	No
Mr. Anand Jariwal	12	12	Yes
Mr. Vimal Bhatnagar**	12	5	Yes
Mr. Vijay Negandhi**	12	5	Yes
Mr. Mahesh Tagde#	12	11	Yes
Mr. Dilip Majumdar\$	12	7	No

* resigned on 22nd June, 2011 and reappointed on 12th April, 2012

** Appointed on 21st May, 2011 and resigned on 13th October, 2011

Appointed on 22nd June, 2011 and resigned on 12th April, 2012

\$ Appointed on 13th October, 2011 and resigned on 12th April, 2012

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. 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

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 2011 - 2012.

Place: Mumbai
Date: August 11, 2012

Ratish Tagde
Managing 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. Ratish Tagde, Managing Director of the Company and is annexed with this report.

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, 2012.

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:

- Oversight of the Company's financial reporting process.
- Recommending to the Board, the appointment, re-appointment or removal of the statutory auditors and their remuneration.
- Reviewing, with the management, the quarterly and annual financial statements before submission to the Board for approval.
- Considering and approving changes, if any, in accounting policies and practices.
- Overseeing compliance with listing and other legal requirements relating to financial statement.
- 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.
- Review of Management Discussion and Analysis of financial condition and results of operations.
- Review of statement of significant related party transactions, submitted by management.
- 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 is made up of the following directors:

Upto 20th May, 2011

Name Of The Director	Category	Position
Mr. Anand Jariwal	Non - Executive, Independent	Chairman
Mr. Ratish Tagde	Non - Executive, Non - Independent	Member
Mr. Santosh Kumar Jain	Non - Executive and Independent	Member

Upto 12th October, 2011

Name Of The Director	Category	Position
Mr. Anand Jariwal	Non - Executive, Independent	Chairman
Mr. Ratish Tagde	Non - Executive, Non - Independent	Member
Mr. Vijay Negandhi	Non - Executive, Independent	Member

w.e.f. 13th October, 2011

Name Of The Director	Category	Position
Mr. Anand Jariwal	Non - Executive, Independent	Chairman
Mr. Ratish Tagde	Non - Executive, Non - Independent	Member
Mr. Dilip Mujumdar	Non - Executive, Independent	Member

Four (4) meetings of the Audit Committee of the Company were held during the year on May 21, 2011, August 05, 2011, November 14, 2011, and February 14, 2012.

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	4
Mr. Ratish Tagde	4
Mr. Santosh Kumar Jain	1
Mr. Vijay Negandhi	1
Mr. Dilip Majumdar	2

II Shareholders/investors Grievance Committee

The Shareholders and Investors Grievance Committee comprised of the following Directors:

Upto 20th May, 2011

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

Upto 12th October, 2011

Name Of The Director	Category	Position
Mr. Anand Jariwal	Non-Executive, Independent	Chairman
Mr. Vijay Negandhi*	Non Executive and Independent	Member

w.e.f. 13th October, 2011

Name Of The Director	Category	Position
Mr. Anand Jariwal	Non-Executive, Independent	Chairman
Mr. Dilip Mujumdar	Non Executive and Independent	Member

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.

Meetings of the Shareholders and Investors' Grievance Committee were held on May 21, 2011; August 05, 2011; November 14, 2011; and February 14, 2011 during the year under review.

III. Remuneration Committee

During the year under review, all directors were non executive directors and therefore it was not required to constitute the Remuneration Committee. 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
Eighteenth	September 30, 2009	3.00 p.m.	A - 107, 1 st 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.
Twentieth	June 21, 2011	3.00 p.m.	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 30, 2009

- The Alteration in Articles of Association of the Company under Section 31 of the Companies Act, 1956.
- 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 India, in excess of the limits specified in Section 372A of the Companies Act, 1956 but not exceeding ₹ 20 Crores.

AGM held on September 30, 2010

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

AGM held on June 21, 2011

- Preferential allotment of equity shares under section 81(1A) of the Companies Act, 1956

iii. No resolutions are proposed to be passed by conducting postal ballot during this Annual General Meeting. However following resolutions were passed through postal ballot in the financial year 2009-2010:

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 2011 - 2012, 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.

i) Companies within the same Group within the meaning of the Monopolies and Restrictive Trade Practices Act 1969.

- M/s. Perfect-Octave Private Limited
- M/s. Raga Café Private Limited
- M/s. In-Sync Music Education Private Limited
- M/s. Perfect Company Advice Private Limited
- M/s. Gandhar Media Limited

iv) There are no changes in the Authorised Capital Structure of the Company. However the paid up equity share capital was increased by Rs. 80 Lacs due to preferential allotment of shares to non promoters

v) Details of shareholding of the Directors as on 31.03.2012

Mr. Ratish Tagde	550467 Equity Shares (6.72%)
Mr. Santosh Kumar Jain	Nil
Mr. Anand Jariwal	Nil
Mr. Vimal Bhatnagar	Nil
Mr. Vijay Negandhi	Nil
Mr. Mahesh Tagde	Nil
Mr. Dilip Mujumdar	Nil

I. Means Of Communication

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

J. General Shareholders Information

Annual General Meeting (AGM)

The 21st AGM of the Company will be held on:

Day, Date and Time: Tuesday, 18th day of September, 2012 at 3.00 P.M.

Venue: 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai - 400 099.

Financial Calendar

The next financial year of the Company is April 1, 2012 to March 31, 2013.

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, 2012	2 nd week of August, 2012
September 30, 2012 (Quarter as well as Half Year)	2 nd week of November, 2012
December 30, 2012	2 nd week of February, 2013
March 31, 2012	2 nd week of May, 2013

Book closure:

September 16, 2012 to September 18, 2012 (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:

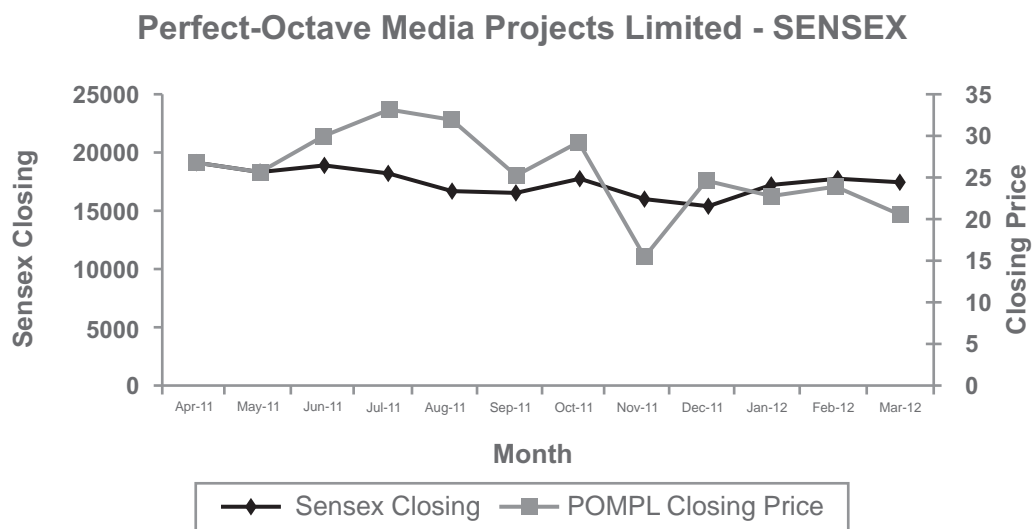
Name	Code
Bombay Stock Exchange Limited	521062
Demat ISIN Numbers in NSDL and CDSL	INE814L01013

The listing fees for the financial year 2012-2013 have been paid to Bombay Stock Exchange Limited. The Company has also paid annual custodian fee for the year under review to NSDL & CDSL.

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

Month	Bombay Stock Exchange Limited (In ₹ Per share)	
	High	Low
April 2011	34.45	22.95
May 2011	26.70	23.00
June 2011	32.65	26.95
July 2011	48.75	29.75
August 2011	38.75	31.50
September 2011	36.20	24.80
October 2011	33.35	24.05
November 2011	30.00	15.50
December 2011	24.50	13.30
January 2012	26.95	20.50
February 2012	24.40	22.15
March 2012	25.25	19.90

Performance in comparison to Bombay Stock Exchange Limited SENSEX

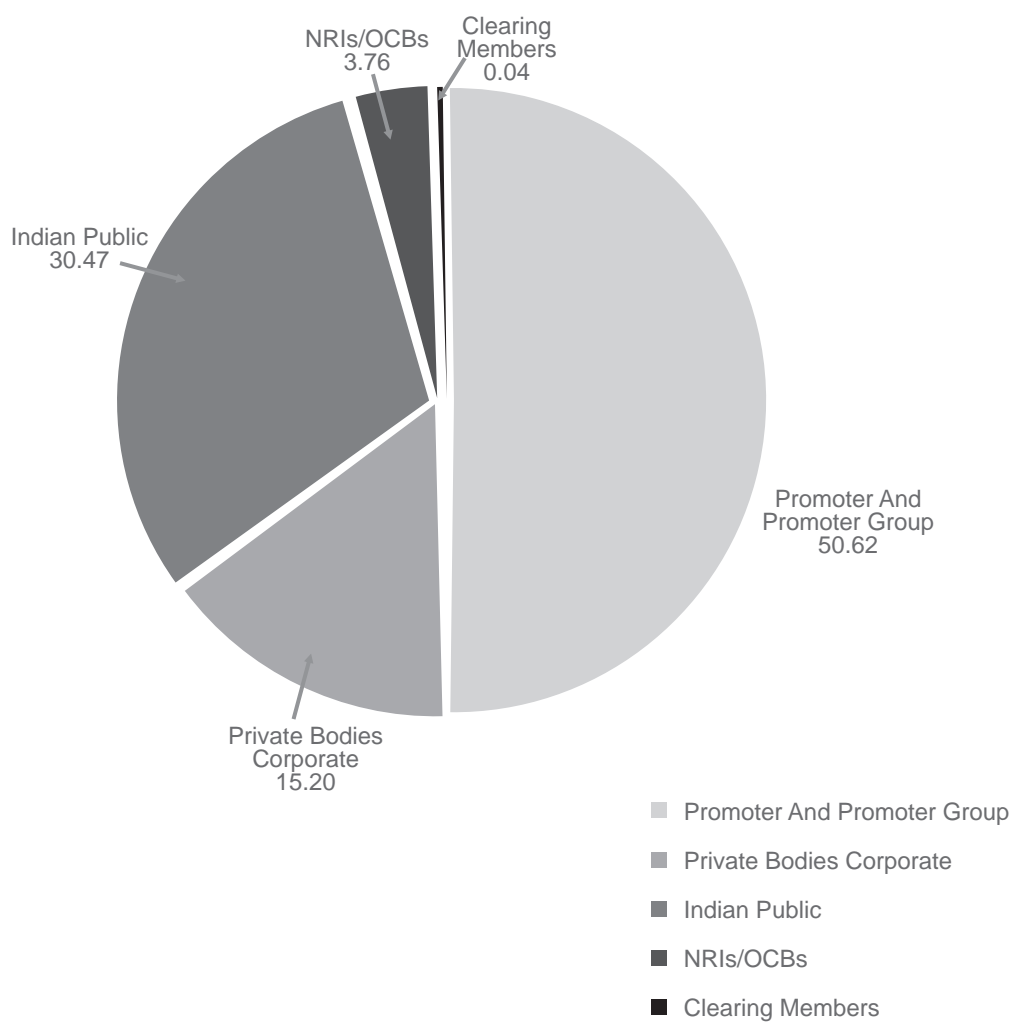


Shareholding Pattern

The Shareholding Pattern of the Company as on March 31, 2012.

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	4,145,467	50.62%
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.) and Venture Capital Fund	3,700	0.04%
4.	FII/Foreign Bodies	-	-
5.	Private Corporate Bodies	1,244,503	15.20%
6.	Indian Public	2,492,705	30.43%
7.	NRIs/OCBs	300,000	3.76%
8.	Clearing Member	3625	0.04%
	TOTAL	81,90,000	100.00%

The Graphical representation of Shareholding Pattern as on March 31, 2012



Distribution of Shareholding as on March 31, 2012 is as under:

Category	Shareholders		Face Value of Rs. 10/- Per Share	
	Numbers	% of shareholders	Amount (₹)	% of Amount
1 – 5000	4154	88.23%	7526700	9.19%
5001 – 10000	275	5.84%	2334220	2.85%
10001 – 20000	140	2.97%	2166360	2.65%
20001 – 30000	37	0.79%	941220	1.15%
30001 – 40000	16	0.34%	580820	0.71%
40001 – 50000	19	0.40%	932610	1.14%
50001 – 100000	27	0.57%	1943570	2.37%
100001 – Above	40	0.85%	65474500	79.94%
	4708	100.00%	8,19,00,000	100.00%

Dematerialization of Share and Liquidity

As on March 31, 2012, 6458800 Equity Shares constituting 78.86% 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

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:
701, 704, 705, Crystal Plaza,
Andheri-Ghatkopar Link Road,
Andheri (East), Mumbai - 400 099
Email ID: perfectoctaves@gmail.com

Report Of Practicing Company Secretary On Corporate Governance

To,
The Members of
Perfect-Octave Media Projects Limited

We have examined the compliance of the conditions of Corporate Governance of Perfect-Octave Media Projects Limited for the year ended March 31, 2012, 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, 2012 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 nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For Kaushal Dalal & Associates,
Company Secretaries**

Place: Mumbai
Date: August 11, 2012

**Kaushal Dalal
C.P. No.7512**

Chief Executive Officer (CEO) Certification

I, Ratish Tagde, Managing Director of Perfect-Octave Media Projects Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Financial Statements and the cash flow Statement for the year 2011-12 and that to the best of my Knowledge and belief;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. I further state that to the best of my knowledge and belief, no transactions are entered into by the Company during the years which are fraudulent, illegal or violative of the Company's Code of Conduct. I hereby declare that all members of the Board of Directors and the Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;
4. I have indicated to the auditors and the Audit Committee: -
 - a) Significant changes, if any, in internal control over financial reporting during the year;
 - b) Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: August 11, 2012

Ratish Tagde
Managing Director

Auditor's Report To The Members Of M/s Perfect-octave Media Projects Limited

We have audited the attached Balance sheet of M/S PERFECT - OCTAVE MEDIA PROJECTS LTD as at 31st March 2012 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 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2012 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 2012;
 - 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.

Place: Mumbai
Date: August 11, 2012

For **N.K Jalan & Co.**
Chartered Accountants
Firm No. 104019W

(N.K Jalan) Proprietor
Mem. No. 11878

M/s. Perfect-Octave Media Projects Limited 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** for the year ended 31st March 2012.

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.
4. (e) The Company has not taken loan any one party covered in the register Maintained under Section 301 of the Companies Act, 1956. Hence provisions of sub clause (f), (g) & (h) of clause (3) of paragraph 4 of the Order are not applicable.
5. 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.
6. (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 if 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.
7. 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.
8. In our opinion, the Company has an internal audit system commensurate with its size and nature of business.
9. 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 (l) (d) of the companies Act, 1956. Therefore, the provision of clause (viii) paragraph 4 of the Order is not applicable to the Company.
10. (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, 2012, 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 dies of sales tax/income tax/wealth tax /excise duty and Cess.

11. 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.
12. There is no loan outstanding from financial institutions.
13. 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.
14. 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.
15. 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.
16. The Company has not given any guarantee to bank or financial institution the terms of which are prejudicial to the interest on Company.
17. 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.
18. 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.
19. The Company has not allotted any shares to the parties and companies covered in the Registered maintained under section 301 of the Companies Act, 1956.
20. 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 share 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 have been 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.

Place: Mumbai
Date: August 11, 2012

For **N.K Jalan & Co.**
Chartered Accountants
Firm No. 104019W

(N.K Jalan) Proprietor
Mem. No. 11878

**Perfect - Octave Media Projects Ltd.
Balance Sheet As At 31st March, 2012**

Particulars	Note No.	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
A Equity And Liabilities			
1 Shareholders' Funds			
(a) Share Capital	2.1	81,900,000	73,900,000
(b) Reserves And Surplus	2.2	-5,448,648	-19,762,090
2 Share Application Money Pending Allotment	2.3	6,615,000	2,230,000
3 Non-current Liabilities			
(a) Unsecured Laons	2.4	1,500,000	76,789
4 Current Liabilities			
(a) Trade Payables	2.5	7,096,875	-
(b) Other Current Liabilities	2.6	604,076	22,060
Total		92,267,303	56,466,759
B Assets			
1 Non-current Assets			
(a) Fixed Assets	2.7		
(i) Tangible Assets		8,080,034	9,520,274
(ii) Intangible Assets		1,700,000	-
(b) Non-Current Investments	2.8	750,000	600,000
(c) Other Long Term Assets	2.9	123,947	95,304
2 Current Assets			
(a) Inventories	2.1	1,000,000	-
(b) Trade Receivables	2.11	10,111,440	200,000
(c) Cash And Cash Equivalent	2.12	1,285,206	700,553
(d) Short-Term Loans And Advances	2.13	67,491,676	45,350,628
(e) Other Current Asset	2.14	1,125,000	-
Notes To Accounts & Significant Accounting Policies	1 & 2		
Total		92,267,303	56,466,759

As Per Our Report Of Even Date

For N. K. Jalan & Co.
Firm Reg No : 104019 W
Chartered Accountants

CA N K Jalan
Proprietor
Mem. No. 11878

Place: Mumbai
Date: August 11, 2012

For Perfect - Octave Media Projects Ltd.

Ratish Tagde
Managing Director

Anand Jariwal
Director

Komal Deshmukh
AVP-Corporate Affairs & Company Secretary

Perfect - Octave Media Projects Ltd.
Statement Of Profit & Loss As On 31st March, 2012

Particulars	Note No.	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
A Continuing Operations			
1 Revenue From Operations (gross)	2.15	80,978,800	1,450,000
Less: Excise Duty		-	-
Revenue From Operations (net)		80,978,800	1,450,000
2 Other Income	2.16	-	93,009
3 Total Revenue (1+2)		80,978,800	1,543,009
4 Expenses			
(a) Purchases Of Content	2.17	76,701,562	1,125,000
(b) Changes In Inventories Of Finished Goods, Work-in-progress And Stock-in-trade	2.17	-1,600,000	-
(b) Employee Benefits Expense	2.17	192,600	90,000
(c) Depreciation And Amortisation Expense	2.7	1,620,856	379,726
(d) Other Expenses	2.17	1,750,340	1,711,016
Total Expenses		78,665,358	3,305,742
5 Profit / (loss) Before Exceptional And Extraordinary Items And Tax (3-4)		2,313,442	-1,762,733
6 Tax Expense:			
(a) Current Tax Expense For Current Year		-	-
(b) Tax Adjustment Relating To Prior Years		-	-
(c) Net Current Tax Expense		-	-
(d) Deferred Tax		-	-
7 Profit / (loss) From Continuing Operations		2,313,442	-1,762,733
8 Profit / (loss) For The Year		2,313,442	-1,762,733
9.i Earnings Per Share (of ₹ 10/- Each):			
(a) Basic			
(i) Continuing Operations		0.28	0.00
(ii) Total Operations		0.28	0.00
(b) Diluted			
(i) Continuing Operations		0.28	0.00
(ii) Total Operations		0.28	0.00
9.ii Earnings Per Share (excluding Extraordinary Items) (of ₹ 10/- Each):			
(a) Basic			
(i) Continuing Operations		0.28	0.00
(ii) Total Operations		0.28	0.00
(b) Diluted			
(i) Continuing Operations		0.28	0.00
(ii) Total Operations		0.28	0.00

As Per Our Report Of Even Date

For N. K. Jalan & Co.
 Firm Reg No : 104019 W
 Chartered Accountants

CA N K Jalan
 Proprietor
 Mem. No. 11878

Place: Mumbai
 Date: August 11, 2012

For Perfect - Octave Media Projects Ltd.

Ratish Tagde
 Managing Director

Anand Jariwal
 Director

Komal Deshmukh
 AVP-Corporate Affairs & Company Secretary

Perfect - Octave Media Projects Ltd.
Notes On Accounts For The Year Ended 31st March 2012

Note 2.1 Share Capital

Particulars	As At 31 st March, 2012		As At 31 st March, 2011	
	Number of shares	₹	Number of shares	₹
(a) Authorised Equity shares of ₹ 10 each	8,600,000	86,000,000	8,600,000	86,000,000
(b) Issued # Equity shares of ₹ 10 each	8,190,000	81,900,000	7,390,000	73,900,000
(c) Subscribed and fully paid up Equity shares of ₹ 10 each	8,190,000	81,900,000	7,390,000	73,900,000
Total	8,190,000	81,900,000	7,390,000	73,900,000

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As At 31 st March, 2012		As At 31 st March, 2011	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Ratish Tagde	550,467	6.72	650,000	8.80
Raga Café Pvt. Ltd.	3,595,000	43.89	3,595,000	43.89
Swastik Legal Consultants Pvt. Ltd.	800,000	9.77	-	-

The company has only one class of shares referred to as equity shares having a par value of 10/- each and holder of equity shares is entitled to one vote per share.

The company issued 800000 equity shares of Rs. 10 each fully paid in the current year.

Note 2.2 Reserves And Surplus

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
(a) Share Premium Account		
Opening balance	-	-
Add: Amount received	12,000,000	-
Less : Utilised	-	-
Closing balance	12,000,000	-
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-19,762,090	-17,999,357
Add: Profit / (Loss) for the year	1,713,442	(1,762,733)
Amounts transferred from:		
General reserve	-	-
Other reserves (give details)	-	-
Closing balance	-18,048,648	-19,762,090
Total	-6,048,648	-19,762,090

Note 2.3 Share Application Money Pending Allotment

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Perfect Octave Pvt. Ltd.	1,655,000	-
Raga Café Pvt. Ltd.	2,200,000	-
Ratish Tagde	2,260,000	-
Seema Tagde	500,000	-
Komal Deshmukh	-	230,000
M/s. Sainath Herbal Care Marketing Pvt. Ltd.	-	500,000
M/s.Technopoint Merchantile Company Pvt. Ltd.	-	1,500,000
Total	6,615,000	2,230,000

Note 2.4 Non - Current Liabilities

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Unsecured Loans		
Loan from Care Bussiness Universal Solution	1,500,000	-
Loan from Director	-	76,789
	1,500,000	76,789

Note 2.5 Trade Payables

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Trade payables:		
Acceptances	7,096,875	
Other than Acceptances	-	-
Total	7,096,875	-

Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

Note 2.6 Other Current Liabilities

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Telephone Expense Payable	8,273	-
Auditor's Remuneration Payable	62,871	22,060
Ratish Tagde - Reimbursement Account	167,762	-
Other Advances	300,000	-
VAT Payable	32,670	-
Provision on Salary	31,400	-
Professional Tax	1,100	-
Total	604,076	22,060

There is no contingent liability outstanding as on the year ended 31st march 2012.

Note 2.7 Fixed Assets

Tangible Assets	Gross Block					Accumulated Depreciation And Impairment				Net Block	
	Balance As At 1 st April, 2011	Additions	Disposals	Other Adjustments	Balance As At 31 st March, 2012	Balance as at 1 st April, 2011	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 st March, 2012	Balance as at 31 st March, 2012	Balance as at 31 st March, 2012
(a) Air Conditioner Owned		118,530	-		118,530		9,280		9,280	109,250	-
(b) Deskjet Printer Owned		4,550	-		4,550		90		90	4,460	-
(c) Software Owned	9,900,000	34,286	-		9,934,286	379,726	1,605,464		1,985,190	7,949,096	9,520,274
(d) Laptop Owned	-	23,250	-		23,250		6,022		6,022	17,228	-
Total	9,900,000	180,616	-	-	10,080,616	379,726	1,620,856	-	2,000,582	8,080,034	9,520,274
Previous year		9,900,000	-	-	-	-	379,726	-	379,726	9,520,274	-
Intangible Assets	Gross Block					Accumulated Depreciation And Impairment				Net Block	
	Balance As At 1 st April, 2011	Additions	Disposals	Other Adjustments	Balance As At 31 st March, 2012	Balance as at 1 st April, 2011	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 st March, 2012	Balance as at 31 st March, 2012	Balance as at 31 st March, 2012
(a) Copyrights Owned	-	1,700,000	-		1,700,000	-	-		-	1,700,000	-
Total											
Previous year		-	-	-	1,700,000	-	-	-	-	1,700,000	-

Note : 1) The Valuation of Fixed Assets has been taken, valued and certified by the managing director of the company

Note 2.8 Non-Current Investments

Particulars	As At 31 st March, 2012			As At 31 st March, 2011		
	Quoted ₹	Unquoted ₹	Total	Quoted ₹	Unquoted ₹	Total
Investment in equity instruments (give details separately for fully / partly paid up instruments)						
(i) of subsidiaries (Refer Note)	-	-	-	-	-	-
(ii) of associates	-	750,000	750,000	-	600,000	600,000
(iii) of joint venture companies	-	-	-	-	-	-
(iv) of controlled special purpose entities	-	-	-	-	-	-
(v) of other entities (give details)	-	-	-	-	-	-
Total	-	750,000	750,000	-	600,000	600,000

Note 2.9 Other Long Term Assets

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Advance Tax less Provisions	123,947	95,304
Total	123,947	95,304

Note 2.10 Inventories

(As valued and certified by management)

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Work in Process	1,600,000	-
Total	1,600,000	-

Note 2.11 Trade Receivables

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Debts outstanding for a period exceeding six months Unsecured, considered good	200,000	200,000
Other Trade receivables Unsecured, considered good	9,911,440	-
Less: Provision for doubtful trade receivables	-	-
Total	10,111,440	200,000

Balance of Debtors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

Note 2.12 Cash And Cash Equivalents

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
(a) Cash on hand	78,505	65,111
(b) Balances with banks		
(i) In current accounts		
Axis Bank	87,305	115,947
Corporation Bank	9,295	519,395
Indian Overseas Bank	100	100
Total	1,285,206	700,553

Note 2.13 Short-term Loans And Advances

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
(A) Advance recoverable in cash or in kind or for value to be received		
(B) Payment of Taxes	58,876	27,128
(C) Other Loan and Advances	67,432,800	45,323,500
Less: Provision for other doubtful loans and advances	-	-
Total	67,491,676	45,350,628

Balance of Loans and Advances are subject to confirmation and/or Reconciliation/consequential adjustments if any.

Note 2.14 Other Current Asset

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Miscellaneous Expenditure		
Channel Setting Up Expenses	1,125,000	-
Total	1,125,000	-

Note 2.15 Revenue From Operations

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Sales (Refer Note i below)	80,978,800	1,450,000
Total	80,978,800	1,450,000

Note I : Details of Sales

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Sale of Services	250,000	200,000
Sale of Content	80,728,800	1,250,000
Total	80,978,800	1,450,000

Note 2.16 Other Income

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Sundry Balance W/off	-	20,000
Interest Income		66,140
Miscellaneous Income		6,869
Total	-	93,009

Note 2.17 Purchases

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Purchase of Content	1,000,000	1,125,000
Purchase of Conten	75,701,562	
TOTAL	76,701,562	1,125,000

Note 2.17 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Inventories at the end of the year:		
Stock-in-trade	1,600,000	-
	1,600,000	-
Inventories at the beginning of the year:		
Stock-in-trade	-	-
Net (increase) / decrease	-1,600,000	-

Note 2.17 Employee Benefits Expenses

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Salaries	192,600	90,000
Total	192,600	90,000

Note 2.17 Other Expenses

Particulars	For the year ended 31st March, 2012 ₹	For the year ended 31st March, 2011 ₹
Creativity & Designing Expenses	-	20,540
Auditor Remuneration	30,000	20,000
Advertisement & Publicity	43,000	15,337
Custodian Fees	30,000	18,000
Editing Charges	-	17,540
Electricity Expenses	-	26,624
Equipment Hire Charges	-	49,100
Helpers Charges	15,500	2,160
License Charges	-	20,000
Listing Fees	325,000	101,100
Makeup Expenses	-	4,000
Photography Expenses	-	2,500
Production Expenses	-	43,500
Recording Expenses	-	10,660
Office Expenses	15,500	2,310
Refreshment Expenses	-	10,187
Printing and stationery	70,002	43,795
Profession Fees	345,701	15,000
Sound Management Expenses	-	29,100
Teleports Expenses	50,000	50,000
Telephone Expenses	40,498	20,165
ROC Expenses	8,400	506,709
Web Site Hosting Charges	13,724	800
Bank Charges	3,257	1,572
Business Promotion Expenses	208,000	9,900
Camera Setup Expenses	-	31,118
Travelling expenses	96,169	72,386
Artist Payment	-	540,000
Art Designing Expenses	-	26,913
Interest on Loan	185,879	-
Interst Paid	51	-
Postage	41,958	-
Registrar Fees	25,765	-
Repairs & Maintenance	64,800	-
Share Transfer Agency Charges	56,071	-
Shop & Establishment License Fees	1,640	-
Trade mark	7,000	-
VAT for previous year paid	50,000	-
VAT Registration Fees	525	-
Conveyance	21,900	-
	1,750,340	1,711,016

Notes: (i)

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	30,000	20,000
Total	30,000	20,000

Note : Details of Trade Payables

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
Gandhar Media Ltd.	1,785,000	-
Vision Corporation Ltd.	5,311,875	-
Total	7,096,875	-

Note : Details of Unsecured, Considered Good Receivables

Particulars	For the year ended 31 st March, 2012 ₹	For the year ended 31 st March, 2011 ₹
For More than six months		
Violet Media Pvt. Ltd.	200,000	200,000
	200,000	200,000
For Less than six months		
Café 9 Media Hub Pvt. Ltd.	945,000	-
Frontline Business Solutions Ltd.	8,966,440	-
	9,911,440	-
Total	10,111,440	200,000

Note 2.12 Short-Term Loans And Advances

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
(A) Advance recoverable in cash or in kind or for value to be received	-	-
(B) Payment of Taxes		
Service Tax	58,876	27,128
(C) Other Loan and Advances		
Lease Deposit	-	400,000
Advance for Shooting	744,500	-
Land Acquisition - Bhoomi Vistar	1,500,000	1,500,000
Copyrights - Violet Media Pvt. Ltd.	20,055,000	12,100,000
Copyrights - Island Media & Entertainment	2,000,000	-
Copyrights - Blackgold Media entertainment Pvt. Ltd.	19,200,000	14,900,000
Copyrights - Freshlime Media Products Pvt. Ltd.	18,570,000	15,700,000
Café 9 Media Hub	650,000	-
Advance to Artists	1,498,300	723,500
Avtech Digitals Equipments Pvt. Ltd.	135,000	-
Hi Craze Fashions Pvt. Ltd.	480,000	-
Livinroom Furnitures Pvt. Ltd.	2,600,000	-
	67,432,800	45,323,500
Total	67,491,676	45,350,628

Note : Related Party Disclosure

A) List of related party	
Key Management Personnel	
Ratish Tagde	Managing Director
Other Related Party	
1. Gandhar Media Limited	
2. Perfect Octave Private Limited	
3. Raga Cafe Private Limited	
4. Perfect Company Advice Private Limited	
5. In-Sync Music Education Private Limited	

Nature of Transaction	Relationship	Name of Related Party	Value
Content Purchase	Other Related Party	Gandhar Media Limited	1,785,000

M/s. Perfect-Octave Media Projects Limited

Company Overview :

Perfect-Octave Media Projects Limited, is engaged in broadcasting, managing events, producing concerts and promotes & manages performers and produces motion pictures and television programming.

1. Significant Accounting Policies

(i) Basis of Preparation of financial statements:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guide lines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Revenue Recognition:

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except when no significant uncertainty as to determination or realization exists.

(iii) 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.

(iv) Taxation

Income Tax expenses is accrued in accordance with AS22 'Accounting for Taxes on income' which includes current taxes and deferred taxes. Deferred income taxes reflects the impact of current year timing difference between taxable income and accounting income for the year. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available.

(v) Contingent Liability:

Contingent Liabilities are not provided for and are disclosed separately by way of notes.

As Per Our Report Of Even Date

For N. K. Jalan & Co.
Firm Reg No : 104019 W
Chartered Accountants

CA N K Jalan
Proprietor
Mem. No. 11878

Place: Mumbai
Date: August 11, 2012

For Perfect - Octave Media Projects Ltd.

Ratish Tagde
Managing Director

Anand Jariwal
Director

Komal Deshmukh
AVP-Corporate Affairs & Company Secretary

Perfect - Octave Media Projects Ltd.
Cash Flow Statement As On 31st March, 2012

Particulars	As At 31 st March, 2012 ₹	As At 31 st March, 2011 ₹
Cash Flows From Operating Activities		
Profit Before Tax	2,313,442	-1,762,733
Adjustments To Reconcile Profit Before Tax To Cash Provided By Operating Activities		
Depreciation And Amortisation Expense	1,620,856	379,726
Operating Profit Before Working Capital Changes	3,934,298	-1,383,007
Changes In Assets And Liabilities		
Trade Receivables	-9,911,440	-200,000
Loans And Advances And Other Assets	-22,141,048	-32,250,628
Inventories	-1,600,000	
Other Current Assets	-1,125,000	
Liabilities	7,678,891	-110,731
Income Taxes Paid	28,643	-
Net Cash Generated By Operating Activities	-23,192,942	-33,944,366
Cash Flows From Investing Activities		
Payment Towards Capital Expenditure	1,880,616	-9,900,000
Purchase Of Investment	-150,000	-600,000
Interest And Dividend Received	-	-
Cash Flows From Investing Activities Before Exceptional Item	-2,030,616	-10,500,000
Net Cash Provided By/(Used In) Investing Activities	-2,030,616	-10,500,000
Cash Flows From Financing Activities		
Proceeds From Issuance Of Share Capital	8,000,000	43,900,000
Share Application Money	4,385,000	2,230,000
Share Premium Received	12,000,000	
Loan Received	1,423,211	
Loan Repaid		-1,100,000
Net Cash Used In Financing Activities	25,808,211	5,030,000
Equivalents		
Net Increase/(Decrease) In Cash And Cash Equivalents	584,653	585,634
Cash And Cash Equivalents At The Beginning Of The Period	700,553	114,919
Cash And Cash Equivalents At The End Of The Period	1,285,206	700,553

As Per Our Report Of Even Date

For N. K. Jalan & Co.
Firm Reg No : 104019 W
Chartered Accountants

CA N K Jalan
Proprietor
Mem. No. 11878

Place: Mumbai
Date: August 11, 2012

For Perfect - Octave Media Projects Ltd.

Ratish Tagde
Managing Director

Anand Jariwal
Director

Komal Deshmukh
AVP-Corporate Affairs & Company Secretary

Perfect-Octave Media Projects Limited

Registered Office:

701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai - 400 099

Proxy Form

Regd. Folio No. _____

No. of Shares _____

I/We _____ of _____ being a member of

M/s. Perfect-Octave Media Projects Limited, hereby appoint _____

_____ of _____ or failing him/her

_____ as my/our proxy to vote for

me/us at the **Twenty First Annual General Meeting** of the Company to be held on Tuesday, September 18,

2012 at 3.00 p.m. at 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East),

Mumbai 400 099 and at any adjournment (s) thereof.

Signed this _____ day of _____ 2012.

Rupee One
Revenue
Stamp

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.

Perfect-Octave Media Projects Limited

Registered Office:

701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai - 400 099

Attendance Slip

Regd. Folio No. _____

No. of Shares _____

Name of the Shareholders/Proxy (In block letter)

DP ID No./Client No.

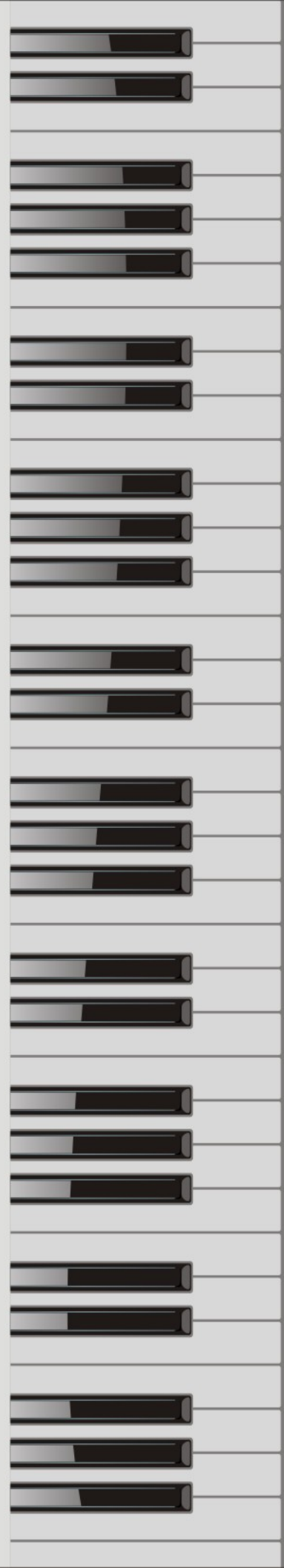
I/We hereby recorded my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company to be held on Tuesday, September 18, 2012 at 3.00 p.m. at 701, 704, 705, Crystal Plaza, Andheri-Ghatkopar Link Road, Andheri (East), Mumbai 400 099.

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.

AP



BOOK - POST

If undelivered, please return to:



Media Projects Limited

701, 704, 705, Crystal Plaza,
Andheri-Ghatkopar Link Road,
Andheri (East), Mumbai - 400 099

