

# Perfect Octave Media Projects Ltd.

Indl Gala No. 11, 2nd Floor, Kapadia Indl Premises, 123/24, Andheri Kurla Road, Andheri (East),  
Mumbai - 400093 Tel: 098670 26315, [carnaticinsync@gmail.com](mailto:carnaticinsync@gmail.com). [www.insyncmusic.in](http://www.insyncmusic.in)  
CIN : L74999MH1991PLC063275

**31<sup>st</sup> May, 2024**

To,  
**The BSE Limited**  
The Deputy General Manager,  
Corporate Relationship Department,  
Mumbai - 400 001.

**Ref: Scrip Code No: 521062**  
**Security ID: OCTAVE**

**Sub: Annual Secretarial Compliance Report of Perfect Octave Media Projects Limited**  
**(the "Company") for the financial year ended 31<sup>st</sup> March, 2024**

Dear Sir/ Ma'am,

In compliance with the Securities and Exchange Board of India Circular No. CIR/CFD/CMDI/27 /2019 dated 8<sup>th</sup> February, 2019, please find enclosed copy of the Annual Secretarial Compliance Report of the Company, dated 31<sup>st</sup> May, 2024, for the financial year ended 31<sup>st</sup> March, 2024, certified by Mr. Anirudh Kumar Tanvar, Practising Company Secretary. Kindly find the same in order and acknowledge.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**For Perfect-Octave Media Projects Limited**



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

Encl: A/a

**SECRETARIAL COMPLIANCE REPORT OF PERFECT-OCTAVE MEDIA PROJECTS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024.**

To,  
**Perfect-Octave Media Projects Limited**  
**Industrial Gala No. 11, 02nd Floor,**  
**Kapadia Industrial Premises, 123/24,**  
**Andheri Kurla Road, Andheri (East),**  
**Mumbai- 400 093.**

I, Anirudh Kumar Tanvar, Practising Company Secretary have examined:

- all the documents and records made available to us and explanation provided by Perfect Octave Media projects Limited,
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**

- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued thereunder;

I hereby report that, during the Review Period the Compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time as per the regulations /circulars/ guidelines issued by SEBI.</li> </ul>	Yes	None
3	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is</li> </ul>		

	<p>maintaining a functional website.</p> <ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies</li> <li>• Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	NA	The Company does not have any subsidiary.
6	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	None
8	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee</p>	Yes	None

	<p>for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p>	NA	Prior approval of Audit Committee was obtained for all the Related Party Transactions.
9	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>1) The Company has received communication on 4<sup>th</sup> November, 2022 from BSE for various late/non compliances pursuant to SEBI SOP Circulars relating to year 2014 to 2021 mainly with respect to Late submission/noncompliance for non-appointment of Company secretary/compliance officer and late submission of results and shareholding patterns etc.</p>	No	<p>The company had filed application for waiver of fines for certain fines for non-compliances during the tenure of new management and some of them were waived off. Most of the fines were paid as and when they were received by company by the current management.</p> <p>For certain fines imposed, the company is taking the matter separately with SEBI for non-compliances during the earlier management's period and does not acknowledge the same.</p>

	2) SEBI has imposed a Penalty of Rs. 4 Lac on the Company for violation of Regulation 31A(8)(a), 31A, clause 7 of para A of schedule III read with regulation 30, Regulation 27(2) and circulars issued thereunder of SEBI LODR Regulations		
	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
	<b><u>Additional Non-compliances, if any:</u></b> Regulation 47 of the SEBI (LODR) Regulations, 2015 regarding new paper advertisements.	Since Company has huge accumulated losses, it will comply with the same, once the cash flow allows but the Company is publishing results on BSE website and its own website for general public & stakeholders.	The Company is under process for complying with the same.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remark
-	violation of Regulation 31A(8)(a), 31A, clause 7 of para A of	LODR Regulation	Violation of said	SEBI	Penalty-	Regulation 31A(8)(a), 31A, clause 7	4 Lac	Co has paid fine	na	na

	schedule III read with regulation 30, Regulation 27(2) and circulars issued thereunder of SEBI LODR Regulations		regulations-			of para A of schedule III read with regulation 30, Regulation 27(2)				
	Regulation 6 of LODR Regulations	LODR Regulations	No n Ap point ment of CS	BSE	Penalty	Non Appt of CS	108560	Company has not paid fine	Fine will be paid in coming days	
	Regulation 6 of LODR Regulations	LODR Regulations	No n Ap point ment of CS	BSE	Penalty	Non Appt of CS	71980	Company has paid fine	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
-	-	-	-	-	-	-	-	-	-	-

**Thanking You**  
**Anirudh Kumar Tanvar**  
**Company Secretary**

**M. No. : 23145**  
**COP No.: 19757**  
**PR No.: 1920/2022**  
**UDIN: A023145F000513272**

**PLACE: MUMBAI**  
**DATE: 31<sup>st</sup> MAY, 2024**