

30<sup>th</sup> May, 2022

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, 2022

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 30<sup>th</sup> May, 2022, for the financial year ended 31<sup>st</sup> March, 2022, 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



**Perfect Octave Media Projects Ltd.**

302, New India Centre, Off Mahakali Caves Road, Near Paper Box,  
Andheri (East), Mumbai 400 093. Tel : 26875890 / 26874785  
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CIN : L74999MH1991PLC063275



**SECRETARIAL COMPLIANCE REPORT OF  
PERFECT-OCTAVE MEDIA PROJECTS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

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

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

- a) all the documents and records made available to us and explanations provided by **Perfect-Octave Media Projects Limited** (“the listed entity”)
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) 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, 2022(“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) 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:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable to the company during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(Not applicable to the company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**(Not applicable to the company during the review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the review period);**
- g) 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 review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 47 of the SEBI (LODR) Regulations, 2015	Since Company has huge accumulated losses, it will comply with the same, once the cash flow allows but the Company is	The Company is under process for complying with the same.

		publishing results on BSE website and its own website for general public & stakeholders .	
2.	Regulation 31(1) of SEBI (LODR), 2015 The listed entity shall submit to the stock exchange(s) shareholding pattern on a quarterly basis, within twenty one days from the end of each quarter.	Company has failed to submit shareholding pattern with BSE within 21 days for quarter ended 30 <sup>th</sup> September, 2021.	The Company has not submitted shareholding pattern within 21 days for quarter ended 30 <sup>th</sup> Septemberr, 2021. The same has been submitted with delay of 1 day.
3.	Regulation 23(9) of SEBI (LODR), 2015 The listed entity shall submit to the stock exchanges disclosures of related party Transactions every six months within thirty days from the date of publication of its standalone and consolidated financial results.	Company has failed to submit Related Party Disclosures within 30 days from the date of publication of its standalone financial results for the quarter ended 30 <sup>th</sup> September, 2021.	The Company has not submitted Related Party Disclosures within 30 days from the date of publication of its standalone financial results. . The same has been submitted with delay of 1 day.
4.	SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2021/655 dated November 3, 2021 Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities	This is 25 year old company and in the process of ascertaining the required details and will company comply with the same in due course of time.	The Company is under process for complying with the same.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE	Non-submission of shareholding pattern within the period	Basic fine of Rs. 2,000/- plus GST @18% of Rs. 3,60/-. Total fine of Rs. 2,360/-	Company has paid the fine and submitted the details alongwith covering to BSE.
2.	BSE	Non-compliance with disclosure of related party transactions on consolidated basis.	Basic fine of Rs. 5,000/- plus GST @18% of Rs. 900/-. Total fine of Rs. 5,900/-	Company has paid the fine and submitted the details alongwith covering to BSE.

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 47 of the SEBI (LODR) Regulations, 2015	Secretarial Compliance Report for the year ended 31 <sup>st</sup> March, 2019, 31 <sup>st</sup> March, 2020 & 31 <sup>st</sup> March, 2021.	Since Company has huge accumulated losses, it will comply with the same, once the cash flow allows. However, the Company is publishing results on BSE website and its own	The Company is under process for complying the same.

			website for general public & stakeholders .	
2.	Regulation 31A of SEBI (SAST) Regulations, 2011	Secretarial Compliance Report for the year ended 31st March, 2020	The Company was in receipt of re-classification request from Promoter group to public, but the request is rejected by Company on certain grounds.	The Company was in receipt of re-classification request from Promoter group to public, but the request is rejected by Company on certain grounds.

**Anirudh Kumar Tanvar**

**Company Secretary**

ANIRUDH  
KUMAR TANVAR

Digitally signed  
by ANIRUDH  
KUMAR TANVAR

**M. No. : 23145**

**COP No.: 19757**

**UDIN: A023145D000431718**

**PLACE: MUMBAI**

**DATE: 30<sup>TH</sup> MAY, 2022**