

ANIRUDH KUMAR TANVAR

(Practicing Company Secretary)

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FORM No. MGT-13

Combined Report of Scrutinizer for e-Voting & e-Voting at AGM

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,

PERFECT-OCTAVE MEDIA PROJECTS LIMITED

Indl Gala No. 11, 2nd Floor, Kapadia Indl Premises,
123/24, Andheri Kurla Road, Andheri (E), Mumbai-93

Subject: 32nd Annual General Meeting of the Shareholders of Perfect-Octave Media Projects Limited ("the Company") held on Thursday, 17th August, 2023 at 2:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

Dear Sir,

I, CS Anirudh Kumar Tanvar ,Company Secretary in Practice (ACS: 23145, CP No. 19757), was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) thereof and E-voting at the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 32nd AGM of Equity Shareholders of Perfect-Octave Media Projects Limited at their Meeting held on Thursday, 17th August, 2023 at 2:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules framed thereunder relating to voting through electronic means (remote e-voting) and e-voting at the AGM on the resolutions contained in the Notice of the 32nd AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for e-voting at the 32nd AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by National Securities Depository Limited the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for e-voting at the AGM.

The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Monday, 14th August, 2023 (09:00 A.M) to Wednesday, 16th August, 2023 (5:00 P.M). After the conclusion of the Meeting the remote e-voting process was kept on for the next 15 minutes to enable those members who have not cast their votes yet.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 17th August, 2023 and were counted in the presence of two witnesses viz. Mr. Dilip Kumar and Mr. Vinod Sharma, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.

I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 19th July, 2023 of the 32nd AGM. All the resolutions were passed with requisite majority.

ITEM NO. 1: ORDINARY RESOLUTION:

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/e-voting entry	Nos.	% to total valid	No. of ballot/e-voting entry	Nos.	% to total valid	
E-voting	12376037	58	12376017	100	1	20	0.00	0
Poll/Ballot voting	0	0	0	0	0	0	0	0
Total	12376037	58	12376017	100	1	20	0.00	0

ITEM NO. 2: ORDINARY RESOLUTION:

To appoint a Director in place of Mrs. Latika Ganeshkumar (DIN: 00651103), who retires by rotation and being eligible, offers herself for re-appointment.

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/e-	Nos.	% to total	No. of ballot/e-	Nos.	% to total	

		voting entry		valid	voting entry		valid	
E-voting	12376037	56	12375112	99.99	3	925	0.01	0
Poll/Ballot voting	0	0	0	0	0	0	0	0
Total	12376037	56	12375112	99.99	3	925	0.01	0

ITEM NO. 3: SPECIAL RESOLUTION:

To reappoint Mr. Raghunath Sundaresan (DIN: 00649542) as an Independent Director of the Company for second term of 5 years.

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/e-voting entry	Nos.	% to total valid	No. of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	12376037	56	12375112	99.99	3	925	0.01	0
Poll/Ballot voting	0	0	0	0	0	0	0	0
Total	12376037	56	12375112	99.99	3	925	0.01	0

ITEM NO. 4: SPECIAL RESOLUTION:

To reappoint Mr. Snehal Natvarlal Muzoomdar (DIN: 00729992) as an Independent Director of the Company for second term of 5 years

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/e-voting entry	Nos.	% to total valid	No. of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	12376037	56	12375112	99.99	3	925	0.01	0
Poll/Ballot voting	0	0	0	0	0	0	0	0
Total	12376037	56	12375112	99.99	3	925	0.01	0

ITEM NO. 5: SPECIAL RESOLUTION:

To reappoint Mr. Gopalarathnam (DIN: 08185738) as an Independent Director of the Company for second term of 5 years

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/e-voting entry	Nos.	% to total valid	No. of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	12376037	56	12375112	99.99	3	925	0.01	0
Poll/Ballot voting	0	0	0	0	0	0	0	0
Total	12376037	56	12375112	99.99	3	925	0.01	0

ANIRUDH KUMAR TANVAR
COMPANY SECRETARY



ACS: 23145
COP: 19757
PR No.: 1920/2022
UDIN: A023145E000826629

For Perfect-Octave Media Projects Limited



K Ganeshkumar
Managing Director
(DIN: 00650784)

PLACE: MUMBAI
DATE: 19th August, 2023