

**52 WEEKS ENTERTAINMENT  
LIMITED**

CIN No.: L93000MH1993PLC072467

**23<sup>RD</sup> ANNUAL REPORT  
2015-2016**

**COMPANY INFORMATION  
BOARD OF DIRECTORS**

Mr. Shantanu Sheorey,  
Ms. Nayantara Katkar Sheorey,  
Mr. Cyrus Bhot  
Ms. Karishma Jain  
Mr. Joe Rajan Baliya Veetilas  
Mr. Suryakant Maruti Kadakane  
Mr. Vipin Shantilal Champawat

**BANKERS**

Axis Bank Limited

**AUDITORS**

Motilal & Associates  
Chartered Accountant  
**Internal Auditor**  
M/s Dhawan & Co.

**REGISTERED OFFICE:**

Unit No. 305, Laxmi The Mall,  
Laxmi Industrial Estate,  
New Link Road, Andheri (W)  
MUMBAI Mumbai - 400 053  
Tel.: 022 40167088, 022 22842127  
Fax: 022 22819226  
Email: 52weeksentltd@gmail.com  
Website: www.52weeksentertainment.com

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**NOTICE**

**NOTICE** is hereby given that the 23rd Annual General Meeting of the members of 52 Weeks Entertainment Limited will be held as under:

Day: Friday

Date: 30th September, 2016

Time: 11.00 a.m.

**Venue:** Unit No.501,

5th Floor, Morya Blue Moon

Opp. Citi Mall

Andheri Lokhandwala Road,

Andheri (W) Mumbai - 400053

To transact the following businesses:

**ORDINARY BUSINESS**

To consider and adopt:

1. To receive, consider and approve the audited financial statement of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and Cash Flow Statement for the year ended 31st March, 2016.
2. To appoint a Director in place of Mr. Shantanu Sheorey (DIN-00443703), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration:

*To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:*

“Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 29, 2015, the appointment of M/s. Motilal Jain & Associates. - Chartered Accountants (Firm Registration No. 106584W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

**By Order of the Board**  
Sd/-  
**Cyrus Bhot**  
Director  
(DIN- 00443874)

Dated: 12th August, 2016

Registered Office:

Unit No. 305, Laxmi The Mall

New Link Road,

Andheri (W), Mumbai – 53

**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 such proxy need not be a member. Proxies in order to be effective must be received at the company's office at Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai - 400 053, not less than forty eight hours before the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of AGM.
4. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Universal Capital Securities Private Limited as the Registrar & Share Transfer Agents , having their office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
5. Members are requested to notify immediately any change in their address:
  - a. To their Depository Participants (Dos) in respect of their electronic share accounts , and
  - b. To the share transfer agent M/s. Universal Capital Securities Private Limited having office at 21, Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. Email Idinfo@unisec.in
6. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. Members are requested to bring the copy of the Annual Report sent to them.
9. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company

12. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-SH-13 prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Corporate affairs.
13. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
14. Information required to be furnished under listing regulation for directors who are proposed to be appointed / reappointed are given below:

**Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting:**

<b>Name of Director</b>	Mr. Shantanu Sheorey
<b>DIN</b>	00443703
<b>Date of Birth</b>	01/01/1955
<b>Date of Appointment</b>	18/06/1983
<b>Qualification</b>	
<b>Expertise in Specific Functional Area</b>	Marketing and Advertising
<b>Executive &amp; Non-Executive Director</b>	Executive Director
<b>Promoter Group</b>	Yes
<b>Independent Director</b>	No
<b>Chairman/Member of the Boards of Which he is a Director</b>	A. <u>52 Weeks Entertainment Limited</u> <ol style="list-style-type: none"> <li>1. Member of Audit Committee</li> <li>2. Member of Nomination and Remuneration Committee</li> <li>3. Member of Stakeholder Relations Committee</li> </ol>
<b>No of Shares held</b>	32,31,300
<b>Term</b>	NA
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. Xpanding Horizon Education Private Limited</li> <li>2. Tosg Art Education Private Limited</li> </ol>

**VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 23rd Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

**Mr. Suprabhat Chakraborty**, (Membership No.41030, C.P No.15878) Practicing Company Secretary is appointed as scrutinizer to conduct E-voting.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 27th September, 2016 at 9.00 A.M. and ends on 29th September, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number, in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in
Bank Details OR Date of Birth (DOB)	<p>your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 52 WEEKS ENTERTAINMENT LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. The Company has appointed Mr. Suprabhat Chakraborty, (Membership No.41030, C.P No.15878) Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 12th August, 2016.
17. A copy of this notice has been placed on the website of the Company and the website of CDSL.
18. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the company [www.52weeksentertainment.com](http://www.52weeksentertainment.com) and will also be communicated to the Stock Exchanges.

**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the 23rd Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

**STANDALONE SUMMARISED FINANCIAL RESULTS:**

(Rs. Amount in Rupees)

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Total Income	1,81,56,118	1,57,04,732
Total Expenditure	71,73,623	58,02,973
Profit before exceptional and extraordinary items and tax	1,09,82,495	99,01,760
Less: Exceptional item	0	20,000
Profit before extraordinary items and tax	1,09,82,495	98,81,760
Tax	10,63,272	19,01,843
Net Profit/(Loss) After Tax	<b>99,19,223</b>	79,79,917

**THE YEAR UNDER REVIEW:**

Your Company has successfully completed 23 years of operation. Your Company's key businesses since last two year is mainly production of TV Serials and Movies that have reported an encouraging performance for the year ended 31st March 2016.

**COMPANY'S PERFORMANCE:**

In the Current year under review, the Company decided to invest and utilize more funds into the field of entertainment, and in the Media industry. The Company booked a profit of Rs. 99,19,223 in the Current year operation.

**STANDALONE FINANCIAL STATEMENTS:**

The Audited Financial Statements of the Company for the financial year ended 31st March, 2016, prepared in accordance with the Companies Act, 2013 ("the Act").

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Listing Regulations, is presented in a separate section forming part of the Annual Report.

**STATE OF AFFAIRS OF THE COMPANY: FUTURE OUTLOOK:**

The Company's major focus is to engage in the development, production, and distribution of commercial entertainment materials in all formats.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company during the year.

**DIVIDEND:**

Your Directors do not recommend any Dividend

**FIXED DEPOSIT:**

As on 31st March, 2016, the Company held no deposit in any form from anyone. There was no deposit held by the company as on 31st March, 2016, which was overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved that not to accept any deposit from public.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year under review there were no material change and commitment affecting the financial position of the Company.



**NUMBER OF MEETINGS OF THE BOARD:**

The Board met 7 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made there under and the Articles of Association of the Company Mr. Shantanu Sheorey (DIN-00443703), Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for reappointment on passing of a special resolution by the Company and shall not be liable to retire by rotation.

During the year Mr. Vipin Shantilal Champawat and Mr. Suryakant Maruti Kadakane were appointed on the board w.e.f. 22/09/2015 as independent directors.

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

The details of training and familiarization programmes and Annual Board Evaluation of Directors have been provided under different section forming part of the Report Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

Mr. Harsh Jain Additional Director of the company resigned from the Board due to pre occupation on 16/06/2015. Mr Bharat Bhelose and Mr. Pankaj Kumar Agrawal resigned from the Board due to pre occupation on 24/06/2015 and 15/01/2016 respectively.

**INDEPENDENT DIRECTORS DECLARATION:**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulation.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent. or more of the gross turnover of such firm;

- (iii) Holds together with his relatives two percent. or more of the total voting power of the company; or
  - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent. or more of the total voting power of the company;
6. Independent Director possesses such qualifications as may be directed by the Board.  
The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

**BOARD EVALUATION:**

SEBI listing regulations mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of individual directors should be done by the entire Board of Directors, excluded the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

**PERFORMANCE OF THE BOARD AND COMMITTEES:**

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- (i) Most of the Directors attended the Board meeting;
- (ii) The remunerations paid to executive Directors are strictly as per the company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed a lot in the Board and committee deliberation and business and operation of the company and subsidiaries based on their experience and knowledge and Independent views.
- (v) The Credit Policy, Loan Policy and compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

**MEETING OF INDEPENDENT DIRECTORS:**

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 12th February, 2016, reviewed the performance of non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2016, the Board consists of 7 members. Out of which two is the Independent Directors, two Promoter-Executive directors and the three is the Executive Directors.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**COMMITTEES OF THE BOARD:**

Currently, the Board has Three Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Shares Transfer /Investor Grievances Committee/ Stakeholders Relationship Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

**RISK MANAGEMENT POLICY**

The company has developed Risk Management Policy mainly covering the following areas of concerns

1. License and policy of respective government all over the world in connection with Movies and serials.
2. Adequate policy in connection with foreign exchange, management fluctuations thereof duly placed before the Board.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

M/s. Dhawan & Co. – Chartered Accountants is the internal Auditor of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the Section 134(3) (c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and 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 and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2016 on a 'going concern' basis
- (v) The internal financial controls laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adherence by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.

- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### AUDITORS:

##### STATUTORY AUDITORS

M/s. Motilal & Associates, Chartered Accountants, has been appointed as the statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Motilal & Associates, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

##### SECRETARIAL AUDITOR

Mr. Suprabhat Chakraborty, (Membership No.41030, C.P No.15878) Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules there under.

##### INTERNAL AUDITOR

M/s Dhawan & Co., Chartered Accountants (FRN-002864N) was appointed to conduct the Internal Audit of the Company for the financial year 2015-16, as required under Section 138 of the Companies Act, 2013 and Rules there under.

##### AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

##### JUSTIFICATION ON OBSERVATION MADE BY THE AUDITORS.

<u>OBSERVATION</u>	<u>JUSTIFICATION</u>
Non Compliance of KMP	The Company is in the process of appointing Whole Time Company Secretary.

##### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

##### CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

###### A) CONSERVATION OF ENERGY:

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

###### B) RESEARCH & DEVELOPMENT ACTIVITIES:

There is a dedicated team being formed which conduct market research will prepare the inputs which will be used to create the R&D Pipeline.

Continuous efforts are being made to improve reliability and quality through in house R&D efforts and presently the R&D is headed by MS Karishma Jain.

###### C) TECHNOLOGY ABSORPTION:

The Company is equipped with technologies from world's leaders.

**D) FOREIGN EXCHANGE EARNINGS & OUTGO:**

		(₹. in Lacs)	
		2015-2016	2014-2015
a.	Foreign Exchange Earned	00	00
b.	Foreign Exchange Used	00	00

**WHISTLE BLOWER POLICY:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behaviour, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal. The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company with respect to the same.

The Whistle Blower Policy is available on the company website <http://www.52weeksentertainment.com/images/miscellaneous/Whistle-Blower-Policy.pdf>

**RELATED PARTY TRANSACTIONS/CONTRACTS:**

Pursuant to the Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) are available in the Notes to the Financial statements section of the Annual Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**EXTRACT OF ANNUAL RETURNS**

Pursuant to the Section 134(3) (a) of the Companies Act, 2013, the details forming part of the extract of the Annual return is provided in Form MGT-9.

**HUMAN RESOURCES MANAGEMENT:**

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

**CORPORATE GOVERNANCE:**

A Report on Corporate Governance along with a Certificate from M/s. Motilal & Associates, Chartered Accountants, regarding compliance with the conditions of Corporate Governance as stipulated under SEBI listing regulations is annexed to this Report.

**INSURANCE OF ASSETS**

All the fixed assets and material of the company have been insured against fire and allied risks.

**BANK AND FINANCIAL INSTITUTIONS**

Directors are thankful to their bankers for their continued support to the company.

**REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT:**

Your Company is committed to provide a safe, healthy and congenial atmosphere irrespective of cast, creed or social class of the employee.

Your Company affirms that during the year there were no complaints reported under the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**ACKNOWLEDGMENTS**

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**On behalf of the Board of Directors.**

**Place: Mumbai  
Dated: 12/08/2016**

**Shantanu Sheorey  
Director  
DIN- 00443703**

**Nayantara Sheorey  
Director  
DIN- 00505634**

FORM NO. MGT 9			
EXTRACT OF ANNUAL RETURN			
as on financial year ended on 31.03.2016			
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.			
I	<b>REGISTRATION &amp; OTHER DETAILS:</b>		
i	<b>CIN</b>	L01110MH1993PLC072467	
ii	<b>Registration Date</b>	18/06/1993	
iii	Name of the Company	52 WEEKS ENTERTAINMENT LIMITED	
iv	Category/Sub-category of the Company	Public Company	
V	Address of the Registered office & contact details	Unit No. 305, Laxmi The Mall Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai-400053	
vi	Whether listed company	Yes	
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Pvt Ltd,21,Shakeel Niwas,Opp Satya Saibaba Temple,Mahakali Caves Road,Andheri (East) Mumbai-400 093 Tel No:+91 -22-28366620	
II	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>		
	All the business activities contributing 10% or more of the total turnover of the company shall be stated		
<b>SL No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Movies & TV Serial Production		100

**III. PARTICULARS OF HOLDING SUBSIDIARY & ASSOCIATE COMPANY**

Sr. No.	Name & Address of the Company	CIN/GLN	Holding /Subsidiary /Associates	% of Shares Held	Applicable Section
1	<b>FOUR LIONS FILMS PRIVATE LIMITED</b> Unit No.501,5th Flr, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Rd., Andheri(W) Mumbai Mumbai City MH 400053 IN	U92120MH2008PTC185501	Subsidiary	51 %	2(8 7)(ii)

## IV. SHARE HOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)

Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)										
i) Category - wise Share Holding		No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
Category code	Category of Shareholder	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Promoters</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family	0	3268610	3268610	9.37	0	3268610	3268610	9.37	0.00
(b)	Central Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Any Others(Specify)									
(e-i)	Person acting in concert	0	21940	21940	0.06	5000	16940	21940	0.06	0.00
(e-ii)										
	<b>Sub Total(A)(1)</b>	<b>0</b>	<b>3290550</b>	<b>3290550</b>	<b>9.43</b>	<b>5000</b>	<b>3285550</b>	<b>3290550</b>	<b>9.43</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>									
a	NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e	Any Others(Specify)									
e-i										
e-ii										
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>3290550</b>	<b>3290550</b>	<b>9.43</b>	<b>5000</b>	<b>3285550</b>	<b>3290550</b>	<b>9.43</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Central Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00



(g)	FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify)									
(i-ii)										
(i-ii)										
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>B 2</b>	<b>Non-institutions</b>									
<b>(a)</b>	<b>Bodies Corporate</b>									
(i)	Indian	124102	38940	<b>163042</b>	0.47	3269965	38940	<b>3308905</b>	9.49	9.02
(ii)	Overseas			<b>0</b>	0.00			<b>0</b>	0.00	0.00
<b>(b)</b>	<b>Individuals</b>									
(i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	86711	186410	<b>273121</b>	0.78	60231	185810	<b>246041</b>	0.71	-0.08
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	26964487	4186800	<b>31151287</b>	89.31	23909856	2736800	<b>26646656</b>	76.40	-12.91
<b>(c)</b>	<b>Others (specify)</b>									
(i)	Clearing Members	2000	0	<b>2000</b>	0.01	1387848	0	<b>1387848</b>	3.98	3.97
(ii)	Trusts			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(iii)	NRI / OCBs	0	0	<b>0</b>	0.00	0	0	<b>0</b>	0.00	0.00
(iv)	Foreign Nationals			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(v)	Foreign Corporate Body			<b>0</b>	0.00			<b>0</b>	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>27177300</b>	<b>4412150</b>	<b>31589450</b>	<b>90.57</b>	<b>28627900</b>	<b>2961550</b>	<b>31589450</b>	<b>90.57</b>	<b>0.00</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>27177300</b>	<b>4412150</b>	<b>31589450</b>	<b>90.57</b>	<b>28627900</b>	<b>2961550</b>	<b>31589450</b>	<b>90.57</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>27177300</b>	<b>7702700</b>	<b>34880000</b>	<b>100.00</b>	<b>28632900</b>	<b>6247100</b>	<b>34880000</b>	<b>100.00</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by Custodians for GDRs &amp; ADRs</b>								0.00	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>27177300</b>	<b>7702700</b>	<b>34880000</b>	<b>100.00</b>	<b>28632900</b>	<b>6247100</b>	<b>34880000</b>	<b>100.00</b>	<b>0.00</b>

## (ii) Shareholding of promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged /encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged /encumbered to total shares	
1	NAYANTARA KATKAR SHEOREY	37310	0.11	0.00	37310	0.11	0.00	0.00
2	NIMA SUSHIL WELINKAR	2600	0.01	0.00	2600	0.01	0.00	0.00
3	SANGEETA W WELINKAR	10	0.00	0.00	10	0.00	0.00	0.00
4	SHANTANU S SHEOREY	3231300	9.26	74.85	3231300	9.26	74.85	0.00
5	SUSHIL WAMAN WELINKAR	800	0.00	0.00	800	0.00	0.00	0.00
6	VIJAY B SHEOREY	13010	0.04	0.00	13010	0.04	0.00	0.00
7	VIVEKANAND S SHEOREY	510	0.00	0.00	510	0.00	0.00	0.00
8	WAMAN S WELINKAR	5010	0.01	0.00	5010	0.01	0.00	0.00
	<b>Total</b>	<b>3290550</b>	<b>9.43</b>	<b>74.85</b>	<b>3290550</b>	<b>9.43</b>	<b>74.85</b>	<b>0.00</b>

## (iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NAYANTARA KATKAR SHEOREY	37310	0.11	37310	0.11
2	NIMA SUSHIL WELINKAR	2600	0.01	2600	0.01
3	SANGEETA W WELINKAR	10	0.00	10	0.00
4	SHANTANU S SHEOREY	3231300	9.26	3231300	9.26
5	SUSHIL WAMAN WELINKAR	800	0.00	800	0.00
6	VIJAY B SHEOREY	13010	0.04	13010	0.04
7	VIVEKANAND S SHEOREY	510	0.00	510	0.00
8	WAMAN S WELINKAR	5010	0.01	5010	0.01

## (iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	AARTI SINGAL	1500100	4.30	1500100	4.30	
2	SANJAY SINGAL	1500100	4.30			
	26/02/2016	Transfer	-500000	-1.43	1000100	2.87
3	SIVARAMA PRASAD CHITTURI	600100	1.72	600100	1.72	
4	BHOLARAM AGARWAL	600100	1.72	600100	1.72	
5	LEELADEVI BHOLARAM AGRAWAL	600100	1.72	600100	1.72	
6	SRINIVAS RAO KATRAGADDA	600100	1.72	600100	1.72	
7	SANDEEP KUMAR HISARIA	500000	1.43			
	19/02/2016	Transfer	-20004	-0.06	479996	1.38
	26/02/2016	Transfer	-20000	-0.06	459996	1.32
	04/03/2016	Transfer	-15000	-0.04	444996	1.28
	11/03/2016	Transfer	-35200	-0.10	409796	1.17
	25/03/2016	Transfer	-15000	-0.04	394796	1.13
8	ANTONY SEQUEIRA	450100	1.29	450100	1.29	
9	SUBHASH BABULAL JAIN	400100	1.15	400100	1.15	
	05/02/2016	Transfer	-200000	-0.57	200100	0.57
	12/02/2016	Transfer	-200100	-0.57	0	0.00
10	SADHNA RANI	400100	1.15	400100	1.15	
11	ANVITA REAL ESTATE PVT LTD	0	0.00			
	05/02/2016	Transfer	3500	0.01	3500	0.01
	12/02/2016	Transfer	79202	0.23	82702	0.24
	19/02/2016	Transfer	19550	0.06	102252	0.29
	26/02/2016	Transfer	13608	0.04	115860	0.33
	04/03/2016	Transfer	8721	0.03	124581	0.36
	11/03/2016	Transfer	219326	0.63	343907	0.99
	25/03/2016	Transfer	50000	0.14	393907	1.13
	31/03/2016	Transfer	77002	0.22	470909	1.35
12	ATMA RAM	400100	1.15	400100	1.15	

## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		12,59,10,033		
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>		<b>12,59,10,033</b>		
<b>Change in Indebtedness during the financial year</b>				
Additions		1750000		
Reduction		9250000		
Reinstatement				
<b>Net Change</b>		<b>-7500000</b>		
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		11,84,10,033		
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>		<b>11,84,10,033</b>		

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager/Director		
		Karishma Jain	Harsh Jain	Total Amount
1	<b>Gross salary</b>			
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax. 1961.	6,00,000	3,75,000	9,75,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others (specify)			
5	Others, please specify			
	<b>Total (A)</b>	<b>6,00,000</b>	<b>3,75,000</b>	<b>9,75,000</b>
	<b>Ceiling as per the Act</b>			

**B. Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Mr. Vipin Kumar Champawat	Mr. Suryakant Maruti Kadakane	
	(a) Fee for attending board committee Meetings	12,000	12,000	24,000
	(b) Commission			
	(c) Others, please specify			
	<b>Total (1)</b>	12,000	12,000	24,000
2	Other Non Executive Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify.			
	<b>Total (2)</b>			
	<b>Total (B)=(1+2)</b>			
	<b>Total Managerial Remuneration</b>	<b>12,000</b>	<b>12,000</b>	<b>24,000</b>
	<b>Overall Ceiling as per the Act.</b>			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS	CFO
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	N/A		
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	as % of profit			
	others, specify			
5	Others, please specify			
	<b>Total</b>			

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of The Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY- NIL</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS - NIL</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT - NIL</b>					
Penalty					
Punishment					
Compounding					

**CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE**

52 Weeks Entertainment Limited constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance.

The Company remains firmly committed to this central theme and endeavour to improve these values on an ongoing basis.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their boards. The amended norms are aligned with the provisions of the Companies Act, 2013 and are aimed to encourage Companies to 'adopt best practices on corporate governance'.

**BOARD OF DIRECTORS:**

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Audit Committee is headed by Independent Director. In line with the SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 149 (1) and Schedule IV of the Companies Act, 2013 necessary steps are taken by the Company to meet with the Statutory requirements.

**Composition of Board as on 31st March, 2016**

<b>SR. NO</b>	<b>NAME OF DIRECTOR</b>	<b>CATEGORY</b>	<b>DESIGNATION</b>
1	Mr. Shantanu Sheorey	Promoter & Executive Director	Director
2	Mrs. Nayantara Katkar Sheorey	Promoter & Executive Director	Director
3	Mr. Cyrus Bhot	Executive Director	Director
4	Ms. Karishma Jain	Executive Director	Director
5	Mr. Joe Rajan Valiyaveetil	Executive Director	Director
6	Mr. Vipin Shantilal Champawat	Independent Director	Director
7	Mr. Suryakant Maruti Kadakane	Independent Director	Director

**Notes :**

1. Mr. Vipin Shantilal Champawat appointed on the board w.e.f. 22/09/2015
2. Mr. Suryakant Maruti Kadakane appointed on the board w.e.f. 22/09/2015
3. Mr. Pankaj Kumar Agrawal resigned from the office w.e.f. 15/01/2016
4. Mr. Harsh Jain resigned from the office w.e.f. 16/06/2015
5. Mr. Bharat Dashrath Belose resigned from the office w.e.f. 24/06/2015

**MEETINGS AND ATTENDANCE DURING THE YEAR 2015-2016**

**Annual General Meeting was held on 29th September, 2015**

**Board Meetings were conducted 7(Seven) times during the year as follows:**

30.05.2015, 13.08.2015, 22.09.2015, 07.11.2015, 04.01.2016, 15.01.2016 and 12.02.2016

The record of Attendance at Board Meetings and Membership of Board of Directors of other Company as on 31st March, 2016 are as follows:

Sr. No	Name of Director	No of Board Meetings attended during the Year	Attendance at the AGM	No. of other directorships	Number of other Committee Membership
1	Mr. Bharat* Dashrath Belose	1	N/A		
2	Mr. Pankaj Kumar* Agrawal	5	yes		
3	Mr. Shantanu Sheorey	7	yes	2	0
4	Mrs. Nayantara Katkar Sheorey	7	yes	1	0
5	Mr. Cyrus Bhot	7	yes	3	0
6	Ms. Karishma Jain	7	yes	1	0
7	Mr. Harsh Jain*	1	N/A	6	1
8	Joe Rajan Valiyaveetil (Additional Director)	7	yes	3	0
9	Mr. Vipin Shantilal Champawat*	4	yes	1	2
10	Mr. Suryakant Maruti Kadakane*	4	yes	0	0

#### NOTES:

1. Mr. Pankaj Kumar Agrawal resigned from the office w.e.f. 15/01/2016
2. Mr. Harsh Jain resigned from the office w.e.f. 16/06/2015
3. Mr. Bharat Dashrath Belose resigned from the office w.e.f. 24/06/2015
4. Mr. Vipin Shantilal Champawat appointed on the board w.e.f. 22/09/2015
5. Mr. Suryakant Maruti Kadakane appointed on the board w.e.f. 22/09/2015
6. No. of other directorships includes private company also.
7. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction are very well scrutinized and checks were made so that the Company is a beneficiary.
8. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
9. Mrs. Nayantara Katkar Sheorey and Ms.. Karishma Jain are two women directors to the Board.
10. The Board has also to set up a committee to meet with the women's grievances in line with "Vishakha Guidelines"

#### Familiarization Programme for Independent Directors

The Company is required to conduct the Familiarization Programme for Independent Directors (IDs) in terms of regulation 25(7) of SEBI Listing Regulations, 2015 to familiarize them about the Company and their roles, rights, responsibilities in the Company.

At the time of appointing a Director, a formal letter of appointment is given to him, which, inter alia, explains the role, function, duties and responsibilities expected of him as a Director of the Company.

The familiarization programme is stated in the Corporate Governance Report. The details of such familiarization programmes for Directors may be referred to, at the website of the Company at: <http://www.52weeksentertainment.com/images/miscellaneous/Familiarization-Programme-for-Independent-Director.pdf>

**AUDIT COMMITTEE****Brief description and terms of reference**

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The Audit Committee is constituted in accordance with the requirements of the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Composition of Audit Committee as on 31st March, 2016**

Sr.No.	Name of Members	Designation
1.	Mr. Vipin Shantilal Champawat	Chairman
2.	Mr. Suryakant Maruti Kadakane	Independent Director
3.	Mr. Shantanu Sheorey	Executive Director
4.	Mr. Cyrus Bhot	Executive Director

Company has conducted 4(Four) Audit Committee Meeting during the year.

April – June	July – September	October – Dec ember	January – March
30.05.2015	13.08.2015	07.11.2015	12.02.2016

**Meetings and Attendance of the Audit Committee during the Year**

Sr.No.	Name of Members	No. of Meeting Held During the Year	No. of Meeting Attended
1.	Mr. Bharat Dashrath Belose*	4	1
2.	Mr. Pankaj Kumar Agrawal*	4	3
3.	Mr. Vipin Shantilal Champawat*	4	2
4.	Mr. Suryakant Maruti* Kadakane	4	2
5.	Mr. Shantanu Sheorey	4	4
6.	Mr. Cyrus Bhot	4	4

**Notes:**

1. Mr. Pankaj Kumar Agrawal resigned from the office w.e.f. 15/01/2016
2. Mr. Bharat Dashrath Belose resigned from the office w.e.f. 24/06/2015
3. Mr. Vipin Shantilal Champawat appointed on the board w.e.f. 22/09/2015
4. Mr. Suryakant Maruti Kadakane appointed on the board w.e.f. 22/09/2015

**Powers of the Audit Committee**

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of the Audit Committee**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. 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;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## NOMINATION AND REMUNERATION COMMITTEE

### Brief description and terms of reference

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

Composition of Nomination and Remuneration Committees on 31st March, 2016

Sr.No.	Name of Members	Designation
1.	Mr. Vipin Shantilal Champawat	Chairman
2.	Mr. Suryakant Maruti Kadakane	Independent Director
3.	Mr. Shantanu Sheorey	Executive Director
4.	Mr. Cyrus Bhot	Executive Director

### Notes:

1. Mr. Pankaj Kumar Agrawal resigned from the office w.e.f. 15/01/2016
2. Mr. Bharat Dashrath Belose resigned from the office w.e.f. 24/06/2015
3. Mr. Vipin Shantilal Champawat appointed on the board w.e.f. 22/09/2015
4. Mr. Suryakant Maruti Kadakane appointed on the board w.e.f. 22/09/2015

## NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration under the Chairmanship of the Independent Director Mr. Vipin Shantilal Champawat.



The Gist of the Policy of the said committee:

For Appointment of Independent Director (ID):

- a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director (ID);
- b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read Listing Regulations.
- c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
- d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
- f. Independent Director should be able to devote time for the Board and other meetings of the company;
- g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
- h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

Company has conducted Nomination and Remuneration Committee meetings on 22/09/2015.

#### **COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE**

The Committee comprises of:-

1. Mr. Vipin Shantilal Champawat – Chairman
2. Mr. Shantanu Sheorey – Member
3. Mr. Cyrus Bhot – Member
4. Mr. Suryakant Maruti Kadakane

#### **ROLE OF THE COMMITTEE:**

The role of Nomination and Remuneration Committee is as follows:

- Determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- Determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Evaluating performance of each Director and performance of the Board as a whole;

#### **SHARES TRANSFER /INVESTOR GRIEVANCES COMMITTEE/ STAKEHOLDERS RELATIONSHIP COMMITTEE.**

##### **Brief description and Terms of Reference**

The Board of Directors of the company has constituted Shareholders' Grievance Committee for redressing shareholders and investors complaints. The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto.

**Composition of Shares Transfer Committee/ Stakeholders' Relationship committee as on 31st March, 2016 is as follow:-**

<b>Sr.No.</b>	<b>Name of Members</b>	<b>Designation</b>
1.	Mr. Vipin Shantilal Champawat	Chairman
2.	Mr. Shantanu Sheorey	Director
3.	Mr. Cyrus Bhot	Director
4.	Ms. Karishma Jain	Director
5.	Mr. Joe Rajan Valiyaveetil	Director

The details of the complaints resolved during the fiscal ended March 31, 2016 are as follows:

1. Number of complaints Received -3
2. Number of complaints Resolved -3
3. Number of complaints not solved to the satisfaction of shareholders – NIL
4. Number of pending complaints - NIL

Name of the Compliance Officer – Mr. Cyrus Bhot  
Email Id: 52weeksentltd@gmail.com

## MANAGEMENT REVIEW AND RESPONSIBILITY

### FORMAL EVALUATION OF OFFICERS

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the Executive Directors, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

## DISCLOSURES

### 1. RELATED PARTY DISCLOSURES:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors, their relatives etc. that may have potential conflict with the interest of the Company at large: None of the transaction with any of the related parties was in conflict with the interest of the Company.

### 2. ACCOUNTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

### 3. COMPLIANCE BY THE COMPANY:

Details of non-compliance by the Company, penalties, and stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

### 4. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) regulations, 1992 as amended, the Company has adopted a "Code of Conduct for Prevention of Insider Trading. Mr. Cyrus Bhot is the Compliance Officer for this purpose.

## ANNUAL GENERAL MEETING

Details of last three Annual general Meetings are as follows:

Particulars	F.Y.2014 -2015	F.Y.2013 -2014	F.Y.2012 -2013
Date	29.09.2015	14.08.2014	20.09.2013
Time	11.a.m.	05.00 p.m.	10.30 a.m.
Venue	Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road Andheri (W), Mumbai - 53	Tarabai Hall 97, Shiv Prasad Building Marine Drive, Mumbai, 400002	Tarabai Hall 97, Shiv Prasad Building Marine Drive, Mumbai, 400002
Regd. Office	Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road Andheri (W), Mumbai - 53	Tarabai Hall 97, Shiv Prasad Building Marine Drive, Mumbai, 400002	Tarabai Hall 97, Shiv Prasad Building Marine Drive, Mumbai, 400002

**MEANS OF COMMUNICATION**

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers, and a separate half yearly report is not sent to each shareholder.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed.
Newspapers in which results are normally published	1. Free Press Journal (English) 2. Navshakti (Marathi)
Web site	<a href="http://www.52weeksentertainment.com">www.52weeksentertainment.com</a>
Administrative/Registered Office	Unit No. 305, Laxmi The Mall Laxmi Industrial Estate, New Link Road, Andheri (W) Mumbai – 400 053 Maharashtra
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

**GENERAL SHAREHOLDERS INFORMATION****1. 23rd Annual General Meeting**

**Date** : 30th September, 2016  
**Time** : 11:00 a.m.  
**Venue** : Unit No.501  
5th Floor, Morya Blue Moon  
Opp. Citi Mall,  
Andheri Lokhandwala Road,  
Andheri (W) Mumbai - 400053.

**2. Date of Book Closure:** 23rd September, 2015 to 29th September, 2015 (both days inclusive)

**3. Tentative Calendar for financial year 31st March , 2016**

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2017 are as follows:

Financial Reporting for the Quarter Ended 30 <sup>th</sup> June 2016	<b>By mid of August, 2016</b>
Financial Reporting for the Quarter and Half yearly Ended 30 <sup>th</sup> September 2016	<b>By mid of November, 2016</b>
Financial Reporting for the Quarter Ended 31 <sup>st</sup> December 2016	<b>By mid of February, 2017</b>
Financial Reporting for the Quarter Ended 31 <sup>st</sup> March 2017	<b>By end of May, 2017</b>

**4. Registered Office**

Unit No. 305, Laxmi The Mall Laxmi Industrial Estate, New Link Road, Andheri (W) MUMBAI – 400 053 Maharashtra

**5. Listing of Shares on Stock Exchanges**

The Company shares are listed on BSE Limited (BSE) The requisite listing fees have been paid in full to all the Stock Exchanges.

## 6. A) Stock Codes

BSE : 531925  
 ID : SHAQUAK  
 ISIN : INE545N01019

B) Corporate Identity Number : L01110MH1993PLC072467

## 7. Market Price Data: BSE &amp; NSE

A) The Monthly high/low quotation of equity shares traded on the BSE Limited, Mumbai are as follows:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-15	NIL	N.A	N.A	N.A	N.A
May-15	NIL	N.A	N.A	N.A	N.A
Jun-15	NIL	N.A	N.A	N.A	N.A
Jul-15	NIL	N.A	N.A	N.A	N.A
Aug-15	NIL	N.A	N.A	N.A	N.A
Sep-15	NIL	N.A	N.A	N.A	N.A
Oct-15	NIL	N.A	N.A	N.A	N.A
Nov-15	NIL	N.A	N.A	N.A	N.A
Dec-15	131.9	131.9	124	124	418
Jan-16	121.6	138.5	121.6	138.5	2167
Feb-16	141	164.4	141	164.2	2017275
Mar-16	164.4	205.8	164.4	205.6	2589619

(Source –www.bseindia.com)

## B) Distribution of shareholding as on 31st March, 2016

Slab of shareholdings No. of Equity Shares	No. of Shareholders	% To total No. of shareholders	No. of shares Held	% To total Shares held
1-500	358	55.418	148255	0.425
501-1000	30	4.644	27216	0.078
1001-2000	4	0.619	5700	0.016
2001-3000	6	0.929	14450	0.041
3001-4000	5	0.774	19360	0.056
4001-5000	8	1.238	39974	0.115
5001-10000	17	2.632	131352	0.377
10001 & Above	218	33.746	34493693	98.892
<b>TOTAL</b>	<b>646</b>	<b>100.000</b>	<b>34880000</b>	<b>100.000</b>

C) According to categories of shareholders as on 31<sup>st</sup> March 2016

	Categories	Shares Held	% of Total
a	Promoters	3290550	9.43
b	Banks, Financial Institution, Insurance Companies, (Central/ State Govt. Institution/ Non-Govt. Institution),		
c	Mutual Funds/UTI		
d	FIs		
e	Private Corporate Bodies		
f	Individuals	26892697	77.10
g	NRIs / OCBs		
h	Clearing Members		
i	Trusts		
j	Other	4696753	13.47
	<b>TOTAL</b>	<b>34880000</b>	<b>100.00</b>

**8. Registrar and Transfer Agent:  
SHARE TRANSFER SYSTEM**

M/s. Universal Capital Securities Private Limited continues to be the Registrar and Transfer Agent of the Company. All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Universal Capital Securities Private Limited., in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to M/s. Universal Capital Securities Private Limited instead of sending to the Company. As the Company's Shares are compulsorily to be traded in dematerialized form. Members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:

**UNIVERSAL CAPITAL SECURITIES PVT. LTD**

21, Shakeel Niwas,  
Mahakali Caves Road,  
Andheri – (East),  
Mumbai – 400 059  
Phone No.022- 2820 7203 – 05  
Email: - info@unisec.in

**9. Dematerialisation of Shares**

**Particulars of Shares held in Physical / Electronic form as on 31st March, 2016**

	<b>No. of Shares</b>	<b>Percentage %</b>
<b>NSDL</b>	<b>16481533</b>	<b>47.25</b>
<b>CDSL</b>	<b>12151367</b>	<b>34.84</b>
<b>Physical</b>	<b>6247100</b>	<b>17.91</b>

**10. Outstanding ADRs / GDRs**

The company has not issued any ADRs / GDRs

**11. Address for Correspondence:**

**52 Weeks Entertainment Limited**

Unit No. 305, Laxmi The Mall Laxmi Industrial Estate, New Link Road, Andheri (W) MUMBAI – 400 053  
Maharashtra.

**CODE OF CONDUCT**

To,  
**The Member of  
52 WEEKS ENTERTAINMENT LIMITED**

Pursuant to Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the board members and senior management personnel of the Company have affirmed compliances with the Code of Conduct for the year ended on 31st March, 2016.

**Place: Mumbai  
Date: 28/05/2016**

**For 52 WEEKS ENTERTAINMENT LIMITED**

**Sd/-  
Cyrus Bhot  
(Director)  
DIN- 00443874**

**Auditor's Certificate on Corporate Governance -March 31, 2016**

To,  
**The Board of Directors of  
52 WEEKS ENTERTAINMENT LIMITED.**

We have examined the compliance conditions of Corporate Governance 52 WEEKS ENTERTAINMENT LIMITED for the year ended on 31st March, 2016 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of the said Company entered into with the Stock Exchanges in India.

The compliance conditions of Corporate Governance are the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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, we certify that the Company has complied with the conditions of Corporate Governance stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Motilal & Associates.  
Firm Registration No 106584W  
Chartered Accountants  
Sd/-  
(Motilal Jain)  
Partner  
Membership No 6811  
Place: Mumbai  
Date: 28th May, 2016

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****FORWARD LOOKING STATEMENT****MEDIA AND ENTERTAINMENT INDUSTRY**

The Media and Entertainment Industry is a key growth driver for the Indian economy. According to the FICCI-KPMG Report 2016, the sector witnessed 12.8% growth in 2015 growing from INR 1,026 billion in 2014 to INR 1,157 billion in 2015. The industry is expected to grow to INR 2,260 billion by 2020 at a CAGR of 14.3% during 2015-2020, which is more than double the rate of growth of global M&E Industry.

Television forms the core of the Indian M&E Industry contributing to around 47% of the overall revenue of the industry. Television sector grew from INR 475 billion in 2014 to INR 542 billion in 2015, registering a growth of 14%. The growth was driven by a strong 17% rise in advertising spend. The sector is projected to more than double its revenues to INR 1098 billion by 2020 growing at a CAGR of 15% for 2015-2020. (Source: FICCI-KPMG Indian Media and Entertainment Industry Report 2016).

**Purpose and Mission**

The Company's major focus is to engage in the development, production, manufacture and distribution of commercial entertainment materials in all formats.

The Company seeks to develop and produce, acquire commercial films, in sync with the business objective, the company has acquired stake (51%) in M/s Four lions Films Private Limited, engaged in the production of TV serials. The Company has invested its resources in media & Entertainment business and is confident of achieving the substantial profits in coming years.

**RISK FACTORS**

Ever changing trends in Media sector:

Audience tastes are constantly evolving and difficult to predict with accuracy. People's tastes vary quite rapidly along with the trends and environment they live in. This makes it virtually impossible to predict whether a particular show or serial would do well or not.

Rising cost of talent

Rising cost of talent is becoming a huge hindrance. Today even the largest Studios and Production Houses are battling the viability of their larger projects because talent is costing almost 50% of the budget. Today the leading stars have hiked fees substantially as well as taking points in profit participation.

**Outlook:**

The Company plans to produce commercial Films, Serial, Animation, 3D Unit and Joint Venture and to open 100% Subsidiary in Middle East, UK, USA for doing joint ventures /acquiring rights of films and TV Serials.

**HUMAN RESOURCES POLICIES**

Human capital is a very important asset in a media company. Over the years, the Company has built up a human resource structure, which has enabled the Company to grow and take up challenges. The Company has a qualified team of professionals.

**CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

**CEO/ CFO Certification to the Board**

I, Cyrus Bhot, Director and CFO Certify that

- a. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 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.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have not noticed any deficiency in the design of operation of such internal controls, or of which I am aware that needs to be rectified, or informed to the auditors and the Audit Committee.
- d. During the year it was disclosed to the Auditors and the Audit Committee that
  - i) There were no significant changes in internal control over financial reporting;
  - ii) No significant changes in accounting policies were made during the year; and
  - iii) No instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

Place: Mumbai  
Date: 28/05/2016

**For 52 WEEKS ENTERTAINMENT LIMITED**  
**Sd/-**  
**Cyrus Bhot**  
**(Director/CFO)**  
**DIN- 00443874**



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

TO,  
The Members,  
M/s 52 Weeks Entertainment Limited  
Unit No. 305,  
Laxmi the Mall, Laxmi Industrial Estate,  
New Link Road,  
Andheri (W) MUMBAI  
Mumbai - 400053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s 52 WEEKS ENTERTAINMENT LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2016, according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made there under;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; (Not applicable to the Company during the Audit Period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)
- f) The followings are the other laws as specifically applicable to the Company:
  - a. Maharashtra Stamp Act, 1958;
  - b. Minimum wages Act, 1948;
  - c. Negotiable Instrument Act, 1881;
  - d. Payment of Wages Act, 1936;

- e. The Copyright Act, 1957;
- f. Trade Mark Act, 1999;
- g. Cinematograph Act, 1952;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

**I have also examined compliance with the applicable clauses of the following:**

- (i) The company has complied with the Listing Agreements to the extent applicable and also complied with SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (the "LODR") entered into by the Company with the stock exchanges, however the stricter compliance of the Listing Regulation is to be observed by the Company;
- (ii) The Company has complied with the applicable Clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the stricter compliance need to be followed by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above Subject to the following Observation:

- i. The Company has not appointed Company Secretary as Key Managerial Personnel in term of requirement of Section 203 of the Companies Act, 2013 and Compliance Officer as per Regulation 6 of the LODR;
- ii. Combination of Board of Directors of the Company not as per Corporate Governance of LODR, one more Independent Directors need to be appointed;
- iii. As per Section 178 of the Companies Act, 2013 and Regulation 19 of the LODR all directors of the Nomination and Remuneration Committee shall be no-executive directors, but two members of this committees are Executive directors;
- iv. Long term loan and advances was exceed limits under Section 186 of the Companies Act, 2013;
- v. The company has website; but information as required under Regulation 46 of LODR and the Companies Act, 2013 not updated.

**I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, subject to non compliance as mention above. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

- a. Trading of securities of the Company was suspended by BSE, company has filed an appeal to Security Appellate Tribunal (SAT) and revocation of suspension order has been passed by SAT. Further SAT order has been challenged by BSE in Hon'ble Supreme Court and the Matter is still pending with the Supreme Court.
- b. Company has acquired 50% stake Four Lions Films Pvt. Ltd.
- c. Company acquire 50% of the share capital of Peninsula TV Pvt Ltd during 2015-16.

**Suprabhat Chakraborty.**  
**Company Secretary in Practice**

**Date: 28/05/2016**

**Place: Mumbai**

**ACS No. – 41030**  
**C.P No. - 15878**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**'ANNEXURE A'**

TO,  
THE MEMBERS,  
52 WEEKS ENTERTAINMENT LIMITED  
TARABAI HALL, 97, SHIVPRASAD BUILDING,  
MARINE DRIVE, MUMBAI- 400002

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management .My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Signature:**

**Suprabhat Chakraborty.**  
**Company Secretary in Practice**

**Date: 28/05/2016**  
**Place: Mumbai**

**ACS No. – 41030**  
**C.P No. - 15878**

**Independent Auditor's Report**

To the Members of **52 Weeks Entertainment Limited**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of 52 Weeks Entertainment Limited ('the Company'), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

**Other Matter**

The Company, being a listed company, has been mandatorily required under Section 203 of the Act, to have whole time Key Managerial Person which includes Company Secretary as defined under section 2(24) of the Act.

During the course of our audit, it has been observed that the Company has not complied with the requirement of Section 203 of the Companies Act, 2013 by not appointing a Company Secretary, as a whole time Company Secretary for the year.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, if any; and
    - iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund.

**For Motilal & Associates  
Chartered Accountants  
Registration No.:106584W**

**(Motilal Jain)  
Partner  
M. No. 036811**

**Place : Mumbai  
Date : 28/05/2016**

**ANNEXURE TO THE AUDITORS' REPORT**

Issued by the Central Government under sub section 11 of section 143 of the Companies Act, 2013,  
(18 of 2013)

The auditor's report on the accounts of a company to which this Order applies shall include a statement on the following matters, namely:-

- (i) a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- c) The company does not hold any immovable property accordingly paragraph 3(i)(c) is not applicable to the company.
- (ii) The company is a service company, primarily rendering Production house and creative consultancy services. Accordingly, it does not hold any physical inventories. Thus, Paragraph 3(ii) of the order is not applicable.
- (iii) a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the company has granted unsecured loans to four(4) parties covered in the register maintained under section 189 of the Companies Act, 2013, total loan amount granted Rs 17,007,750 /-and balance outstanding as at balance sheet date Rs 6,950,000/-
- b. In our opinion, the terms and conditions of the loans granted to three parties in the register maintained under section 189 of the Act were, prima facie, prejudicial to the interest of the company on account of the fact that the loans granted are interest free.
- c. No terms and conditions have been stipulated for the grant of such loan, hence we cannot report on the same
- (iv) In our opinion and according to information and explanation given to us, the company has complied with the provisions of Section 185and 186 of the Act, with respect to loans and investments made.
- (v) Company has not accepted deposits form the public. Accordingly the paragraph 3(v) of the order is not applicable to the Company
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Companyy.
- (vii) (a) Company is regular in depositing statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities;
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and based on the audit procedures conducted by us, Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Motilal & Associates  
Chartered Accountants  
Registration No.:106584W**

**(Motilal Jain)  
Partner  
M. No. 036811**

**Place : Mumbai  
Date : 28/05/2016**



**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE  
STANDALONE FINANCIAL STATEMENTS OF 52 WEEKS ENTERTAINMENT LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of 52 Weeks Entertainment Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Motilal & Associates  
Chartered Accountants  
(Firm's Registration No. 106584W)

(Motilal Jain)  
(Partner)  
(Membership No. 036811)

Place: Mumbai  
Date: 28th May, 2016

## PART I — BALANCE SHEET

52 Weeks Entertainment Limited

Balance Sheet as at 31 March 2016

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	348,800,000	348,800,000
(b) Reserves and surplus	3	(179,521,317)	(189,440,540)
(c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>			
		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	102,442,076	102,442,076
(b) Deferred tax liabilities (Net)	5	435	6,163
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings	6	15,967,957	23,467,957
(b) Trade payables	7	1,897,393	1,897,393
(c) Other current liabilities	8	2,719,691	1,982,811
(d) Short-term provisions	9	198,589	1,287,752
<b>TOTAL</b>		<b>292,504,824</b>	<b>290,443,612</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	10	3,829	10,393
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	11	10,458,000	10,000,000
(c) Deferred tax assets (net)	12	-	-
(d) Long-term loans and advances	13	275,798,531	267,341,467
(e) Other non-current assets	14	954,121	954,121
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	15	929,473	107,954
(e) Short-term loans and advances	16	4,360,870	12,029,678
(f) Other current assets		-	-
<b>TOTAL</b>		<b>292,504,824</b>	<b>290,443,612</b>
<b>See accompanying notes to the Financial Statements.</b>	1	-	-

For Motilal &amp; Associates

Chartered Accountants

Firm Regn No. 106584W

Motilal Jain

Partner

Membership No.36811

Date : 28/5/2016

Place : Mumbai

On Behalf of the Board

For 52 Weeks Entertainment Limited

(CIN : L93000MH1993PLC072467)

(Shantanu Sheorey)

DIN: 443703

Director

(Nayantara Sheorey)

DIN: 505634

Director

(Cyrus Bhot)

DIN : 00443874

Director / CFO

## PART II – STATEMENT OF PROFIT AND LOSS

52 Weeks Entertainment Limited

Profit and loss statement for the year ended 31 March 2016

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I Revenue from operations		-	-
II Increase in Inventories of FG/WIP/Stock-in-trade		-	-
III Other income	17	18,156,118	15,704,732
<b>IV Total Revenue (I + II + III)</b>		<b>18,156,118</b>	<b>15,704,732</b>
<b>V Expenses:</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	18	1,427,821	1,556,350
Finance costs		-	-
Depreciation and amortization expense	10	6,564	17,817
Other expenses	19	5,739,238	4,228,806
<b>Total expenses</b>		<b>7,173,623</b>	<b>5,802,973</b>
<b>VI Profit before exceptional and extraordinary items and tax (IV - V)</b>		<b>10,982,495</b>	<b>9,901,760</b>
VII Exceptional item	20	-	20,000
<b>VIII Profit before extraordinary items and tax (VI - VII)</b>		<b>10,982,495</b>	<b>9,881,760</b>
IX Extraordinary items		-	-
<b>X Profit before tax (VII- VIII)</b>		<b>10,982,495</b>	<b>9,881,760</b>
<b>XI Tax expense:</b>			
1 Current tax		2,032,000	1,892,000
2 Excess / Sort Provision for previous year		(963,000)	-
3 Deferred tax		(5,728)	9,843
<b>XII Profit (Loss) for the period from continuing operations (X-XI)</b>		<b>9,919,223</b>	<b>7,979,917</b>
XIII Profit/(loss) from discontinuing operations		-	-
XIV Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (XIII-XIV)</b>		<b>-</b>	<b>-</b>
<b>XV (after tax) (XII-XIV)</b>		<b>-</b>	<b>-</b>
<b>XVI Profit (Loss) for the period (XII + XV)</b>		<b>9,919,223</b>	<b>7,979,917</b>
<b>XVII Earnings per equity share:</b>			
Basic		0.28	0.23
2 Diluted		0.28	0.23

See accompanying notes to the financial statements.

For Motilal &amp; Associates

Chartered Accountants

Firm Regn No. 106584W

Motilal Jain

Partner

Membership No.36811

Date : 28/5/2016

Place : Mumbai

On Behalf of the Board

For 52 Weeks Entertainment Limited

(CIN : L93000MH1993PLC072467)

(Shantanu Sheorey)

DIN: 443703

Director

(Nayantara Sheorey)

DIN: 505634

Director

(Cyrus Bhot)

DIN : 00443874

Director / CFO

**PART III – STATEMENT OF CASH FLOW****52 Weeks Entertainment Limited****Cash Flow Statement for the year ended 31 March 2016**

	31/03/2016	31/03/2015
<b>Cash flows from operating activities before tax</b>		
Net Profit before tax	10,982,495	9,881,760
<b>Adjustments for:</b>		
Depreciation and Amortization	6,564	17,817
Interest Income	(18,156,118)	(15,704,732)
<b>Operating profit / (loss) before working capital changes</b>	<b>(7,167,059)</b>	<b>(5,805,156)</b>
<b>Changes in Working Capital:</b>		
(Increase)/Decrease in Short-Term Loans and Advances	7,668,808	(9,321,681)
(Increase)/Decrease in Deferred Tax	(5,728)	9,843
Increase/(Decrease) in Trade Payables	-	(800,000)
Increase/(Decrease) in Other current liabilities	736,880	1,329,778
Increase/(Decrease) in Short-Term Provisions	(1,089,163)	1,287,752
<b>Profit generated from operations</b>	<b>143,738</b>	<b>(13,299,464)</b>
Cash flow from extraordinary items	-	-
<b>Cash generated from operations</b>	<b>143,738</b>	<b>(13,299,464)</b>
Tax paid (net of refunds)	(1,063,272)	(2,855,964)
<b>Net Cash From/(Used in ) Operating Activities (A)</b>	<b>(919,534)</b>	<b>(16,155,428)</b>
<b>Cash Flows from Investing Activities</b>		
Sales (Purchase) of other investments	(458,000)	(10,000,000)
Long-term loans and advances	(8,457,064)	(109,741,240)
Interest received	18,156,118	15,704,732
<b>Net cash from/(Used in) Investing Activities (B)</b>	<b>9,241,054</b>	<b>(104,036,508)</b>
<b>Cash flows from Financing Activities</b>		
Proceeds from issue of equity shares	-	48,400,000
Security Premium from issue of equity shares	-	62,920,000
Repayment of long-term borrowings	-	-
Repayment of other short-term borrowings	(7,500,000)	5,750,000
<b>Net cash from/(Used in) Financing Activities (C)</b>	<b>(7,500,000)</b>	<b>117,070,000</b>
<b>Increase in Cash and Cash Equivalents during the year (A+B+C)</b>	<b>821,520</b>	<b>(3,121,936)</b>
Cash and Cash Equivalents at the beginning of the year	107,954	3,229,889
<b>Cash and Cash Equivalents at the end of the year</b>	<b>929,473</b>	<b>107,954</b>

**Note:** Previous Year figures has been regrouped/rearranged wherever considered necessary.

As per our report on even date

**For Motilal & Associates**  
Chartered Accountants  
Firm Regn No. 106584W

**Motilal Jain**  
Partner  
Membership No.36811

Date : 28/5/2016  
Place : Mumbai

**On Behalf of the Board**  
For 52 Weeks Entertainment Limited  
(CIN : L93000MH1993PLC072467)

**(Shantanu Sheorey)**  
DIN: 443703  
Director

**(Nayantara Sheorey)**  
DIN: 505634  
Director

**(Cyrus Bhot)**  
DIN : 00443874  
Director / CFO

**Note No 1 - Notes for Financial Statements for the year ended 31st March, 2016****A. Significant Accounting Policies:****1. Fixed Assets:**

- Tangible fixed assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed asset includes non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.
- Depreciation on fixed assets is provided on Written Down Value on the basis of the depreciation rates prescribed in Schedule II of the Companies Act, 2013 or based on useful life of the asset as estimated by the management, whichever is higher.

**2. Basis of Accounting:**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. GAAP includes Accounting Standards (AS) notified by the Government of India under Section 133 of the Companies Act, 2013, provisions of the Companies Act, 2013, pronouncements of Institute of Chartered Accountants of India and guidelines issued by Securities and Exchange Board of India (SEBI). The Company has presented financial statements as per format prescribed by Revised Schedule III, notified under the Companies Act, 2013, issued by Ministry of Corporate Affairs. Except where otherwise stated, the accounting policies are consistently applied.

**3. Investments:**

Long Term Investments are stated at cost except that there is permanent diminution in value of the said investment as required by AS-13. Company has acquired 50% stake Four Lions Films Pvt. Ltd.

**4. Taxation:**

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. In the case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty or realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

**5. Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**6. Use of Estimates:**

The preparation of financial statements in conformity with GAAP requires management to make assumptions, critical judgements and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

**B. Other Notes on Accounts:**

- 1) In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management's policy for bad and doubtful debts as taken in the previous years.

- 2) Debit and Credit balances are subject to confirmation and reconciliation.
- 3) There are no dues to Micro, Small & Medium Enterprises as at Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the auditors.
- 4) Earnings Per Share (EPS) The following reflects the profit and share data used in the basic and diluted EPS Computations:

	<b>31<sup>st</sup> March, 2016 (₹)</b>	<b>31<sup>st</sup> March, 2015 (₹)</b>
Profit / (Loss) after tax	99,19,223	79,79,917
Number of equity shares in calculating basic EPS	3,48,80,000	3,48,80,000
Earnings Per Share (EPS) (Basic/Diluted)	0.28	0.23

- 5) As stated in earlier years annual reports, the Farm and Hatchery land together with the structures and ancillary assets/material stocks on the land including moveable assets related to farm division which was mortgaged with the consortium banks, was disposed off by the banks in the financial year 2005-06 and 2006-07 respectively by holding auction sale under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. Besides the sale of above moveable and immoveable assets, banks also auctioned the agricultural land kept as collateral security by one of the promoters with the lending banks at the time of disbursement of loan. Since there was neither any feedback nor any intimation by the banks regarding the ratio in which they distributed amongst themselves the said realized amount, it is apportioned between the consortium banks in proportion to the various loans outstanding and provided in the books till the date of recalling of advances by individual banks. On sale of said properties including moveable assets during the year by the banks under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorized as unsecured loans.
- 6) Cash Credit, Packing Credit and demand working capital loan from banks were secured by hypothecation of stock and book debts and term loan from banks were secured by pari-passu charge on all the immoveable properties of the company and hypothecation of moveable assets. On sale of said properties including moveable assets by the banks under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorized as unsecured loans of the accounts.
- 7) 1) Related Parties Disclosures
- a) List of related parties with whom transactions have taken place and relationships
1. a) Mr. Shantanu Sheorey – Director
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Taken	: NIL
Amount Outstanding at year end	: 53,58,717/-
Previous Year Balance	: 53,58,717/-
  2. a) Harsh Jain – Additional Director
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Taken	: NIL
Repayment of Loans Taken	: 75,00,000/-
Amount Outstanding at year end	: NIL
Previous Year Balance	: 75,00,000/-
Remuneration For the year	: 3,75,000/-
Reimbursement of Foreign Travel Exp.	: 2,65,243/-
Outstanding payables	
At year end	: NIL
Previous year balance	: 4,80,000/-

3. a) Karishma Jain – Director  
b) Nature of Transaction of Related Party  
Remuneration For the year : 6,00,000/-  
Outstanding payables  
At year end : 3,15,000/-  
Previous year balance : 90,000/-
4. a) Four Lions Films Private Limited – Subsidiary Company (51 % stake)  
b) Nature of Transaction of Related Party  
Unsecured Loans Given : 61,57,750/-  
Amount Outstanding at year end : 3,55,50,000/-  
Repayment Received : 61,07,750/-  
Previous Year Balance : 3,55,00,000/-
- Investments in shares of Lions film :  
At year end : 1,04,08,000/-  
Previous year balance : 1,00,00,000/-  
Additional investment : 4,08,000/-
5. a) BT Divine Power & Mining Corporation Ltd. – Enterprise in which  
Relative of KMP have significant influence  
b) Nature of Transaction of Related Party  
Unsecured Loans Given : NIL  
Amount Outstanding at year end : 1,41,00,000/-  
Previous Year Balance : 1,41,00,000/-
6. a) Monotype India Limited  
- Enterprise in which Relative of KMP have significant influence  
b) Nature of Transaction of Related Party  
Unsecured Loans Given : 1,08,50,000/-  
Amount received against loan : 1,80,13,135/-  
Interest added to loan : 99,56,879/-  
Amount Outstanding at year end : 12,06,71,191/-  
Previous Year Balance : 11,78,77,447/-
7. a) Elan Capital Advisors Limited -  
Enterprise in which Relative of KMP have significant influence  
b) Nature of Transaction of Related Party  
Reimbursement of Expenses : 4,800/-
8. a) Suryakant Maruti Kadakane - Additional Director  
b) Nature of Transaction of Related Party  
Director Sitting Fees : 12,000/-  
Payables at year end : 12,000/-
9. a) Vipin Shantilal Champawat – Director  
b) Nature of Transaction of Related Party  
Director Sitting Fees : 12,000/-  
Payables at year end : 6,000/-
10. a) Pranjali (India) Private Limited -  
Enterprise in which Relative of KMP have significant influence  
b) Nature of Transaction of Related Party  
Unsecured Loans Given : NIL  
Amount Outstanding at year end : 23,50,000/-  
Previous Year Balance : 23,50,000/-



- 8) The Company operates in one segment and others hence no separate disclosure of segment-wise information has been made as per Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India.

	<b>31st March, 2016</b>	<b>31st March, 2015</b>
	(₹)	(₹)
9) Earning in foreign currency Exports (FOB)	NIL	NIL
10) Value of Imports calculated on CIF basis	NIL	NIL
11) Expenditure in foreign currency	265,243/ -	NIL
12) Auditors Remunerations (Including Service tax, where applicable)		
a) Audit fees	85,875	39,326
b) Certification Charges	NIL	28,090
13) Balances of Sundry Debtors, Sundry Creditors and Loans and Advances are subject to confirmation and reconciliation. None of the confirmations were in the hands of the Company.		

The accompanying notes are an integral part of the financial statements

For Motilal & Associates  
Chartered Accountants  
(F. No.:106584W)

On behalf of the Board of Directors  
For 52 Weeks Entertainment Limited  
(CIN : L93000MH1993PLC072467)

Motilal Jain  
(Partner)  
M. No. 036811

Shantanu Sheorey  
DIN: 443703  
Director

Nayantara Sheorey  
DIN: 505634  
Director

Place : Mumbai  
Date : 28/05/2016

**Notes forming part of the financial statements**  
**Note 2 Share Capital**

Particulars	31 March 2016		31 March 2015	
	(₹)		(₹)	
<b>(a) Authorised</b> 36000000 Equity Shares of Rs. 10/- each (Previous year 36000000 Equity Shares of Rs.10/- each)	360,000,000		360,000,000	
<b>(b) Issued , subscribed and fully paid up</b> 34880000 equity shares of Rs. 10/- each fully paid up with voting rights (Previous year 34880000 Equity Shares of Rs. 10/- each)	360,000,000		360,000,000	
	348,800,000		348,800,000	
	<b>348,800,000</b>		<b>348,800,000</b>	

**Notes:**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2016	34,880,000	-	-	-	-	-	-	34,880,000
- Number of shares	348,800,000	-	-	-	-	-	-	348,800,000
- Amount (₹)								
Year ended 31 March 2015	30,040,000	4,840,000	-	-	-	-	-	34,880,000
- Number of shares	300,400,000	48,400,000	-	-	-	-	-	348,800,000
- Amount (₹)								

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	31 March 2016		31 March 2015	
	Number of shares held	% held	Number of shares held	% held
<b>Equity shares with voting rights</b> Shantanu Sheorey	3,231,300	9.26%	3,231,300	9.26%

Particulars	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
<b>3 Reserves and Surplus</b>		
(a) Share Premium Account	62,920,000	62,920,000
(b) Surplus	(242,441,317)	(252,360,540)
	<u>(179,521,317)</u>	<u>(189,440,540)</u>
<b>4 Long-Term Borrowings (Unsecured, considered goods)</b>		
(i) Long-term borrowings shall be classified as:		
(a) Term loans:		
(i) Foreign Currency loans from Banks	38,627,263	38,627,263
(ii) Rupee Loans from Banks.	45,023,923	45,023,923
(iii) Interest Payable to Bank	13,432,173	13,432,173
(b) Loans and advances from related parties;	5,358,717	5,358,717
	<u>102,442,076</u>	<u>102,442,076</u>
<b>5 DEFERRED TAX LIABILITIES/(ASSETS)</b>		
Deferred tax credit/(Charge) for the year has been recognised in the Profit & Loss Account for the year	(5,728)	(1,302)
Details of Deferred Tax Liabilities/(Assets) are as under:	-	(2,378)
<b>Add:</b> Disallowances	-	9,843
Deferred Tax Liabilities	6,163	
<b>Net Deferred Tax Liabilities/(Assets)</b>	<u>435</u>	<u>6,163</u>
<b>6 Short-term borrowings (Unsecured, considered goods)</b>		
(a) Loans repayable on demand;		
(i) from banks.	15,967,957	15,967,957
(b) Loans and advances from related parties;	-	7,500,000
	<u>15,967,957</u>	<u>23,467,957</u>
<b>7 Trade Payable</b>		
(a) Outstanding for more than 1 year	1,897,393	1,897,393
(b) Others	-	-
	<u>1,897,393</u>	<u>1,897,393</u>
<b>8 Other current liabilities</b>		
The amounts shall be classified as:		
(a) Unpaid matured debentures and interest accrued thereon:		
(a) Other payables	1,076,211	1,415,579
(b) Book Overdraft with Bank	1,643,479	567,232
	<u>2,719,691</u>	<u>1,982,811</u>
<b>9 Short-term provisions</b>		
(a) Provision for income-tax	198,589	1,287,752
	<u>198,589</u>	<u>1,287,752</u>

**11 Non-current investments**

(i) Non-current investments shall be classified as trade investments and other investments and further classified as:

(a) Investment in subsidiary; Four Lions Films Pvt Ltd (at cost) 52040 Shares @ `200 each (P.Y. 50000 Shares @ `200 each	10,408,000	10,000,000
(b) Investments in Equity Instruments;	-	-
a) Unlisted equities Peninsula TV Pvt Ltd. (at cost) 5000 Shares @ `10 each (P.Y. nil)	50,000	-
	<b>10,458,000</b>	<b>10,000,000</b>

**13 Long-term loans and advances (Unsecured, considered good)**

(a) Capital Advances	11,600,000	13,600,000
(b) Security Deposits	1,813,244	1,312,178
(c) Loans and advances to related parties	172,691,593	169,827,447
(d) Other loans and advances	89,693,694	82,601,842
	<b>275,798,531</b>	<b>267,341,467</b>

**14 Other non-current assets**

(i) Long-term Trade Receivables	-	-
(a) Others	954,121	954,121
	<b>954,121</b>	<b>954,121</b>

**15 Cash and cash equivalents**

(a) Balances with banks;	33,473	2,384
(b) Cash on hand;	896,000	105,570
	<b>929,473</b>	<b>107,954</b>

**16 Short-term loans and advances**(a) **Prepaid expenses - Unsecured, considered good**

(a) Prepaid Annual Custodian Expenses	-	56,180
(b) Prepaid Registration Fees	-	14,045
	-	<b>70,225</b>

(b) **Others**

(a) Advances to Suppliers	4,360,870	11,959,453
	<b>4,360,870</b>	<b>11,959,453</b>

<b>Total</b>	<b>4,360,870</b>	<b>12,029,678</b>
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## Notes forming part of the financial statements

Particulars	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
<b>17 Other income</b>		
(a) Interest Income	18,156,118	15,704,732
	<b>18,156,118</b>	<b>15,704,732</b>
<b>18 Employee Benefits Expenses</b>		
Salaries and Wages	408,571	133,100
Bonus	17,250	9,500
Directors' Remuneration	975,000	1,400,000
Leave Encashment	27,000	13,750
	<b>1,427,821</b>	<b>1,556,350</b>
<b>19 Other Expenses</b>		
<b>Payment to Auditors</b>		
As auditors - statutory audit	85,875	39,326
For other services	-	28,090
	<b>85,875</b>	<b>67,416</b>
Rents	561,600	-
Advertisement	22,018	21,352
Travelling expenses including foreign travelling	87,503	-
<b>Capital Expenditure on Share Capital Increase</b>		
BSE Processing Fees	-	112,360
MCA Fees	-	379,063
Stamp Duty	-	100,000
Appeal Fees	2,000	-
Bank Charges	7,924	2,200
Conveyance Expenses	3,465	440
Custodian Expenses	170,925	117,978
Director Sitting Fees	24,000	-
E-Voting Charges	11,400	-
Electricity Expenses	9,291	-
Legal & Professional Charges	3,705,700	3,169,577
Listing Charges	224,720	112,360
MCA Fees & Legal Expenses	24,000	25,125
Office Expenses	108,027	(730)
Postage & Courier exp	9,503	6,224
Printing & Stationery	17,631	32,985
Profession Tax (Company)	2,500	2,500
Registrar Fees	-	33,427
Registration Fees	229,684	-
Sundry Balance W/Off	273,559	-
Interest on Late payment of Income Tax	76,137	46,529
Late Filing Fees u/s 234E - TDS	43,074	-
Telephone Exps.	3,702	-
Brokerage & Other Expenses	35,000	-
	<b>5,653,363</b>	<b>4,161,390</b>
	<b>5,739,238</b>	<b>4,228,806</b>
<b>20 Exceptional Items</b>		
Professional tax from Year 2006 to 2014	-	20,000
	-	<b>20,000</b>

52 Weeks Entertainment Limited  
Notes forming part of the financial statements  
Note - 10 Fixed Assets

Particulars	Gross Block (At cost)			Depreciation/Amortisation			Net block		
	As at April 01, 2015	Additions during the year	Deductions during the year	As at March 31, 2016	For the year	Deductions during the year	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible assets</b>									
Computer	33,500.00	-	-	33,500.00	3,862.00	-	31,247.00	2,253.00	6,115.00
HP Laserjet Printer	17,300.00	-	-	17,300.00	2,702.00	-	15,724.00	1,576.00	4,278.00
<b>Total tangible assets</b>	<b>50,800.00</b>	<b>-</b>	<b>-</b>	<b>50,800.00</b>	<b>6,564.00</b>	<b>-</b>	<b>46,971.00</b>	<b>3,829.00</b>	<b>10,393.00</b>
Previous year	50,800.00	-	-	50,800.00	17,817.00	-	40,407.00	10,393.00	28,210.00

**Independent Auditor's Report**

To the Members of **52 Weeks Entertainment Limited**

**REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of **52 WEEKS ENTERTAINMENT LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

**OTHER MATTERS**

We did not audit the financial statements / financial information the Subsidiary, namely Four Lions Films Pvt. Ltd. These financial statements / financial information have been audited by another auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of another auditor, namely Shital Mutha & Co..

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

The Holding Company, being a listed company, has been mandatorily required under Section 203 of the Act, to have whole time Key Managerial Person which includes Company Secretary as defined under section 2(24) of the Act.

During the course of our audit, it has been observed that the Holding Company has not complied with the requirement of Section 203 of the Companies Act, 2013 by not appointing a Company Secretary, as a whole time Company Secretary for the year

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- I. The consolidated financial statements disclose the impact of pending litigations, if any, on the consolidated financial position of the Group
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company.

**For MOTILAL & ASSOCIATES  
Chartered Accountants  
Registration No.:106584W**

**Place: Mumbai  
Date: 28/05/2016**

**(M.L.JAIN)  
Partner  
M. No. 36811**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF 52 WEKKS ENTERTAINMENT LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of 52 WEKKS ENTERTAINMENT LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary namely Four Lions Films Pvt. Ltd., which is company incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the of the Holding company and its subsidiary company, which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company, its subsidiary company, which is company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates its subsidiary company, which is company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For Motilal & Associates  
Chartered Accountants  
(F.R.N. 106584W)

(Motilal Jain)  
(Partner)  
(Mem. No. 036811)  
Place: Mumbai  
Date: 28th May, 2016

**PART I — BALANCE SHEET**

52 Weeks Entertainment Limited

Formerly known as Shantanu Sheorey Aquakult Limited

Balance Sheet as at 31 March 2016

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	348,800,000	348,800,000
(b) Reserves and surplus	3	(182,221,601)	(189,440,540)
(c) Money received against share warrants			-
(d) Minority Interest			-
<b>2 Share application money pending allotment</b>			-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	4	106,942,076	102,442,076
(b) Deferred tax liabilities (Net)	5	112,718	6,163
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings	6	27,604,195	23,467,957
(b) Trade payables	7	89,934,344	1,897,393
(c) Other current liabilities	8	36,591,295	1,982,811
(d) Short-term provisions	9	198,589	1,287,752
<b>TOTAL</b>		<b>427,961,616</b>	<b>290,443,612</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
1 (a) Fixed assets	10		
(i) Tangible assets		1,499,825	10,393
(ii) Intangible assets		14,903,738	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	11	50,000	10,000,000
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	12	240,248,531	267,341,467
(e) Other non-current assets	13	954,121	954,121
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories	14	3,231,694	-
(c) Trade receivables	15	28,576,168	-
(d) Cash and cash equivalents	16	2,165,372	107,954
(e) Short-term loans and advances	17	136,332,167	12,029,678
(f) Other current assets		-	-
<b>TOTAL</b>		<b>427,961,616</b>	<b>290,443,612</b>
See accompanying notes to the Financial Statements.	1	-	-

For Motilal &amp; Associates

Chartered Accountants

Firm Regn No. 106584W

Motilal Jain

Partner

Membership No.36811

Date : 28/5/2016

Place : Mumbai

On Behalf of the Board

For 52 Weeks Entertainment Limited

(CIN : L93000MH1993PLC072467)

(Shantanu Sheorey) (Nayantara Sheorey)

DIN: 443703

Director

DIN: 505634

Director

## PART II – STATEMENT OF PROFIT AND LOSS

52 Weeks Entertainment Limited

Formerly known as Shantanu Sheorey Aquakult Limited

Profit and loss statement for the year ended 31 March 2016

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I Revenue from operations	18	27,326,580	-
II Increase in Inventories of FG/WIP/Stock-in-trade		-	-
III Other income	19	18,437,559	15,704,732
<b>IV Total Revenue (I + II + III)</b>		<b>45,764,139</b>	<b>15,704,732</b>
<b>V Expenses:</b>			
Cost of Production	20	23,906,032	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	80,375	-
Employee benefits expense	22	1,895,896	1,556,350
Finance costs	23	497,108	-
Depreciation and amortization expense	10	90,930	17,817
Other expenses	24	7,507,979	4,228,806
<b>Total expenses</b>		<b>33,978,319</b>	<b>5,802,973</b>
<b>VI Profit before exceptional and extraordinary items and tax (IV - V)</b>		<b>11,785,820</b>	<b>9,901,760</b>
VII Exceptional item	25	-	20,000
<b>VIII Profit before extraordinary items and tax (VI - VII)</b>		<b>11,785,820</b>	<b>9,881,760</b>
IX Extraordinary items		-	-
<b>X Profit before tax (VII- VIII)</b>		<b>11,785,820</b>	<b>9,881,760</b>
<b>XI Tax expense:</b>			
1 Current tax		2,182,000	1,892,000
2 Excess / Sort Provision for previous year		(964,554)	-
3 Deferred tax		1,461	9,843
<b>XII Profit (Loss) for the period from continuing operations (X-XI)</b>		<b>10,566,913</b>	<b>7,979,917</b>
XIII Profit/(loss) from discontinuing operations		-	-
XIV Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations</b>			
<b>XV (after tax) (XIII-XIV)</b>		<b>-</b>	<b>-</b>
<b>XVI Profit (Loss) for the period (XII + XV)</b>		<b>10,566,913</b>	<b>7,979,917</b>
<b>XVII Earnings per equity share:</b>			
1 Basic		0.30	0.23
2 Diluted		0.30	0.23

See accompanying notes to the financial statements.

For Motilal & Associates  
Chartered Accountants  
Firm Regn No. 106584W

Motilal Jain  
Partner  
Membership No.36811

Date : 28/5/2016  
Place : Mumbai

On Behalf of the Board  
For 52 Weeks Entertainment Limited  
(CIN : L93000MH1993PLC072467)

(Shantanu Sheorey) (Nayantara Sheorey)  
DIN: 443703 DIN: 505634  
Director Director

**PART III – STATEMENT OF CASH FLOW****52 Weeks Entertainment Limited****Cash Flow Statement for the year ended 31 March 2016**

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
<b>Cash flows from operating activities before tax</b>		
Net Profit before tax	20,622,401	9,881,760
<b>Adjustments for:</b>		
Depreciation and Amortization	1,018,957	17,817
Balances w/off	(162,801)	-
Interest Income	(18,156,118)	(15,704,732)
Finance costs	5,965,293	-
<b>Operating profit / (loss) before working capital changes</b>	<b>9,287,732</b>	<b>(5,805,156)</b>
<b>Changes in Working Capital:</b>		
(Increase)/Decrease in Trade Receivables	65,318,139	-
(Increase)/Decrease in Inventories	964,502	-
(Increase)/Decrease in Short-Term Loans and Advances	6,793,349	(9,321,681)
(Increase)/Decrease in Deferred Tax	-	9,843
Increase/(Decrease) in Trade Payables	(5,408,267)	(800,000)
Increase/(Decrease) in Other current liabilities	(530,009)	1,329,778
Increase/(Decrease) in Short-Term Provisions	(13,844,711)	1,287,752
<b>Profit generated from operations</b>	<b>62,580,735</b>	<b>(13,299,464)</b>
Cash flow from extraordinary items	-	-
<b>Cash generated from operations</b>	<b>62,580,735</b>	<b>(13,299,464)</b>
Tax paid (net of refunds)	(1,069,000)	(2,855,964)
<b>Net Cash From/(Used in ) Operating Activities (A)</b>	<b>61,511,735</b>	<b>(16,155,428)</b>
<b>Cash Flows from Investing Activities</b>		
Capital expenditure on fixed assets, including capital advances	(459,499)	-
Sales (Purchase) of other investments	-	(10,000,000)
Long-term loans and advances	(8,407,064)	(109,741,240)
Interest received	18,156,118	15,704,732
<b>Net cash from/(Used in) Investing Activities (B)</b>	<b>9,289,555</b>	<b>(104,036,508)</b>
<b>Cash flows from Financing Activities</b>		
Proceeds from issue of equity shares	-	48,400,000
Security Premium from issue of equity shares	-	62,920,000
Proceeds from long-term borrowings	(3,718,108)	-
Proceeds from other short-term borrowings	(55,906,415)	-
Repayment of other short-term borrowings	(7,500,000)	5,750,000
Finance cost	(5,965,293)	-
<b>Net cash from/(Used in) Financing Activities (C)</b>	<b>(73,089,816)</b>	<b>117,070,000</b>
<b>Increase in Cash and Cash Equivalents during the year (A+B+C)</b>	<b>(2,288,526)</b>	<b>(3,121,936)</b>
Cash and Cash Equivalents at the beginning of the year	1,635,671	3,229,889
<b>Cash and Cash Equivalents at the end of the year</b>	<b>(652,856)</b>	<b>107,954</b>

**Note:** Previous Year figures has been regrouped/rearranged wherever considered necessary.

As per our report on even date

**For Motilal & Associates**  
Chartered Accountants  
Firm Regn No. 106584W

**Motilal Jain**  
Partner  
Membership No.36811

Date : 28/5/2016  
Place : Mumbai

**On Behalf of the Board**  
For 52 Weeks Entertainment Limited  
(CIN : L93000MH1993PLC072467)

**(Shantanu Sheorey) (Nayantara Sheorey)**  
DIN: 443703      DIN: 505634  
Director      Director

**Note No 1 - Notes for Financial Statements for the year ended 31st March, 2016****A. Significant Accounting Policies:****1. Fixed Assets:**

- Tangible fixed assets are stated at cost of acquisition or construction less accumulated depreciation. The cost of fixed asset includes non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to acquisition or construction of qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.
- Depreciation on fixed assets is provided on Written Down Value on the basis of the depreciation rates prescribed in Schedule II of the Companies Act, 2013 or based on useful life of the asset as estimated by the management, whichever is higher.

**2. Basis of Accounting:**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. GAAP includes Accounting Standards (AS) notified by the Government of India under Section 133 of the Companies Act, 2013, provisions of the Companies Act, 2013, pronouncements of Institute of Chartered Accountants of India and guidelines issued by Securities and Exchange Board of India (SEBI). The Company has presented financial statements as per format prescribed by Revised Schedule III, notified under the Companies Act, 2013, issued by Ministry of Corporate Affairs. Except where otherwise stated, the accounting policies are consistently applied.

**3. Basis Of Consolidation:**

The Consolidated financial statements are prepared in accordance with the principles and procedure for the preparation and presentation of consolidated financial statement as laid down under Accounting Standard (AS-21) "Consolidated Financial Statement" issued by The Institute of Chartered Accountant (ICAI).

Consolidated financial statements are prepared by using uniform accounting policies. The financial statements of the parent company and subsidiaries have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealized profits or losses on balances remaining within the Group. The difference between the cost of investment in the subsidiary over the company's portion of Equity of the subsidiary is recognized in the financial statements as Goodwill or Capital Reserves.

The Control of the subsidiary M/s Four Lions Pvt. Ltd. has been acquired on 29th February, 2016. The Revenue obtained and the Expenditure incurred after the date of control, i.e. 29th February, 2016, have only been added to arrive at the Consolidated Results for the Quarter ended 31st March, 2016 and the year ended 31st March, 2016, as given.

The same adjustment is in accordance with the Accounting Standard (AS) 21 "Consolidated Financial Statements".

The Company has Significant Influence over Peninsula TV Pvt. Ltd by way of holding 50% of Voting power. However, the significant influence is intended to be temporary because the Associate is acquired and held exclusively with a view to its subsequent disposal in the near future.

**4. Investments:**

Long Term Investments are stated at cost except that there is permanent diminution in value of the said investment as required by AS-13..

**5. Taxation:**

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

Deferred tax resulting from “timing differences” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. In the case of unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty or realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

**6. Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**7. Use of Estimates:**

The preparation of financial statements in conformity with GAAP requires management to make assumptions, critical judgements and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

**B. Other Notes on Accounts:**

- 1) In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management’s policy for bad and doubtful debts as taken in the previous years.
- 2) Debit and Credit balances are subject to confirmation and reconciliation.
- 3) There are no dues to Micro, Small & Medium Enterprises as at Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the auditors.
- 4) Earnings Per Share (EPS) The following reflects the profit and share data used in the basic and diluted EPS Computations:

	<b>31<sup>st</sup> March, 2016</b>
	(₹)
Profit / (Loss) after tax	10,566,913/-
Number of equity shares in calculating basic EPS	3,48,80,000
Earnings Per Share (EPS) (Basic/Diluted)	0.03

- 5) With respect to the holding company
  - a. As stated in earlier years annual reports, the Farm and Hatchery land together with the structures and ancillary assets/material stocks on the land including moveable assets related to farm division which was mortgaged with the consortium banks, was disposed off by the banks in the financial year 2005-06 and 2006-07 respectively by holding auction sale under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. Besides the sale of above moveable and immovable assets, banks also auctioned the agricultural land kept as collateral security by one of the promoters with the lending banks at the time of disbursement of loan. Since there was neither any feedback nor any intimation by the banks regarding the ratio in which they distributed amongst themselves the said realized amount, it is apportioned between the consortium banks in proportion to the various loans outstanding and provided in the books till the date of recalling of advances by individual banks. On sale of said properties including moveable assets during the year by the banks under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorized as unsecured loans.



- b. Cash Credit, Packing Credit and demand working capital loan from banks were secured by hypothecation of stock and book debts and term loan from banks were secured by pari-passu charge on all the immoveable properties of the company and hypothecation of moveable assets. On sale of said properties including moveable assets by the banks under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorized as unsecured loans of the accounts.

## 6) Related Parties Disclosures

## a) List of related parties with whom transactions have taken place and relationships

- 1) a) Mr. Shantanu Sheorey – Director (Holding Company)
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Taken	: NIL
Amount Outstanding at year end	: ₹ 53,58,717/-
Previous Year Balance	: ₹ 53,58,717/-
  
- 2) a) Harsh Jain – Additional Director (Holding Company)
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Taken	: NIL
Repayment of Loans Taken	: ₹ 75,00,000/-
Amount Outstanding at year end	: NIL
Previous Year Balance	: ₹ 75,00,000/-
Remuneration For the year	: ₹ 3,75,000/-
Reimbursement of Foreign Travel Exp.	: ₹ 2,65,243/-
Outstanding payables	
At year end	: NIL
Previous year balance	: ₹ 4,80,000/-
  
- 3) a) Karishma Jain – Director (Holding Company)
  - b) Nature of Transaction of Related Party
 

Remuneration For the year	: ₹ 6,00,000/-
Outstanding payables	
At year end	: ₹ 3,15,000/-
Previous year balance	: ₹ 90,000/-
  
- 4) a) BT Divine Power & Mining Corporation Ltd. – Enterprise in which Relative of KMP have significant influence (Holding Company)
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Given	: NIL
Amount Outstanding at year end	: ₹ 1,41,00,000/-
Previous Year Balance	: ₹ 1,41,00,000/-
  
- 5) a) Monotype India Limited  
- Enterprise in which Relative of KMP have significant influence (Holding Company)
  - b) Nature of Transaction of Related Party
 

Unsecured Loans Given	: ₹ 1,08,50,000/-
Amount received against loan	: ₹ 1,80,13,135/-
Interest added to loan	: ₹ 99,56,879/-
Amount Outstanding at year end	: ₹ 12,06,71,191/-
Previous Year Balance	: ₹ 11,78,77,447/-
  
- 6) a) Elan Capital Advisors Limited - Enterprise in which Relative of KMP have significant influence (Holding Company)
  - b) Nature of Transaction of Related Party
 

Reimbursement of Expenses	: ₹ 4,800/-
---------------------------	-------------
  
- 8) a) Suryakant Maruti Kadakane - Additional Director (Holding Company)
  - b) Nature of Transaction of Related Party
 

Director Sitting Fees	: ₹ 12,000/-
Payables at year end	: ₹ 12,000/-

9) a)	Vipin Shantilal Champawat – Director (Holding Company)	
b)	Nature of Transaction of Related Party	
	Director Sitting Fees	: ₹ 12,000/-
	Payables at year end	: ₹ 6,000/-
10) a)	Pranjali (India) Private Limited - Enterprise in which Relative of KMP have significant influence (Holding Company)	
b)	Nature of Transaction of Related Party	
	Unsecured Loans Given	: NIL
	Amount Outstanding at year end	: ₹ 23,50,000/-
	Previous Year Balance	: ₹ 23,50,000/-
11) a)	Mr. Nisser Parvej – Director (Subsidiary Company)	
b)	Nature of Transaction of Related Party	
	Unsecured borrowing outstanding at year end	: ₹ 3,93,130/-
	Unsecured borrowing outstanding at beginning	: ₹ 24,75,000/-
	Unsecured Loan repaid during the year	: ₹ 20,81,870/-
	Professional Fees Paid	: ₹ 25,02,000/-
12) a)	Mrs. Gule Naghma Khan - Director (Subsidiary Company)	
b)	Nature of Transaction of Related Party	
	Professional Fees Paid	: ₹ 4800000/-
	Professional Fees outstanding at the year end	: ₹ 121440/-
13) a)	Mr. Gorky- Director (Subsidiary Company)	
b)	Nature of Transaction of Related Party	
	Professional Fees outstanding at the year end	: ₹ 1344330/-
	Professional Fees outstanding at the beginning	: ₹ 458244/-
	Professional Fees Paid	: ₹ 4400000/-
14) a)	Ms. Karishma Naresh Jain Director - (Subsidiary Company)	
b)	Nature of Transaction of Related Party	
	Director Remuneration Payable at the year end	: ₹ 330000/-
	Director Remuneration paid	: ₹ 1550000/-

- 7) The Group operates in one segment hence no separate disclosure of segment-wise information has been made as per Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India.

	<b>31st March, 2016</b>	<b>31st March, 2015</b>
	(₹)	(₹)
8) Earning in foreign currency Exports (FOB)	NIL	NIL
9) Value of Imports calculated on CIF basis	NIL	NIL
10) Expenditure in foreign currency	265,243/-	NIL

- 11) Balances of Sundry Debtors, Sundry Creditors and Loans and Advances are subject to confirmation and reconciliation. None of the confirmations were in the hands of the Company.

The accompanying notes are an integral part of the financial statements

For Motilal & Associates  
Chartered Accountants  
(F. No.:106584W)

On behalf of the Board of Directors  
For 52 Weeks Entertainment Limited  
(CIN : L93000MH1993PLC072467)

Motilal Jain  
(Partner)  
M. No. 036811

Shantanu Sheorey  
DIN: 443703  
Director

Nayantara Sheorey  
DIN: 505634  
Director

Place : Mumbai  
Date : 28/05/2016

<b>52 Weeks Entertainment Limited</b>										
Formerly known as Shantanu Sheorey Aquakult Limited										
Notes forming part of the financial statements										
Note 2 Share Capital										
Particulars	31 March 2016		31 March 2015							
	(₹)		(₹)							
<b>(a) Authorised</b>										
3600000 Equity Shares of Rs. 10/- each	360,000,000		360,000,000		360,000,000					
(Previous year 36000000 Equity Shares of Rs. 10/- each)	<b>360,000,000</b>		<b>360,000,000</b>		<b>360,000,000</b>					
<b>(b) Issued, subscribed and fully paid up</b>										
34880000 equity shares of Rs. 10/- each fully paid up with voting rights	348,800,000		348,800,000		348,800,000					
(Previous year 34880000 Equity Shares of Rs. 10/- each)	<b>348,800,000</b>		<b>348,800,000</b>		<b>348,800,000</b>					
<b>Notes:</b>										
<b>(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:</b>										
Issued, subscribed and fully paid up										
<b>Particulars</b>	<b>Opening balance</b>	<b>Fresh issue</b>	<b>Bonus</b>	<b>ESOP</b>	<b>Conversion</b>	<b>Buy back</b>	<b>Other Changes</b>	<b>Closing balance</b>		
Equity shares with voting rights										
Year ended 31 March 2016	34,880,000	-	-	-	-	-	-	34,880,000		
- Number of shares	348,800,000	-	-	-	-	-	-	348,800,000		
- Amount (₹)										
Year ended 31 March 2015	30,040,000	4,840,000	-	-	-	-	-	34,880,000		
- Number of shares	300,400,000	48,400,000	-	-	-	-	-	348,800,000		
- Amount (₹)										
<b>(ii) Details of shares held by each shareholder holding more than 5% shares:</b>										
<b>Class of shares/Name of shareholder</b>	<b>31 March 2016</b>		<b>31 March 2015</b>							
	<b>Number of shares held</b>	<b>% held</b>	<b>Number of shares held</b>	<b>% held</b>						
<b>Equity shares with voting rights</b>										
Shantanu Sheorey	3,231,300	9.26%	3,231,300	9.26%	3,231,300 9.26%					
<b>Terms/rights attached to equity shares</b>										
The company has only one class of equity share having par value of Rs.10 per share. Each holder of the equity share is entitled to one vote per share. In the liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts.										

Formerly known as Shantanu Sheorey Aquakult Limited

Notes forming part of the financial statements

Particulars	(Amount in Rupees)	
	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
<b>3 Reserves and Surplus</b>		
(a) Share Premium Account	62,920,000	62,920,000
(b) Surplus	(245,141,601)	(252,360,540)
	<b>(182,221,601)</b>	<b>(189,440,540)</b>
<b>4 Long-Term Borrowings (Unsecured, considered goods)</b>		
(a) Term loans:		
(A) Foreign Currency loans from Banks	38,627,263	38,627,263
(B) Rupee Loans from Banks.	45,023,923	45,023,923
(C) Interest Payable to Bank	13,432,173	13,432,173
(b) Loans and advances from related parties;	5,358,717	5,358,717
(c) Other loans and advances	4,500,000	-
	<b>106,942,076</b>	<b>102,442,076</b>
<b>5 DEFERRED TAX LIABILITIES/(ASSETS)</b>		
Deferred tax credit/(Charge) for the year has been recognised in the Profit & Loss Account for the year	80,538	(1,302)
Details of Deferred Tax Liabilities/(Assets) are as under:	-	(2,378)
<b>Add:</b> Disallowances	-	9,843
Deferred Tax Liabilities	32,180	
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>112,718</b>	<b>6,163</b>
<b>6 Short-term borrowings (Unsecured, considered goods)</b>		
(a) Loans repayable on demand;		
(A) from banks.	15,967,957	15,967,957
(b) Loans and advances from related parties;	10,393,130	7,500,000
	<b>27,604,195</b>	<b>23,467,957</b>
<b>7 Trade Payable</b>		
(a) Outstanding for more than 1 year	1,897,393	1,897,393
(b) Others	88,036,951	-
	<b>89,934,344</b>	<b>1,897,393</b>
<b>8 Other current liabilities</b>		
The amounts shall be classified as:		
(a) Unpaid matured debentures and interest accrued thereon;		
(a) Other payables	32,129,587	1,415,579
(b) Book Overdraft with Bank	4,461,707	567,232
	<b>36,591,295</b>	<b>1,982,811</b>
<b>9 Short-term provisions</b>		
(a) Provision for income-tax	198,589	1,287,752
	<b>198,589</b>	<b>1,287,752</b>
<b>10 Tangible assets</b>		
(a) Computer	499,384	6,115
(b) HP Laserjet Printer	1,576	4,278
(c) Furniture & Fixture	605,238	-
(d) Office Equipment	393,627	-
	<b>1,499,825</b>	<b>10,393</b>
<b>10 Intangible assets</b>		
(a) Goodwill On Consolidation;	14,903,738	-
	<b>14,903,738</b>	<b>-</b>

<b>11 Non-current investments</b>		
(a) Investment in subsidiary; Four Lions Films Pvt Ltd (at cost) 52040 Shares @`200 each (P.Y. 50000 Shares @`200 each	-	10,000,000
(b) Investments in Equity Instruments;	-	-
a) Unlisted equities	50,000	-
Peninsula TV Pvt Ltd. (at cost) 5000 Shares @`10 each (P.Y. nil)		
	<b>50,000</b>	<b>10,000,000</b>
<b>12 Long-term loans and advances (Unsecured, considered good)</b>		
(a) Capital Advances	11,600,000	13,600,000
(b) Security Deposits	1,813,244	1,312,178
(c) Loans and advances to related parties	137,141,593	169,827,447
(d) Other loans and advances	89,693,694	82,601,842
	<b>240,248,531</b>	<b>267,341,467</b>
<b>13 Other non-current assets</b>		
(a) Others	954,121	954,121
	<b>954,121</b>	<b>954,121</b>
<b>14 Inventories</b>		
(a) Finished goods;	3,231,694	-
	<b>3,231,694</b>	-
<b>15 Trade Receivables</b>		
(i) Trade receivables outstanding for a period exceeding six months from the date they were due for payment #	-	-
(ii) Others		
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	28,576,168	-
(c) Doubtful.	-	-
	<b>28,576,168</b>	-
<b>16 Cash and cash equivalents</b>		
(a) Balances with banks;	1,028,513	2,384
(b) Cash on hand;	1,136,859	105,570
	<b>2,165,372</b>	<b>107,954</b>
<b>17 Short-term loans and advances</b>		
(a) <b>Security deposits</b>		
(a) Secured, considered good;	7,651,631	
	Total a	-
(b) <b>Prepaid expenses - Unsecured, considered good</b>		
(a) Prepaid Annual Custodian Expenses	-	56,180
(b) Prepaid Registration Fees	-	14,045
	Total b	70,225
(c) <b>Balances with government authorities (Unsecured, considered good)</b>		
(a) TDS Receivable(Net)	67,017,954	
	Total c	-
(d) <b>Others</b>		
(a) Advances to Suppliers	11,923,502	11,959,453
(b) Other Receivable	4,308,590	-
(c) Development cost of new Shows	28,606,900	-
(d) One time set cost	13,045,263	-
(e) Advance Receivable in cash or kind	3,778,327	-
	Total d	11,959,453
	<b>Total a+b+c+d</b>	<b>12,029,678</b>
	<b>136,332,167</b>	<b>12,029,678</b>

**52 Weeks Entertainment Limited**  
**Formerly known as Shantanu Sheorey Aquakult Limited**  
**Notes forming part of the financial statements**

Particulars	As on 31 March 2016 Amount in (Rs.)	As on 31 March 2015 Amount in (Rs.)
<b>18 revenue from operations</b>		
(a) Sale of services;	27,326,579.83	-
	<b>27,326,580</b>	<b>-</b>
<b>19 Other income</b>		
(a) Interest Income	18,156,118	15,704,732
(b) Interest on IT Refund	266,958	-
(c) Sundry Balance written back	13,567	-
(d) Miscellaneous Income	917	-
	<b>18,437,559</b>	<b>15,704,732</b>
<b>20 Cost of Production</b>		
(a) Cost of Production	23,906,032	-
	<b>23,906,032</b>	<b>-</b>
<b>21 Changes In Inventories</b>		
(a) <b>Finished Goods</b>		
Opening Stock	349,683	-
Less : Closing Stock	269,308	-
<b>Total</b> (1+2+3+4)	<b>80,375</b>	<b>-</b>
<b>Increase in Inventories of FG/WIP/Stock-in-trade</b>	<b>-</b>	<b>-</b>
<b>Decrease in Inventories of FG/WIP/Stock-in-trade</b>	<b>80,375</b>	<b>-</b>
<b>22 Employee Benefits Expenses</b>		
(a) Salaries and Wages	683,203	133,100
(b) Bonus	28,097	9,500
(c) Directors' Remuneration	1,104,167	1,400,000
(d) Leave Encashment	27,000	13,750
(e) Staff Welfare Expenses	53,429	-
	<b>1,895,896</b>	<b>1,556,350</b>

**23 Finance Costs**

Finance costs shall be classified as:

(a) Bank Charges	4,031	-
(b) Interest Expenses	438,510	-
(c) Other Borrowing Cost	54,567	-
	<b>497,108</b>	<b>-</b>

**10 Depreciation & amortisation expenses**

(a) Depreciation expense;	90,930	6,564
	<b>90,930</b>	<b>6,564</b>

**24 Other Expenses**

(a) <b>Payment to Auditors</b>		
As auditors - statutory audit	106,708	39,326
For other services	-	28,090
(b) Advertisement	22,018	21,352
(c) Business Promotion Expenses	46,106	-
(d) Rents Rates And Taxes	853,468	-
(e) Travelling expenses including foreign travelling	113,342	-
(f) <b>Capital Expenditure on Share Capital Increase</b>	-	
BSE Processing Fees	-	112,360
MCA Fees	-	379,063
Stamp Duty	-	100,000
(g) Bank Charges	7,924	2,200
(h) Conveyance Expenses	3,465	440
(i) Custodian Expenses	170,925	117,978
(j) Director Sitting Fees	24,000	-
(l) Legal & Professional Charges	4,565,354	3,169,577
(m) Listing Charges	224,720	112,360
(n) MCA Fees & Legal Expenses	24,000	25,125
(o) Office Expenses	146,913	(730)
(p) Postage & Courier exp	9,564	6,224
(q) Printing & Stationery	41,464	32,985
(r) Profession Tax (Company)	2,500	2,500
(s) Registrar Fees	1,367	33,427
(t) Interest on Late payment of Income Tax	76,527	46,529
(u) Brokerage & Other Expenses	36,667	-
(v) Other Expenses	1,030,946	-
	<b>7,507,979</b>	<b>4,228,806</b>

**25 Exceptional Items**

(a) Professional tax from Year 2006 to 2014	-	20,000
	<b>-</b>	<b>20,000</b>



## 52 Weeks Entertainment Limited

Notes forming part of the financial statements  
Note 10

(Amount in ₹)

Particulars	Gross Block (At cost)				Depreciation/Amortisation				Net block	
	As at April 01, 2015	Additions during the year	Deductions during the year	As at March 31, 2016	Up to April 01, 2015	For the year	Deductions during the year	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible assets</b>										
Computer	1,505,961.00	346,499	-	1,852,460.00	850,090.00	502,986.00	-	1,353,076.00	499,384.00	6,115.00
HP Laserjet Printer	17,300.00	-	-	17,300.00	13,022.00	2,702.00	-	15,724.00	1,576.00	4,278.00
Furniture & Fixture	867,762.00	-	-	867,762.00	50,304.00	212,220.00	-	262,524.00	605,238.00	-
Office Equipment	972,292.00	63,000	-	1,035,292.00	340,616.00	301,049.00	-	641,665.00	393,627.00	-
<b>Total tangible assets</b>	<b>3,363,315.00</b>	<b>409,499.00</b>	<b>-</b>	<b>3,772,814.00</b>	<b>1,254,032.00</b>	<b>1,018,957.00</b>	<b>-</b>	<b>2,272,989.00</b>	<b>1,499,825.00</b>	<b>10,393.00</b>
Previous year	1,392,951.00	523,451.00	-	1,916,402.00	5,837.00	763,926.00	-	789,763.00	1,126,639.00	28,210.00

**52 WEEKS ENTERTAINMENT LIMITED**

(CIN : L01110MH1993PLC072467)

Regd. Office: Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 53

**ATTENDANCE SLIP**

DPID:
Folio No:<

ClientID:
No. of Shares:

Name of the Share holder : .....

Joint Holder 1: .....

Joint Holder 2 : .....

Registered address of the Shareholder:.....  
: .....

Name of the Proxy/Representative:.....

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company to be held at

Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053, on 30<sup>th</sup> September 2016 at 11.00 a.m.

Signature of the Share Holder/Proxy: .....

**NOTES:**

1. Please complete the Folio/ DP ID-Client ID No. and name of the Member/Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.

**52 WEEKS ENTERTAINMENT LIMITED**

(CIN : L01110MH1993PLC072467)

Regd. Office: Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road,  
Andheri (W), Mumbai – 53**PROXY FORM**

(Form No. MGT-11)

CIN	L01110MH1993PLC072467
Name of the Company	52 Weeks Entertainment Limited
Registered office	Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 53

Name of the Member(s)	
Registered Address	
Email-id	
Folio No. / Client ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1	Name
	Address
	E-mail Id
	Signature

Or failing him

2	Name
	Address
	E-mail Id
	Signature

or failing him

3.	Name
	Address
	E-mail Id
	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September, 2016 At 11.00 a.m at Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Audited Financial Statements for the F.Y. 2015-2016
2	Re-appointment of Mr. Shantanu Sheorey (DIN-00443703), who retires by rotation
3	Ratification of appointment of M/s. Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors

Signed this.....day of.....2016

Signature of shareholder : .....

Signature of proxy holder(s) : .....

AFFIX  
REVENUE  
STAMP

Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**POLLING PAPER**

(Form No. MGT-12)

(Form No. MGT-12) [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L01110MH1993PLC072467  
 Name of the Company : 52 WEEKS ENTERTAINMENT LIMITED  
 Registered Office : Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road,  
 Andheri (W), Mumbai – 53

**BALLOTPAPER**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the Resolution.
1	Adoption of Audited Financial Statements for the F.Y.2015-2016			
2	Re-appointment of Mr. Shantanu Sheorey (DIN-00443703), who retires by rotation			
3	Ratification of appointment of Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors			

Place:

Date:

**(Signature of the shareholder)**

**52 WEEKS ENTERTAINMENT LIMITED**

**Regd. Office:** Unit No. 305, Laxmi The Mall, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 53

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. or to the company.

**CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE**

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

**Universal Capital Securities Pvt. Ltd**

21, Shakeel Niwas,  
Mahakali Caves Road,  
Andheri – (East),  
Mumbai – 400 059  
Phone No.022- 2820 7203 – 05  
Email: - info@unisec.in

Dear Sir,

I/We shareholder (s) of 52 Weeks Entertainment Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No...../DP ID No.\*.....and Client ID No.\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : \_\_\_\_\_

Name of the Joint Shareholders (if any) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in Electronic mode : \_\_\_\_\_

Date:

Place:

Signature:

-----  
(Sole / First Shareholder)

Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

**Book Post**

**If Undelivered please return to:**

**52 WEEK ENTERTAINMENT LIMITED**  
Unit No.501, 5th Floor, Morya Blue Moon,  
Opp. Citi Mall, Andheri Lokhandwala Road,  
Andheri (W) Mumbai - 400 053