

52 WEEKS ENTERTAINMENT LIMITED

CIN : L93000MH1993PLC072467

26TH ANNUAL REPORT 2018-19

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shantanu Sheorey
Mr. Suryakant Kadakane
Mr. Vipin Champawat
Mr. Cyrus Bhot
Mrs. Preeti Doshi

COMPANY SECRETARY

Mr. Romin Shah

BANKERS

Axis Bank Limited

STATUTORY AUDITORS

Motilal & Associates
Chartered Accountants

INTERNAL AUDITORS

M/s Dhawan & Co.
Chartered Accountants

SECRETARIAL AUDITORS

Mr. Suprabhat Chakraborty
Practicing Company Secretary

REGISTERED OFFICE

Unit No.501,5th Floor,
Morya Blue Moon, Opp.Citi Mall,
Andheri Lokhandwala Road,
Andheri (W), Mumbai-400053
Tel.: 022 40167088, 022 22842127
Fax: 022 22819226
Email: 52weeksentltd@gmail.com
Web: www.52weeksentertainment.com

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of 52 Weeks Entertainment Limited will be held on Monday, 30th September, 2019 at 1.30 pm at the HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai – 400001 to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shantanu Sheorey (DIN: 00443703) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Company be and is hereby accorded for the appointment of Mr. Shantanu Sheorey as Whole Time Director of the company without any remuneration for a period of 5(Five) years with effect from 12th June,2019 to 11th June, 2024 on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act,2013, or any amendment thereto or any any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Shantanu Sheorey which are as follows :

- a. Remuneration: Nil
- b. The Whole time Director shall have the right to manage the day-to-day business and affairs of the Company.
- c. The Whole time Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- d. The Whole time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- e. Mr. Shantanu Sheorey satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.

**By Order of Board of Directors
For, 52 Weeks Entertainment Ltd**

**Sd/-
(Romin Shah)
Company Secretary
Membership No. A26723**

Date : 14.08.2019

Place: Mumbai

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 registered office of the company situated at Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053, 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. Members/ Proxies/ Authorised Representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR ,IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Universal Capital Securities Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Universal Capital Securities Private Limited.
6. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Universal Capital Securities Private Limited.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Universal Capital Securities Private Limited for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Universal Capital Securities Private Limited the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 7 days before, so as to enable the management to keep the information ready at the AGM.
10. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
12. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited, immediately of :
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.

13. The Notice of the 26th Annual General Meeting along with the Annual Report for F.Y 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report for F.Y 2018-19 will also be available on the Company's website viz. www.52weeksentertainment.com.
14. 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.
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Universal Capital Securities Private Limited.
16. The route map showing directions to reach the venue of 26th Annual General Meeting is annexed hereto.
17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this notice. The instructions for e-voting are given herein below. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
18. The Board of Directors of the Company have appointed Mr. Suprabhat Chakraborty, (Membership No. A41030 , C.P No.15878) , Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
19. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting .
20. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
22. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 27th September, 2019 at 10.00 A. M. and ends on 29th September, 2019 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, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he / she shall not be allowed to change it subsequently or cast vote again.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Step 1 : Log-in to NSDL e-voting system at [https://www.evoting .nsdl.com/](https://www.evoting.nsdl.com/)

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- a) For Members who hold shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - b) For Members who hold shares in demat account with CDSL.
16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.
 - c) For Members holding shares in Physical Form.
EVEN Number followed by Folio Number registered with the company
For example if EVEN is 101456 and folio number is 001*** and then user ID is 101456001***
2. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 5. Now, you will have to click on "Login" button.
 6. After you click on the "Login" button, Home page of e-Voting will open.

Details on step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suprabhatcs08@gmail.com with a copy marked to evoting@nsdl.co.in. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- (i) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting through poll paper.
 - (ii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorised by him in writing, who shall countersign the same.
 - (iii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.52weeksentertainment.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
23. 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 23rd August, 2019.

24. A copy of this notice has been placed on the website of the Company and the website of NSDL.
25. The results shall be declared 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 and will also be communicated to the Stock Exchanges.

**By Order of Board of Directors
For, 52 Weeks Entertainment Ltd**

**Sd/-
(Romin Shah)
Company Secretary
Membership No. A26723**

Date : 14.08.2019

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

ITEM NO.3

Board of Directors of the Company at their meeting held on 12th June , 2019, and on recommendation of the Nomination and Remuneration Committee, have appointed Mr. Shantanu Sheorey (DIN 00443703) as the Whole Time Director of the Company for a period of 5 (five) years with effect from 12th June, 2019. This appointment is in compliance with Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and is subject to the approval of the shareholders.

Mr. Shantanu Sheorey, aged 64 years studied at renowned art school, Sir J.J school of Art. He has nearly three decades of experience in photography and film making.

Mr. Shantanu Sheorey is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority. Number of Board Meetings held and attended by him during his tenure as Director of the Company is given in the Corporate Governance Report of the financial year annexed with the Company's Annual Reports which are available on the Company's website www.52weeksentertainment.com.

Except Mr. Shantanu Sheorey himself, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are interested or concerned in passing of this resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying notice for the approval of the members by way of an ordinary resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

**By Order of the Board of Directors
For, 52 Weeks Entertainment Ltd**

**Sd/-
(Romin Shah)
Company Secretary
Membership No. A26723**

Date:- 14.08.2019

Place :- Mumbai

Annexure to the Notice Calling Annual General Meeting**Details of Directors seeking appointed / re-appointed at the Annual General Meeting**

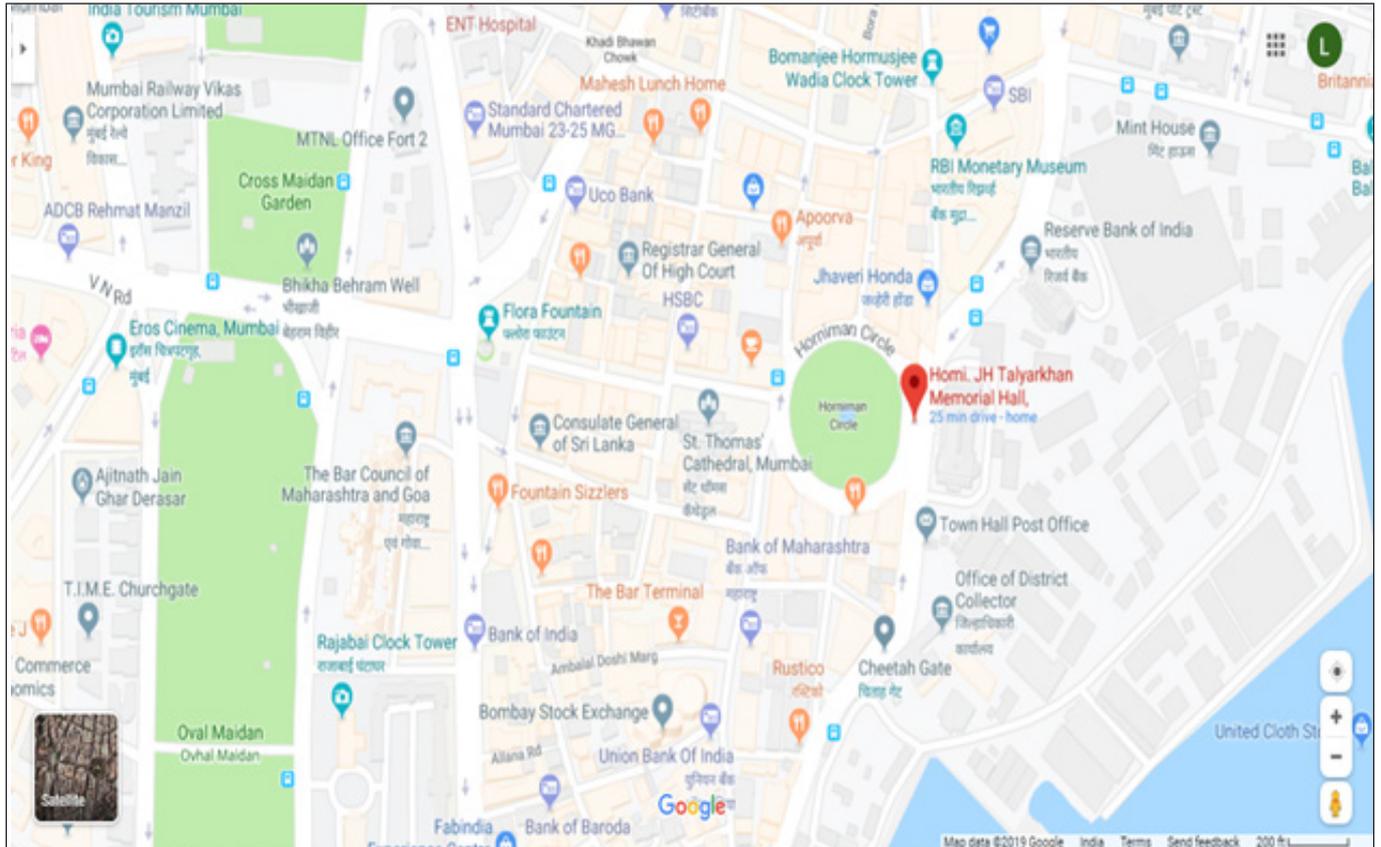
Name of Director	Mr. Shantanu Sheorey
DIN	00443703
Date of Birth	1/1/1955
Date of Appointment	18/06/1993
No of Shares Held	32,31,300
Qualification	Bachelor of Arts
Disclosure of Relationship between Directors	None
Expertise in specific functional area	Photography, Film Making.
Category	Executive (Liable to retire by rotation)
Directorship in other Public /Listed Companies	Nil
Chairmanship/Membership of Committee in which he/she hold Directorship	Member of Stakeholder Relationship Committee.

Route Map to AGM Venue

Venue : HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai - 400001.

Date & Time : 30th September, 2019 at 1.30 pm.

Landmark : Near. Reserve Bank of India.



DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 26th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for the year ended 31st March, 2019 is summarized hereunder:

(Rs in Lacs)

Particulars	2018-19	2017-18
Total Income	595.55	472.02
Total Expenditure	873.59	308.22
Profit before exceptional and extraordinary items and tax	(278.04)	161.80
Less: Exceptional item	-	-
Profit before tax	(278.04)	161.80
Tax	-	-
Net Profit/(Loss) After Tax	(278.04)	161.80

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

The total income of the Company on standalone basis increased to Rs. 595.55 lacs from Rs. 472.02 lacs in the previous year (increased by 20.74%). Total expenditure of the Company increased from Rs. 308.22 lacs to Rs. 873.59 lacs. The Company has incurred loss of Rs. 278.04 lacs for the year 2018-19.

DIVIDEND

Your Directors do not recommend any dividend during the year under review.

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves on accounts of loss incurred during the Financial Year 2018-2019.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business activities during the financial year 2018-19.

PUBLIC DEPOSIT

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

SHARE CAPITAL OF THE COMPANY

The Paid Up Equity Share Capital, as at March 31, 2019 was Rs.34,88,00,000/- divided into 34,88,0000 Equity Shares, having face value of Rs.10/- each fully paid up. During the year under review, the company has not issued any shares with differential voting rights nor granted any stock neither options nor sweat equity.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans, made investments and provided any guarantees and securities, hence provisions of 186 of the Companies Act, 2013 does not apply to the Company.

STATE OF AFFAIRS OF THE COMPANY

The main business activity of the company is of Films Production and Distribution. The company runs through persons having relevant experience and expertise in the concerned area of operations of the company with motive to take the company at a new stage from where it currently stands.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company that have occurred between the close of the financial year ended 31st March 2019 and the date of this Boards' Report.

SALE OF STAKE OF COMPANY IN ITS SUBSIDIARY

The Company was having one subsidiary namely Four Lions Films Private Limited and no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ('the Act'). However during the year under review the Board had proposed to sale the 51% stake of the company in its subsidiary and therefore had called an Extra Ordinary General Meeting on 24th December,2018 and accorded the consent of shareholders of the company through passing of special resolution. Further the Company has sold its 51% and thus Four Lions Films Private Limited ceases to be a subsidiary of the Company and therefore the Company have not prepared a Consolidated Financial Statement of the Company and of its subsidiary.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as '**Annexure A**' which forms an integral part of this Report and is also available on the Company's website www.52weeksentertainment.com.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company for the Financial Year 2018-2019.

CORPORATE GOVERNANCE

A separate report on Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with a certificate from the Company's Auditors confirming compliance forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report.

RISK MANAGEMENT POLICY

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner; your company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in the strategy, business and operational plans.

The Company has in place a Risk Management Policy (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management. (b) to establish a framework for the company's risk management process and to ensure its implementation. (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices (d) to assure business growth with financial stability.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI Listing Regulations to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website <http://www.52weeksentertainment.com>.

INTERNAL CONTROL SYSTEMS

Your Company has an effective internal financial control and risk mitigation system, which are constantly assessed and strengthened with new revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Dhawan & Co, Chartered Accountants. The Audit Committee actively reviews the adequacy and effectiveness of the internal financial control systems and suggests improvements to strengthen the same.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3)(c) of the Companies Act, 2013 the Directors confirm that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure, if any;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis;
- e. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. 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.

DIRECTORS & KEY MANAGERIAL PERSONNEL**Appointment/Re-appointment/Resignation**

During the year under review Ms. Karishma Jain (DIN 03053010), Ms. Dhruva Thakkar (DIN 05352292) and Mr. Joe Rajan (DIN 01449240) has resigned as Director of the Company w.e.f. 1/11/2018, 10/11/2018 and on 3/11/2018.

Mr. Shantanu Sheorey (DIN 00443703), Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Your board recommends his re-appointment.

Number of meetings of Board of Directors

The Board of Directors of your company met 7 (Seven) times during the Year i.e. on 30.05.2018, 12.06.2018, 14.08.2018, 31.10.2018, 14.11.2018, 21.11.2018 and on 13.02.2019 and the gap between two meetings did not exceed the statutory period laid down by the Companies Act, 2013 and the Secretarial Standard-I issued by the Institute of Company Secretaries of India i.e. One hundred twenty days. The details of number of meeting attended by each directors are given in corporate governance report.

Committees of Board

Currently the Board has 3 (three) Committees: Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. Details of the constitution of these Committees, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein are given in Corporate Governance Report which forms part of this report.

Meeting of Independent Directors

The Independent Directors of the Company at their meeting held on 13th February, 2019 reviewed the performance of non-independent directors and the Board as a whole including the Chairman of the Company by taking into consideration views expressed by the executive directors and non-executive directors at various level pertaining to the quality, quantity and timeliness of flow of information between the Company, management and the Board have expressed satisfaction.

Declaration from Independent Directors

Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Policy on Directors' Appointment and Remuneration

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for the selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy and the details pertaining to the remuneration paid during the year are furnished in the Corporate Governance Report which forms part of this report.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and Circulars and Guidance Notes issued by SEBI in this regard, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees.

STATUTORY AUDITORS AND HIS REPORT

M/s Motilal & Associates., Chartered Accountants were re-appointed as the Statutory Auditors of the Company to hold office for a period of 5 years till the conclusion of the Twenty Ninth Annual General Meeting of the Company to be held in the year 2022.

The first proviso to section 139(1) of the Companies Act, 2013 has been omitted vide section 40 of the Companies (Amendment) Act, 2017 notified on 7th May, 2018. Therefore, it is not mandatory for the Company to place the matter relating to appointment of statutory auditor for ratification by members at every Annual General Meeting. Hence the Company has not included the ratification of statutory auditors in the Notice of AGM.

There is no qualification, reservation or adverse remark or disclaimer in audit report issued by the auditors of the Company.

SECRETARIAL AUDITOR AND HIS REPORT

Pursuant to provisions of Section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s. Suprabhat Chakraborty, Company Secretaries in Practice (C. P. No. 15878) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report of the Company for the year ended is attached as 'Annexure B'.

There is no qualification, reservation or adverse remark or disclaimer in audit report issued by the Secretarial Auditors of the Company.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Further, there was one material related party transactions during the year under review a detail of which is given

in **Form AOC - 2** and annexed as '**Annexure C**'. All related party transactions are mentioned in the notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee. A statement giving details of all Related Party Transactions are placed before the Audit Committee for review and approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.52weeksentertainment.com

SEXUAL HARASSMENT

The Company has a policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013". During the financial year 2018-19, no complaint was received under the policy.

PARTICULAR OF EMPLOYEES

Considering the provisions of Section 197(12) of the Act read with the relevant rules and having referred to provisions of the First Proviso to Section 136(1) of the Act, the Annual Report is being sent to the members of the Company, excluding details of particulars of employees and related disclosures. The said information/ details are available for inspection at the Registered Office of the Company during working hours, on any working day. Any member interested in obtaining this information may write to the Company Secretary and this information would be provided on request.

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is not engaged in manufacturing activities and as such the particulars relating to conservation of energy and technology absorption are not applicable. The Company makes every effort to conserve energy as far as possible in its post-production facilities, Studios, Offices, etc. Particulars regarding Foreign Exchange earnings and outgo required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in the notes forming part of accounts which forms part of the Annual Report.

HEALTH, SAFETY AND ENVIRONMENT

As a responsible corporate citizen, your Company lays considerable emphasis on health, safety aspects of its human capital, operations and overall working conditions. Thus being constantly aware of its obligation towards maintaining and improving the environment, all possible steps are being taken to meet the toughest environmental standards across various spheres of its business activities.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS IMPACTING GOING CONCERN STATUS AND COMPANY'S STATUS IN FUTURE

No significant and material order has been passed by the Regulators, Courts and Tribunals impacting the going concern status and the Company's operations in future.

ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to the Company's shareholders, customers, suppliers, bankers and distributors for the support they have given to the Company and the confidence which they have reposed in its management and the employees for the commitment and dedication shown by them.

For and on behalf of Board of Directors

Date : 14.08.2019
Place : Mumbai

Sd/-
(Shantanu Sheorey)
WholeTime Director
DIN- 00443703

Sd/-
(Cyrus Bhot)
Director & CFO
DIN- 00443874

Annexure A

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of
the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L93000MH1993PLC072467
ii	Registration Date	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. 501,5th Floor, Morya Blue Moon , Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai-400053 Web:- www.52weeksentertainment.com Email:- 52weeksentltd@gmail.com Contact No- 022-40167088, 022- 22842127
vi	Whether listed company	Yes
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Pvt Ltd 21, Shakil Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri (East) Mumbai-400 093 Tel No:+91-22-28366620 Email – info@unisec.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Movies & TV Serial Production	5911	100

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category code	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
1	Indian									
(a)	Individual/ HUF	0	3268610	3268610	9.37	0	3268610	3268610	9.37	0.00
(b)	Central Govt	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 Corp	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 Other									
e-i	Person acting in concert	5010	16930	21940	0.06	5010	16930	21940	0.06	0.00
	Sub-total(A)(1)	5010	3285540	3290550	9.43	5010	3285540	3290550	9.43	0.00
2	Foreign									
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 Corp.	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	Other(Specify)									
e-i										
e-ii										
	Sub-total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter (A)(1)+(A)(2)	5010	3285540	3290550	9.43	5010	3285540	3290550	9.43	0.00
(B)	Public Shareholding									
1	Institutions									
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	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)	FIIIs	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)	Others (specify)									
(i-i)										
(i-ii)										
	Sub-total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00

Category code	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) (2)	Non-Institutions									
a)	Bodies Corp.									
(i)	Indian	11527564	38940	11566504	33.16	8625298	38940	8664238	24.84	-8.32
(ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	285650	184810	470460	1.35	537186	184810	721996	2.07	0.72
(ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	16516456	1826900	18343356	52.59	19482295	1826900	21309195	61.09	8.50
c)	Others(Specify)									
i)	Clearing Members	1204870	0	1204870	3.45	889039	0	889039	2.55	-0.91
ii)	Trusts	0	0	0	0.00	0	0	0	0.00	0.00
iii)	NRI/ OCBs	4260	0	4260	0.01	4982	0	4982	0.01	0.00
iv)	Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
v)	Foreign Corporate Body	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(2)	29538800	2050650	31589450	90.57	29538800	2050650	31589450	90.57	0.00
(B)	Total Public Shareholding (B)=(B)(1)+ (B)(2)	29538800	2050650	31589450	90.57	29538800	2050650	31589450	90.57	0.00
	Total (A)+(B)	29543810	5336190	34880000	100.00	29543810	5336190	34880000	100.00	0.00
(C)	Shares held by Custodian for GDRs & ADRs								0.00	0.00
	Grand Total (A)+(B)+(C)	29543810	5336190	34880000	100.00	29543810	5336190	34880000	100.00	0.00

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in share holding 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 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 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
	Total	3290550	9.43	74.85	3290550	9.43	74.85	0.00

iii. Change in Promoters' Shareholding (Please Specify if there is no change)

Sl. No.	Particulars	Share holding at the beginning of the Year (01.04.2018)		Cumulative Share holding during the year (31.03.2019)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	3290550	9.43		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change	No change	No change	No change
	At the end of the year			3290550	9.43

iv. Shareholding pattern of top ten Shareholders (Other than Directors, Promoters and holders of GDRs and ADRs)

Sr. 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.	SHRIRAM CREDIT COMPANY LIMITED		994424	2.85		
	06/04/2018	Transfer	-201	0.00	994223	2.85
	11/05/2018	Transfer	-150664	-0.43	843559	2.42
	18/05/2018	Transfer	-150000	-0.43	693559	1.99
	25/05/2018	Transfer	-50000	-0.14	643559	1.85
	01/06/2018	Transfer	-347837	-1.00	295722	0.85
	22/06/2018	Transfer	-2603	-0.01	293119	0.84
	30/06/2018	Transfer	-9255	-0.03	283864	0.81
	13/07/2018	Transfer	-25500	-0.07	253864	0.74
	20/07/2018	Transfer	-1527	0.00	256837	0.74
	27/07/2018	Transfer	-5155	-0.01	251682	0.72
	03/08/2018	Transfer	-501	0.00	251181	0.72
	10/08/2018	Transfer	-4882	-0.01	246299	0.71
	17/08/2018	Transfer	-10605	-0.03	235694	0.68
	24/08/2018	Transfer	-5057	-0.01	230637	0.66
	07/09/2018	Transfer	-28233	-0.08	202404	0.58
	14/09/2018	Transfer	-11532	-0.03	190872	0.55
	22/09/2018	Transfer	-24407	-0.07	166465	0.48
	29/09/2018	Transfer	-3192	-0.01	163273	0.47
	05/10/2018	Transfer	-2674	-0.01	160599	0.46
	12/10/2018	Transfer	-152	0.00	160447	0.46
	19/10/2018	Transfer	-10198	-0.03	150249	0.43
	26/10/2018	Transfer	-1100	0.00	149149	0.43
	02/11/2018	Transfer	-28333	-0.08	120816	0.35

Sr. 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
	09/11/2018	Transfer	-52646	-0.15	68170	0.20
	16/11/2018	Transfer	-68170	-0.20	0	0.00
		Transfer				
2.	HEROIC MERCANTILE		854198	2.45		
	03/08/2018	Transfer	10248	0.03	864446	2.48
	24/08/2018	Transfer	-7465	-0.02	856981	2.46
	31/08/2018	Transfer	-128793	-0.37	728188	2.09
3.	PRABHUDAS LILLADHER PVT LTD		709135	2.03	709135	2.03
4.	AARTI SINGAL		659798	1.89	659798	1.89
5.	ORANGE MIST PRODUCTIONS PVT LTD		654164	1.88		
	18/05/2018	Transfer	-334002	-0.96	320162	0.92
	25/05/2018	Transfer	-153912	-0.44	166250	0.48
	01/06/2018	Transfer	-141065	-0.40	25185	0.07
	10/08/2018	Transfer	-4032	-0.01	21153	0.06
6.	SIVARAMA PRASAD CHITTURI		600100	1.72	600100	1.72
7.	LEELADEVI BHOLARAM AGRAWAL		600100	1.72	600100	1.72
8.	SRINIVAS RAO KATRAGADDA		600100	1.72	600100	1.72
9.	ASHORE TRADING PRIVATE LIMITED		577000	1.65		
	21/12/2018	Transfer	-577000	-1.65	0	0
10.	TANIKA MERCANTILE PVT. LTD		562500	1.61		
	18/05/2018	Transfer	-562000	-1.61	500	0.00
11.	YASHOVARDHAN SINHA HUF		0	0.00		
	18/05/2018	Transfer	1550000	4.44	1550000	4.44
	01/06/2018	Transfer	14000	0.04	1564000	4.48

Sr. 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
12.	WAYS VINIMAY PVT LTD		0	0.00		
	21/12/2018	Transfer	765624	2.20	765624	2.20
13.	KARVY STOCK BROKING LIMITED		157577	0.45		
	27/04/2018	Transfer	900	0.00	158477	0.45
	18/05/2018	Transfer	594	0.00	159071	0.46
	25/05/2018	Transfer	2	0.00	159073	0.46
	01/06/2018	Transfer	300	0.00	159373	0.46
	22/06/2018	Transfer	-370	0.00	159003	0.46
	30/06/2018	Transfer	200	0.00	159203	0.46
	03/08/2018	Transfer	37500	0.11	196703	0.56
	10/08/2018	Transfer	110000	0.32	306703	0.88
	17/08/2018	Transfer	-200	0.00	306503	0.88
	14/09/2018	Transfer	50	0.00	306553	0.88
	29/09/2018	Transfer	225	0.00	306778	0.88
	05/10/2018	Transfer	-1775	-0.01	305003	0.87
	19/10/2018	Transfer	172	0.00	305175	0.87
	30/11/2018	Transfer	50	0.00	305225	0.88
	07/12/2018	Transfer	255275	0.73	560500	1.61
	08/03/2019	Transfer	80	0.00	560580	1.61
14.	ADAN TRADERS LLP		499857	1.43		
	22/09/2018	Transfer	-500	0.00	499357	1.43
	29/09/2018	Transfer	-68	0.00	499289	1.43
	05/10/2018	Transfer	-400	0.00	498889	1.43

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Share holding at the beginning of the Year (01.04.2018)		Cumulative Share holding during the year(31.03.2019)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Shantanu Sheorey				
	At the beginning of the year	3231300	9.26		
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change	No change	No change	No change
	At the end of the year			3231300	9.26

V. INDEBTNESS

(Amount in Rs.)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness at the beginning of the financial year
i) Principal Amount	-	11,45,10,033	-	11,45,10,033
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,45,10,033	-	11,45,10,033
Change in Indebtedness during the				
financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Reinstatement	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	11,45,10,033	-	11,45,10,033
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,45,10,033	-	11,45,10,033

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager/Director	
		Ms. Karishma Jain	Total Amount
1	Gross salary		
	(a) Salary as per Provisions contained in section 17(1) of the Income Tax. 1961.	3,50,000	3,50,000
	(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	-	-
	Total (A)	3,50,000	3,50,000
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRECTORS

(Amount in Rs.)

Sr. No	Particulars of Remuneration	Name of the Directors				Total Amount
		Mr. Suryakant Kadakane	Mr. Vipin Champawat	Mrs. Dhruva Thakkar	Mrs. Preeti Doshi	
1	Independent Directors					
	(a) Fee for attending board committee Meetings	16,000	16,000	8,000	12,000	52,000
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	16,000	16,000	8,000	12,000	52,000
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	16,000	16,000	8,000	12,000	52,000
	Overall Ceiling as per the Act.					

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS	CFO
1	Gross Salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	10,35,345	-
	(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	-	-	-
	Total	-	10,35,345	-

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)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of Board of Directors

Date : 14.08.2019
Place : Mumbai

Sd/-
(Shantanu Sheorey)
WholeTime Director
DIN- 00443703

Sd/-
(Cyrus Bhot)
Director & CFO
DIN- 00443874

**Annexure B
FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

**[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
CIN: L93000MH1993PLC072467
Unit No 501, 5th Floor, Morya Blue Moon,
Opp. Citi Mall, Andheri Lokhandwala Road,
Andheri (W), 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, 2019 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, 2019, 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, 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:
- The Copyright Act, 1957;
 - Trade Mark Act, 1999;
 - 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:

- The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (the "LODR");
- Secretarial Standard issued by The Institute of Company Secretaries of India;

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:

Shareholding of all promoters(s)/ promoters is not in dematerialised form;however, the Company has applied for exemption from the provisions of 100% shareholding of the promoters/ promoter's group in dematerialised form.

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.
- 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.

- The Investment in Subsidiary "Four Lions Private Ltd." Has been sold during financial year 2018-19.

Suprabhat Chakraborty.
Company Secretary in Practice

Date: 14.08.2019
Place: Kolkata

Sd/-
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

My Report of even date is to be read alongwith 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.

**Sd/-
Suprabhat Chakraborty.
Company Secretary in Practice**

**ACS No. – 41030
C.P No. - 15878**

**Date: 14.08.2019
Place: Kolkata**

**Annexure C
FORM NO. AOC-2**

**Form for disclosure of particulars of contracts/arrangements entered into by
the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013
including certain arms length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the
Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis : one
 - (a) Name(s) of the related party and nature of relationship: Ms. Karishma Jain (Director of Subsidiary Company) and Mrs. Babita Jain (Relative of Director).
 - (b) Nature of contracts/arrangements/transactions: Sale of Stake in Subsidiary Company.
 - (c) Duration of the contracts/arrangements/transactions: Single Transaction.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: 1.2 Cr Approx.
 - (e) Date(s) of approval by the Board, if any: 21st November, 2018.
 - (f) Amount paid as advances, if any: Nil.

For and on behalf of Board of Directors

	Sd/-	Sd/-
	(Shantanu Sheorey)	(Cyrus Bhot)
Date : 14.08.2019	WholeTime Director	Director & CFO
Place : Mumbai	DIN- 00443703	DIN- 00443874

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

COMPANY OVERVIEW

Your company is into business of Film Production and Distribution since last several years and have created its image amongst several industrial players by earning awards and recognition. Four Lions Films Private Limited uses to be a subsidiary of the Company till last financial year have given several successful content to the major broadcasters in the industry. Company has received overwhelming response from the audiences for its content. The aforesaid subsidiary through which company is doing business until now is ceases to be as such as the Board of Directors of the Company through approval of the shareholders at general meeting have sale 51% of its stake.

In the near future company will develop a good script with some of the best talent in the business. This may be Hindi, Marathi, English Language as our relationships with the channels in these spaces will compel us for production in these languages.

FINANCIAL PERFORMANCE

The total income of the Company on standalone basis increased to Rs. 595.55 lacs from Rs. 472.02 lacs in the previous year (increased by 20.74%). Total expenditure of the Company increased from Rs. 308.22 lacs to Rs. 873.59 lacs. The Company has incurred loss of Rs. 278.04 lacs for the year 2018-19.

INDUSTRY SCENARIO

India has been the largest movie producer worldwide for the last few years, releasing more than a thousand films each year. The country is home of the one of the most important cities in the global film industry. Mumbai previously called Bombay – name which gave origin to the term Bollywood – Mumbai is the center and birthplace of multi-million dollar Indian film industry.

India's film industry stands at Rs. 156bn or around \$ 2.3 bn. - The country has the largest film industry in the world, in terms of number of films produced and released every year. India is currently an under penetrated market with limited multiplexes, low ticket prices and piracy as the major challenge. - Digitisation has made distribution of films more economical with reach to a larger audience, increased advertisement revenues, etc. - The new initiative by Maharashtra government of allowing outside food articles in theatres will significantly hurt revenues of multiplex owners. The Indian box office could be facing a threat in the medium to long term, with the rise of original content provided by 'Over the Top' (OTT) players. The streaming platforms are gradually eroding the revenues of established production houses.

Production houses entering the OTT entertainment space Production houses are investing in their own OTT platforms, in addition to selling their movies to other OTT players. These act as an additional revenue sources, after box office collections for the existing players. Production houses are also entering into partnerships with manufacturers of smart TV, for offering richer experiences on bigger screens, giving all users access to a bouquet of as much as ~10,000+ Bollywood and regional language films, entertainment shows, music videos and original content shows at a monthly subscription, as low as Rs.49 per month. Sources of revenue Movie making is an extremely risky investment, even with a film starring popular actors. Gone are the days when vast majority of revenues were via ticket sales. Industry players are now looking for further sources of income, as ticket sales are not enough to recover the production cost. Marketing costs of a film can sometimes be much higher than the actual production cost. This is possible for films with actors/ directors, that don't have a stable audience.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner; your company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in the strategy, business and operational plans.

The Company has in place a Risk Management Policy (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management. (b) to establish a framework for the company's risk management process and to ensure its implementation. (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices (d) to assure business growth with financial stability.

HUMAN RESOURCE

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees across various locations. We motivate the development of employees so they can take up more important roles in the company. The focus is to build a pool of talent, which will be ready to take on any challenge in the coming future. The company sees to it that both moral and financial support is given to the employees, so as to assure them of a bright future in the industry.

CAUTIONARY STATEMENT

Certain statement in the management discussion and analysis may be forward looking within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Factors that would make differences to Company's operations include competition, price realisation, currency fluctuations, regulatory issues, changes in government policies and regulations, tax regimes, economic development within India and the countries in which the Company conducts business and other incidental factors.

CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

The Board of Directors exercises its fiduciary responsibilities towards Stakeholders and Creditors so as to ensure high level of accountability. The decision making process in the organisation should be transparent and are backed by documentary evidences. The company believes that good corporate governance is essential to ensure a healthy growth of business organisation. The company is in compliance with requirement of SEBI (LODR) Regulation, 2015 with regard to Corporate Governance.

2. BOARD OF DIRECTORS

a) Composition and Category of Directors

The present strength of the Board of Directors of the Company is 5 (five) directors of which one is Promoter & Whole Time Director, one Executive Director and CFO and three are Independent Directors including one Woman Director comprising of at least one half of the total strength of the Board with independent judgment in the deliberation and decision of the Board. The Chairman of the Board is an Executive and Promoter Director.

b) Terms of Reference

The composition of the Board satisfies the requirements of Regulation 17 of the SEBI Listing Regulations read with Schedule II Part A and Section 149 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

c) Board Meeting, Attendance and Directorship

During the year under consideration 7(Seven) meetings of the Board were held on 30.05.2018, 12.06.2018, 14.08.2018, 31.10.2018, 14.11.2018, 21.11.2018 and on 13.02.2019. The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below. Other Directorships do not include directorships in Private Limited Companies, Section 8 Companies and Companies incorporated outside India. Chairmanships / Memberships of Board Committees include only Audit Committee and Stakeholders Relationship Committee.

The notice of the Board meeting is given well in advance to all the Directors. The Agenda of the Board / Committee Meetings is set up by the Company Secretary in consultation with the Chairman of the Company and includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Name & Category of Director	Attendance at		No of Directorship in other Public Companies	No. of Committee positions held in other public Companies as	
	Board Meeting	AGM held on 29th September, 2018		Member	Chairman
Shantanu Sheorey (Whole Time Director)	7	Yes	0	0	0
Cyrus Bhot (Executive Director)	7	Yes	0	0	0
Karishma Jain * (Executive Director)	4	No	0	0	0
Joe Rajan * (Executive Director)	4	No	0	0	0
Dhrupa Thakkar * (Independent Director)	4	No	0	0	0
Suryakant Kadakane (Independent Director)	7	No	2	1	3
Vipin Champawat (Independent Director)	7	Yes	1	1	1
Preeti Doshi (Independent Director)	7	No	2	2	0

* Karishma Jain, Joe Rajan and Dhrupa Thakkar resigned on 1/11/2018, 3/11/2018 and on 10/11/2018 respectively.

d) Inter-se relationships among Directors

There are no inter-se relationships among the Directors.

e) Number of shares and convertible instruments held by Non-Executive Directors

None of the Non Executive & Independent Directors hold any shares in the Company. Further, the Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

f) Committees of Board**(i) Audit Committee**

The company has constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI(LODR)Regulations,2015.The meetings of audit committee are also attended by the Statutory Auditors and Chief Financial Officer of the company as special invitees. The committee also invites the Internal Auditors and such other Executives as it considers appropriate to be present at the meeting. The Company Secretary acts as the secretary to the audit committee.

- **Role, Responsibility and Terms of Reference of Audit Committee**

The role, responsibility and terms of reference of audit committee are in conformity with Regulation 18 read with Schedule II Part C of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act,2013 and includes all other matters as may be directed by board from time to time.

- **Details of meetings of Audit Committe, Attendance of Directors at the meeting are as follows**

The Audit Committee met 5(Five) times during the financial year ended 31st March, 2019 on 30.05.2018, 12.06.2018, 14.08.2018, 14.11.2018 and on 13.02.2019 .The intervening period between two Audit Committee Meetings is well within the maximum time gap of one hundred and twenty days as prescribed under the SEBI (LODR) Regulations. The necessary quorum was present for all the meetings. The chairman of the Audit Committee was present at the Annual General Meeting held on 29th September, 2018 to address the shareholders queries if any pertaining to the Annual Accounts of the Company.

The names of members and chairperson of the Audit Committee, Meetings held and attendance thereof during the Financial Year 2018 - 2019 are as given below :-

Name of Directors	Position	No. of Meeting	
		Held	Attended
Mr. Vipin Champawat	Chairman	5	5
Mr. Suryakant Kadakane	Member	5	5
Mr. Cyrus Bhot	Member	5	5

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 3(Three) Directors namely Mr. Vipin Champawat, Mr. Suryakant Kadakane and Ms. Preeti Doshi all of whom are Non - Executive Independent Directors. The composition of the Nomination and Remuneration Committee is in accordance with the Companies Act,2013 and Regulation 19 of SEBI(LODR)Regulations,2015.

- **Role, Responsibility and Terms of Reference of Nomination and Remuneration Committee**

The role, responsibility and terms of reference of nomination and remuneration committee are in conformity with the powers as stipulated in Regulation 19 read with Schedule II Part D of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act,2013 and includes all such matters as may be directed by the board from time to time.

- **Details of meetings of Nomination and Remuneration Committee, attendance of directors at the meeting are as follows**

The Nomination and Remuneration Committee does not meet during the financial year ended 31st March, 2019. The names of members and chairperson of the Nomination and Remuneration Committee, Meetings held and attendance thereof during the Financial Year 2018 - 2019 are as given below :-

Name of Directors	Position	No. of Meeting	
		Held	Attended
Mr. Vipin Champawat	Chairman	0	0
Mr. Suryakant Kadakane	Member	0	0
Mrs. Preeti Doshi	Member	0	0

- **Remuneration policy for Executive and Non Executive and Independent Directors are as follows :**

Executive Directors:

The remuneration if payable to executive directors shall be paid in consultation with the Nomination & Remuneration Committee who decides the remuneration structure for Executive Directors by considering the financial position of the company, qualification, experience of the directors, trend in the industry, past performance, past remuneration and limits prescribed for remuneration of Executive Directors i.e 10 % of net profit of the company calculated in the manner prescribed under the Companies Act, 2013 and subject to necessary approvals thereunder. The Nomination & Remuneration Committee ensures that remuneration, if any, payable to executive directors does not exceeds the prescribed limits.

Non Executive and Independent Directors:

The Non-Executive and Independent Directors of the Company may be paid remuneration periodically or may be paid commission within the overall limit of 1% of the Net Profit of the Company calculated in the manner prescribed under the Companies Act, 2013 and subject to necessary approvals thereunder. In addition to commission if any, Non-Executive Directors are paid sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committees.

Remuneration paid to the Directors for the year ended on 31st March, 2019 are as follows:

(Amount in Rs.)

Sr. No	Name of Directors	Sitting Fees	Salary and Perquisites	Commission	No. of shares Held
1	Mr. Cyrus Bhot	Nil	Nil	Nil	Nil
2	Mr. Joe Rajan Valiyaveetil	Nil	Nil	Nil	Nil
3	Mr. Shantanu Sheorey	Nil	Nil	Nil	3231300
4	Ms. Karishma Jain	Nil	3,50,000	Nil	Nil
5	Mr. Suryakant Kadakane	16000	Nil	Nil	Nil
6	Mr. Vipin Champawat	16000	Nil	Nil	Nil
7	Mrs. Preeti Doshi	12000	Nil	Nil	Nil
8	Mrs. Dhruva Thakkar	8000	Nil	Nil	Nil

(iii) Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Board comprised of 3(Three) Directors namely Mr. Vipin Champawat, Mr. Shantanu Sheorey and Ms. Preeti Doshi. The composition of the Stakeholders Relationship Committee is in accordance with the Companies Act,2013 and Regulation 20 of SEBI(LODR) Regulations,2015.

- **Role, Responsibility and Terms of Reference of Stakeholders Relationship Committee**

The role, responsibility and terms of reference of stakeholders relationship committee are in conformity with the powers as stipulated in Regulation 20 read with Schedule II Part D of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013 and includes all such matters as may be directed by the board from time to time.

- **Details of meetings of Stakeholders Relationship Committee, attendance of directors at the meeting are as follows**

The Stakeholders Relationship Committee met 4(Four) times on 30.05.2018 , 14.08.2018, 14.11.2018 and on 13.02.2019 during the financial year ended 31st March, 2019. The requests for transfer, transmission, rematerialisation, dematerialization etc of shares of the Company are processed by the Registrar and Share Transfer Agent and noted by the committee in their meeting. The names of members and chairperson of the Stakeholders Relationship Committee, Meetings held and attendance thereof during the Financial Year 2018 - 2019 are as given below :-

Name of Directors	Position	No. of Meeting	
		Held	Attended
Mr. Vipin Champawat	Chairman	4	4
Mr. Shantanu Sheorey	Member	4	4
Mrs. Preeti Doshi	Member	4	2

- **Name and Designation of Compliance Officer**

Mr. Romin Shah act as Company Secretary and Compliance Officer of the Company.

- **Status of Shareholders Complaints**

The "SCORES" website of SEBI for redressing of Grievances of the investors is being visited at regular intervals by the Company Secretary and there are no pending complaints registered with SCORES for the Financial Year ended on 31st March, 2019.

(g) Disclosures

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large

During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no materially significant transactions or arrangements entered into between the Company and the promoters, directors and management that may have potential conflict with the interest of the Company at large.

The Board of Directors has adopted the policy on materiality of and the manner of dealing with related party transactions. The copy of the same has been uploaded and is available at the website of the Company at [http:// www.52weeksentertainment.com](http://www.52weeksentertainment.com)

(ii) Disclosure by Senior Management in accordance with Regulation 26(5) of the SEBI Listing Regulations

For the financial year ended 31st March, 2019 the Senior Management Personnel of the Company has confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered into with the Company that may have a potential conflict with the interests of the Company at large.

(iii) Disclosures on Compliance of Law

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during the last three years.

(iv) Vigil Mechanism / Whistle Blower Policy

The Company has a Whistle Blower Policy / Vigil Mechanism which is posted on the website of the Company at www.52weeksentertainment.com for its Directors and employees to report their concerns about the Company's working or about any violation of its policies. The vigil mechanism provides for adequate safeguards against victimization of Director (s) or Employee (s) or any other person who avail the mechanism and also provide direct access to the Chairperson of the Audit Committee.

(v) Code for Prevention of Insider Trading Practices

In compliance with the SEBI Regulation on Prohibition of Insider Trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and other material events, as per the Code and the same is posted on the website of the Company at www.52weeksentertainment.com.

(vi) Details of compliance with mandatory requirements and adoption of discretionary requirements

All mandatory requirements have been complied with and the company has not adopted any discretionary requirements .

(vii) Policy for determining 'material' subsidiaries

The Company has adopted Policy for determining 'material' subsidiaries and the same is posted on the Company's website at www.52weeksentertainment.com.

(viii) Code of Conduct

The Company has adopted the "Code of Conduct for Board Members and Senior Management Personnel". The code is available on the website of the Company at www.52weeksentertainment.com. The Code of Conduct contains the duties of the Independent Directors as laid down in the Companies Act, 2013. All the Board members and the Senior Management Personnel of the Company have given a Declaration of Compliance with the Company's Code of Conduct during the year ended 31st March, 2019 which forms part of this report.

(ix) Familiarisation program for Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors and at regular intervals through deep-dive on various business segments of the Company. Details of Directors familiarisation program is available on Company's website at www.52weeksentertainment.com.

(h) General Body Meetings

The location, date and time of the Annual General/Extra Ordinary General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are as under:

Financial Year Ended	Date and Time	Venue	Special Resolution Passed
31st March,2019 (Extra Ordinary General Meeting)	24th December,2018 at 3.00 p.m.	Unit No.501, 5th Floor, Morya Blue Moon Opp. Citi Mall Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053.	1. 51% Stake Sale in Four Lions Films Pvt Ltd(Subsidiary of the Company). 2. Approval for Investments/Loans/ guarantee/Securities.
31st March,2018	29th September,2018 at 11.30 a.m	Unit No.501, 5th Floor, Morya Blue Moon Opp. Citi Mall Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053.	0
31st March, 2017	8th September, 2017 at 11:30 a.m.	Unit No.501, 5th Floor, Morya Blue Moon Opp. Citi Mall Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053.	1. Authorizing the Board of Directors for borrowing money upto Rs. 100 (One Hundred) Crores. 2. Approving creation of charge/ security over the assets/ undertaking of the Company in respect of borrowing. 3. Adoption of new Articles of Association of the Company in conformity with the Companies Act,2013.
31st March,2016	30th September, 2016 at 11.00 a.m.	Unit No.501, 5th Floor, Morya Blue Moon Opp. Citi Mall Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053.	0

(i) Postal Ballot

No special resolution was passed during the year 2018-19 by way of postal ballot.

(j) Means of Communication

The quarterly results of the Company were announced within due time as per the statutory requirements and were sent to the Stock Exchanges. These results were also published in the leading newspapers such as Financial Express (English) and in Marathi newspaper Mumbai Mitra. The results are also posted on the Company's website: www.52weeksentertainment.com. Whenever the Company issues any press release, it is immediately sent to the Stock Exchanges as well as posted on the Company's website. This Annual Report has a detailed chapter on Management Discussion and Analysis.

(k) General Shareholders Information

- (i) **Date, Time and Venue of Shareholder's Meeting** : Date: 30th September, 2019
Time: 1.30 pm
Venue: HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai - 400001.

Financial Year : 2018-19

- Book Closure** : 24th September,2019 to 30th September,2019 (Both days inclusive)
- Dividend Payment Date** : Nil
- Corporate Identity Number** : L93000MH1993PLC072467
- (ii) **Name and address of Stock Exchange on which the Company is Listed:** BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.
The Company has paid Listing Fees for F.Y 2018-19 to Stock Exchange where its securities is listed.
- Stock Code** : 531925
- ISIN** : Equity- INE545N01019
- Name and address of Registrar & Share Transfer Agent** : M/S Universal Capital Securities Pvt Ltd
21, Shakil Niwas, Mahakali Caves Road, Andheri (E), 400093.
Tel: +91-02228207283/05
Email: info@unisec.in

(iii) Stock Market Data Relating To Equity Shares

Month	Open	High	Low	Close	Volume
Apr-18	3.91	3.91	2.59	2.59	52157
May-18	2.47	3.60	1.93	3.60	4481533
June-18	3.67	3.79	3.40	3.58	80423
July-18	3.58	3.75	3.26	3.46	94226
Aug-18	3.46	3.52	1.73	1.73	305334
Sep-18	1.73	1.73	1.47	1.47	58331
Oct-18	1.45	1.45	1.21	1.21	78101
Nov-18	1.19	1.19	1.03	1.06	513224
Dec-18	1.08	1.18	0.94	1.11	192045
Jan-19	1.16	2.12	1.16	1.87	249929
Feb-19	1.84	1.84	1.34	1.34	60423
Mar-19	1.32	1.57	1.32	1.42	145093

(iv) Share Transfer System

The Company has entrusted the administrative work of share transfers, transmissions, issuance of duplicate certificates, sub-division, demat and re-mat etc., and all tasks related to shareholdings to M/s. Universal Capital Securities Private Limited, the Registrars and Share Transfer Agents. If the relevant documents are complete and in order in all respects, the transfer of shares is effected within timeframe prescribed under the act days and certificates are dispatched to the transferees . The requests for dematerialization of shares are processed by the Registrar and Share Transfer Agents and if all the documents are found to be in order, the same are approved by them within time limit prescribed under the law. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance with the share transfer formalities as required under regulation 40(9) of the SEBI(LODR) Regulation, 2015 and files a copy of the certificate with the Stock Exchange where the company is listed.

(v) Distribution of Shareholding as on 31st March, 2019

No. of Equity Shares	Equity			
	Shareholders		No. of Shares	
	Number	% of Holding	Number	% of Capital
Upto 500	1009	67.18	189409	0.54
501 – 1000	101	6.72	88707	0.25
1001 – 2000	59	3.93	92804	0.27
2001 – 3000	28	1.86	70706	0.20
3001 – 4000	19	1.26	69577	0.20
4001 – 5000	20	1.33	95328	0.27
5001 – 10000	46	3.06	352173	1.01
10001 and Above	220	14.65	33921296	97.25

(vi) Dematerialization of Shares & Liquidity

The Company's Equity are compulsorily traded in electronic (dematerialized) form on BSE. Under the Depository system, the ISIN allotted to Company's Equity Shares is INE545N01019. '

Particulars	No. of Shares	Percentage
NSDL	15109289	43.32
CDSL	14434521	41.38
Physical	5336190	15.30
Total	34880000	100

As at March 31, 2019, 84.70% of the Equity Share Capital are held in electronic form.

(vii) Outstanding Convertible Securities

The Company has not issued any Convertible Securities in the past and hence as on March 31, 2019, the Company does not have any outstanding convertible Securities.

(viii) Commodity price risk or foreign exchange risk and hedging activities

Since the Company is engaged in broadcasting business, there are no risk associated with Commodity Price. Further the Company has not carried out any activity for hedging of foreign exchange risk.

(ix) Address for Investor Correspondence :

The Company Secretary
52 Weeks Entertainment Limited

Unit No.501, 5th Floor, Morya Blue Moon
Opp. Citi Mall Andheri Lokhandwala Road,
Andheri (W) Mumbai - 400053.
Email : 52weeksentltd@gmail.com
Phone No. 022- 40167088, 022-22842127

Universal Capital Securities Private Limited

21, Shakil Niwas, Mahakali Caves Road,
Andheri – (East), Mumbai – 400059
Phone No.022- 28207203 / 05
Email: - info@unisec.in

DECLARATION ON CODE OF CONDUCT

I, Shantanu Sheorey, hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31st, 2019.

For 52 Weeks Entertainment Limited

Date : 30.05.2019
Place : Mumbai

Sd/-
Shantanu Sheorey
Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members

52 Weeks Entertainment Limited

1. I, Suprabhat Chakraborty, the Secretarial Auditors of 52 Weeks Entertainment Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. My 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 statement of the company.
3. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019.
4. I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Suprabhat Chakraborty
Company Secretary in Practice
ACS No : 41030
CP No. : 15878

Date :- 14.08.2019

Place:- Kolkata

CEO/CFO CERTIFICATE

To
The Board of Directors of
52 Weeks Entertainment Limited

- A. We have reviewed financial statements and the cash flow statement for the quarter & year ended on 31st March, 2019 and that to the best of our knowledge and belief :
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (2) These statements together present a true and fair view of the listed entity affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the listed entity during quarter & year ended 31st March, 2019 the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they we taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (i) that there are no significant changes in internal control over financial reporting during the year,
 - (ii) that there are no significant changes in accounting policies during the year subject to change in the same and that the same have been disclosed in the notes to the financial statements, if any and
 - (iii) that there are no instances of significant fraud of which we have become aware 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.

For and on behalf of Board of Directors

Date: 30.05.2019
Place: Mumbai

Sd/-
Shantanu Sheorey
Director
DIN: 00443703

Sd/-
Cyrus Bhot
Director & CFO
DIN: 00443874

INDEPENDENT AUDITOR'S REPORT

To the Members of **52 WEEKS ENTERTAINMENT LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of 52 WEEKS ENTERTAINMENT LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional judgment were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters.

i. Sale of stake in Subsidiary – Four Lions Private Limited

The company was having a subsidiary i.e. Four Lions Films Pvt. Ltd ("the Subsidiary") and the subsidiary was engaged in the business of motion pictures, TV content, Radio and other entertainment activities for the masses. Company has sold out its entire stake during the financial year.

Auditor's Response

Our audit procedures included understanding and evaluating processes and controls designed and implemented by the management for assessment of said transaction and testing their operating effectiveness; obtaining the list of documents and communications, inspecting the supporting evidence, the prevailing market valuation as per the Valuation reports submitted to us and critically assessing management's evaluation through discussions with management on the said transaction.

In light of the above, we did not identify any material exceptions as a result of above procedures.

Responsibilities of Management and Those Charged with Governance for the 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 of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 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 financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (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.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Sd/-
Motilal Jain
(Partner)
(Membership No. 036811)

Place: Mumbai
Date : 30th May, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **52 WEEKS ENTERTAINMENT LIMITED** of even date)

- (i) In respect of the Company’s fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification that, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - The Company does not own any Immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) As explained to us, the nature of the business of the company is such that it does not have any physical inventories. Accordingly, clause (ii) of paragraph 3 of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans to two (2) bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, Total Loan amount granted during the year Rs 6.34 Cr., and Balance Outstanding as at balance sheet date Rs 1.75 Cr. in respect of which:
- In our opinion, the terms and conditions of the loans granted to two 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.
 - According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that there is no stipulation of schedule of repayment of principal and payment of interest for two parties amongst the parties referred in the aforementioned point (Clause (iii) a).

In absence thereof, we are unable to make comments on regularity of the repayment of principal and payment of interest for such three (3) parties. However, according to the information and explanations given to us and based on the audit procedures conducted by us, the loans to the extent demanded have been recovered during the year.

- (iv) In our opinion and according to the information and explanation given to us, the Company has advanced loan to a company in which the director is interested to which, the provisions of section 185 of the Companies Act ,2013 apply.

Name of Director	Private Company to which Loan is forwarded in which said Director is interested	Maximum Outstanding amount during the year	Amount Outstanding as at Balance sheet Date
Vipin Champawat	Four Lions Films Private Limited	Rs.10,00,000	Rs.10,00,000

In our opinion and according to the information and explanation given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act,2013 and hence not commented upon.

- (v) According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

- (vi) As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.
- (vii) a) The Company has generally been regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales-tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues in arrears, as at March 31, 2019 for a period of more than six months from the date they became payable.

- b) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute are given below:

Name of the Statute	Nature of dues under section	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	154	*48,230	A.Y.2016-17	Assessing Officer
Income Tax Act, 1961	143(1)(a)	989,570	A.Y.2015-16	Assessing Officer
Income Tax Act, 1961	143(1)(a)	1,352,640	A.Y.2017-18	Assessing Officer
Income Tax Act, 1961	143(1)(a)	3,456,260	A.Y.2018-19	Assessing Officer

* Rectification filed with CPC Order for AY 2016-17

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks, government or debenture holders during the year.
- (ix) According to the information and explanations given to us, the Company has not raised 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 and hence, not commented upon.
- (x) To the best of our knowledge and 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 year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of related party 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, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the Company and hence, not commented upon.

- (xv) According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, 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
(FRN:106584W)**

**Sd/-
Motilal Jain
Partner
(M. No. 036811)**

**Place : Mumbai
Date : 30th May 2019**

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements section of our report to the members of **52 WEEKS ENTERTAINMENT LIMITED** of even date)

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, 2019 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.

Auditor’s 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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, to the best of our information and according to the explanation given to us, 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, 2019, 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 Registration No.106548W)

Sd/-
Motilal Jain
Partner
(M. No. 036811)

Place : Mumbai
Date : 30th May 2019

BALANCE SHEET AS AT 31 MARCH 2019

(Amount in Rupees)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, Plant and Equipment	2	191	519
Financial Assets			
i. Investments	3	-	10,408,000
Deferred tax assets (net)	4	6,763,361	6,763,361
Other non-current assets	5	1,227,383	9,200,000
Current assets			
Inventories	6	71,389,473	141,466,990
Financial Assets			
i. Trade receivables	7	38,320,000	28,800,000
ii. Cash and cash equivalents	8	226,008	233,496
iii. Loans	9	93,138,085	213,917,218
Other current assets	10	92,947,002	3,971,131
Total Assets		304,011,503	414,760,714
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	348,800,000	348,800,000
Other Equity	12	(176,205,945)	(148,401,797)
Liabilities			
Non-current liabilities			
Financial Liabilities		-	-
Other non-current liabilities		-	-
Current liabilities			
Financial Liabilities			
i Borrowings	13	118,717,603	119,973,150
ii Trade payables	14	10,411,472	91,362,092
Other current liabilities	15	2,288,376	2,582,952
Current Tax Liabilities (Net)	16	-	444,317
Total EQUITY AND LIABILITIES		304,011,503	414,760,714

See accompanying notes forming part of the financial statements

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

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

sd/-
Motilal Jain
Partner
Membership No. 036811

sd/-
(Cyrus Bhot)
Director & CFO
DIN: 00443874

sd/-
(Shantanu Sheorey)
Director
DIN: 00443703

sd/-
(Romin Shah)
Company Secretary
Membership No. A26723

Date : 30th May, 2019
Place : Mumbai

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2019

(Amount in Rupees)

Particulars	Note No	As at	
		31 March 2019	31 March 2018
I Revenue From Operations	17	55,178,087	28,800,000
II Other Income	18	4,376,576	18,202,178
III Total Income (I+II)		59,554,663	47,002,178
IV EXPENSES			
Cost of production including theoretical rights	19	14,040,746	139,707,157
Purchases of Stock-in-Trade		-	-
Changes in inventories of Movies & Theoretical rights	20	70,077,516	(111,791,368)
Employee benefits expense	21	1,868,943	2,061,715
Finance costs	22	151,570	18,897
Depreciation and amortization expense	2	328	892
Other expenses	23	1,219,709	825,203
Total expenses (IV)		87,358,811	30,822,495
V Profit/(loss) before exceptional items and tax (III- IV)		(27,804,148)	16,179,683
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		(27,804,148)	16,179,683
VIII Tax expense:	24		
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Excess/Short provision of tax		-	-
IX Profit (Loss) for the period from continuing operations (VII-VIII)		(27,804,148)	16,179,683
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		(27,804,148)	16,179,683
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(27,804,148)	16,179,683
XVI Earnings per equity share (for continuing operation):			
(1) Basic		(0.80)	0.46
(2) Diluted		(0.80)	0.46
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		0.00	-
(2) Diluted		0.00	-
XVIII Earnings per equity share (for discontinued & continuing operations)	25		
(1) Basic		(0.80)	0.46
(2) Diluted		(0.80)	0.46

See accompanying notes forming part of the financial statements

For Motilal & Associates

Chartered Accountants
Firm Regn No. 106584Wsd/-
Motilal Jain
Partner
Membership No. 036811

On Behalf of the Board of Directors

For 52 Weeks Entertainment Limited
(CIN : L93000MH1993PLC072467)sd/-
(Cyrus Bhot)
Director & CFO
DIN: 00443874sd/-
(Romin Shah)
Company Secretary
Membership No. A26723

Date : 30th May, 2019

Place : Mumbai

CASH FLOW STATEMENT FOR THE YEAR ENDED AS AT 31ST MARCH 2019**(Amount in Rupees)**

Particulars	Note No	Year Ended 31.03.2019	Year Ended 31.03.2018
Cash flows from Operating Activities			
Net Profit before Tax		(27,804,148)	16,179,683
Adjusted For :			
Depreciation and Amortization		328	892
Interest Income		(317,456)	(18,202,178)
Finance costs		151,570	18,897
Operating profit / (Loss) before working capital changes		(27,969,707)	(2,002,706)
Changes in Working Capital:			
(Increase)/Decrease in Trade Receivables		(9,520,000)	(28,800,000)
(Increase)/Decrease in Inventories		70,077,517	(111,791,368)
(Increase)/Decrease in Other Non-Current Assets		7,972,617	
(Increase)/Decrease in Loans		120,779,133	40,381,932
(Increase)/Decrease in Other Assets		(88,975,872)	(1,943,046)
Increase/(Decrease) in Other Financial Liabilities			1,232,329
Increase/(Decrease) in Trade Payables		(80,950,620)	86,050,866
Increase/(Decrease) in Other current liabilities		(294,577)	444,317
Increase/(Decrease) in Short term Provision		(444,317)	
Cash Generated from / (used in) Operation		(9,325,825)	(16,427,676)
Tax paid (net of refunds)		-	-
Net cash flow from operating activities	A	(9,325,825)	(16,427,676)
Cash flows from Investing Activities			
Interest received		317,456	18,202,178
Investments In Subsidiary		10,408,000	-
Net cash flow from / (used in) investing activities	B	10,725,456	18,202,178
Cash flows from Financing Activities			
Repayment from short-term borrowings		(1,255,547)	(1,782,286)
Finance cost		(151,570)	(18,897)
Net cash flow from / (used in) Financing activities	(C)	(1,407,117)	(1,801,183)
Net increase / (decrease) in Cash and Cash Equivalents	(A+B+C)	(7,487)	(26,681)
Cash and cash equivalents as at the beginning of the year		233,496	260,177
Cash and cash equivalents as at end of the year		226,008	233,496

See accompanying notes forming part of the financial statements

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

sd/-
Motilal Jain
Partner
Membership No. 036811

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

sd/-
(Cyrus Bhot)
Director & CFO
DIN: 00443874

sd/-
(Shantanu Sheorey)
Director
DIN: 00443703

sd/-
(Romin Shah)
Company Secretary
Membership No. A26723

Date : 30th May, 2019

Place : Mumbai

Notes to the Financial Statements for the year ended 31st March, 2019

1.1. Company Overview:

52 Weeks Entertainment Limited (the 'Company') is a company limited by share, incorporated and domiciled in India with its registered office located at Unit No 501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W), Mumbai 400053, India. The Company is engaged in the business of Film & TV Serial Productions.

1.2. Basis of Preparation & Measurement of Financial Statements

These financial statements have been prepared in accordance with Indian Accounting standards (hereinafter referred to as the 'Ind AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act.

The financial statements have been prepared on an accrual system, based on the principle of going concern and under the historical cost convention, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.3. Critical Accounting Estimates And Judgements

The preparation of financial statements in accordance with Ind AS requires management to make certain judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about areas involving a higher degree of judgment or complexity or critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities are included in the following notes:

- (a) Estimation of useful life – Note on Property, Plant and Equipment
- (b) Recognition of deferred tax assets - Note on Deferred Tax

1.4. Significant Accounting Policies:

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all years presented, unless otherwise stated. The presentation of financial statements requires the use of certain accounting estimates. The areas where significant judgments and estimates have been made in preparing the financial statements and their effects are disclosed.

A. Investment in subsidiaries

Investments in subsidiaries are accounted at cost in accordance with Ind AS 27 - Separate financial statements. Refer to note 3 for the details of investments.

The Investment in Subsidiary "Four Lions Private Ltd." is sold during the year ended 31st March, 2019, hence Consolidated financial statement is not presented for the year ended 31st March, 2019.

B. Property Plant & Equipment:

(a) Initial Measurement & Recognition

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and

other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition for its intended use with any trade discounts or rebates being deducted in arriving at purchase price. Cost of the assets also includes interest on borrowings attributable to acquisition, if any, of qualifying fixed assets incurred up to the date the asset is ready for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of Property, plant and equipment.

Cost of Property, plant and equipment not ready for intended use as on the balance sheet date, is disclosed as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Any gain or loss on disposal of an item of property plant and equipment is recognised in statement of profit and loss.

(b) Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

(c) Depreciation:

Depreciation is provided on the written down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Depreciation on assets added/disposed off during the year is provided on pro-rata basis from the date of addition or up to the date of disposal, as applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

C. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

D. Cash and Cash Equivalents

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

E. Financial Instruments:

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost

- fair value through profit and loss (FVTPL)
 - fair value through other comprehensive income (FVOCI)
- (a) **Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.
- (b) **Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and 'collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- (c) **Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash

shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss, if any.

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

F. Provisions and Contingent Liabilities

Provisions are recognised when the Company

- (a) has a present obligation (legal or constructive) as a result of a past event,
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
- (c) a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

G. Revenue Recognition

Revenue is recognized, net of sales related taxes, when persuasive evidence of an arrangement exists, the fees are fixed or determinable, the product is delivered or services have been rendered and collectability is reasonably assured. The Company considers the terms of each arrangement to determine the appropriate accounting treatment. Theatrical-Contracted minimum guarantees are recognized on the theatrical release date. The Company's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Company. Revenue from operations includes sale of goods and services measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excluding taxes or duties collected on behalf of the government. In respect of films produced / co-produced / acquired, revenue is recognised in accordance with the terms and conditions of the agreements on or after the first theatrical release of the films.

H. Other Income

Interest income is recognised/accounted on accrual basis.

Dividend Income on investments is recognised for when the right to receive the dividend is established. Interest on Investments is recognised on a time proportion basis taking into account the amounts invested and the rate of interest.

I. Employee benefits/ Retirement Benefits:

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

SHORT-TERM OBLIGATION:

Short-term employee benefits like salaries, wages, bonus and welfare expenses payable wholly within twelve months of rendering the services are accrued in the year in which the associated services are rendered by the employees and are measured at the amounts expected to be paid when the liabilities are settled.

LONG-TERM OBLIGATION

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

DEFINED CONTRIBUTION PLANS

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

J. Impairment Of Non-Financial Assets:

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset maybe impaired. If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss recognised for goodwill is not reversed in subsequent periods.

K. Taxation:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for

financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is recognized using the tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

L. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

M. Segment reporting

The Company is primarily engaged in the business of "Production of Movies and TV Serial", which, in the context of Ind AS 108 on Operating Segments, constitutes a single reportable segment.

Note 02: Property, Plant & Equipment

Particulars	Computer	Total
Gross Carrying Amount March 31, 2019		
Opening Gross Carrying Amount	50,800	50,800
Additions	-	-
Disposals	-	-
Closing gross carrying amount	50,800	50,800
Accumulated Depreciation		
Opening Accumulated Depreciation	50,281	50,281
Depreciation charged during the year	328	328
Closing Accumulated Depreciation	50,609	50,609
Net carrying amount March 31, 2019	191	191
Net carrying amount March 31, 2018	519	519

Note No	Particulars	As at 31 March 2019	As at 31 March 2018
3	Non Current Investments		
	Investments in Subsidiaries	-	10,408,000
	Total	-	10,408,000
4	Deferred tax assets (net)		
	Deferred tax assets	-	-
	MAT Credit Entitlement	6,763,361	6,763,361
	Total	6,763,361	6,763,361
5	Other non-current assets		
	Capital Advances	-	9,200,000
	Balance with Revenue Authorities	1,227,383	-
	Total	1,227,383	9,200,000
6	Inventories		
	Work-in-progress	-	35,182,779
	Finished goods	71,389,473	106,284,211
	Total	71,389,473	141,466,990
7	Trade Receivables (Current)		
	Unsecured Considered Good	38,320,000	28,800,000
	Total	38,320,000	28,800,000
8	Cash and Cash Equivalents		
	Balances With Banks	33,965	23,565
	Cash on hand	192,044	209,931
	Total	226,008	233,496

Note No	Particulars	As at	
		31 March 2019	31 March 2018
9	Current Loans		
	Unsecured, considered good		
	Loans to related parties	17,500,000	135,332,739
	Other loans	75,638,085	78,584,479
	Total	93,138,085	213,917,218
10	Other current assets		
	Capital Advances	90,000,000	-
	Advances other than capital advances		
	Security Deposits	50,000	50,000
	Other advances		
	Advance for Expenses	40,027	-
	Advance to Creditors	1,108,799	993,260
	Balance with Revenue Authorities	1,748,176	2,927,871
	Total	92,947,002	3,971,131

11 Share Capital

Particulars	As at 31 March 2019		As at 31 March 2018	
	No of Shares	Amount	No of Shares	Amount
Authorised Share Capital :				
Equity shares of Rs 10/- each fully paid up	36,000,000	360,000,000	36,000,000	360,000,000
Issued, Subscribed and fully paid up				
Equity shares of Rs 10/- each fully paid up	34,880,000	348,800,000	34,880,000	348,800,000
		348,800,000		348,800,000

Terms / Rights attached to equity shares

The Company has only one class of equity share having par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

Details of shareholders having more than 5% of the total equity shares of the Company

Class of shares/Name of shareholder	As at 31 March 2019		As at 31 March 2018	
	No of Shares	% Held	No of Shares	% Held
Shantanu Sheorey	3,231,300	9.26%	3,231,300	9.26%

Reconciliation of number of shares outstanding and amount at the beginning and at the end of the year

Particulars	As at 31 March 2019		As at 31 March 2018	
	No of Shares	Amount	No of Shares	Amount
Outstanding at the beginning of the year	34,880,000	348,800,000	34,880,000	348,800,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	34,880,000	348,800,000	34,880,000	348,800,000

Note No	Particulars	As at 31 March 2019	As at 31 March 2018
12	Other Equity		
	Share Premium Account		
	Balance at the beginning of the year	62,920,000	62,920,000
	Addition / (Utilisation during the Year	-	-
	Balance at the end of the year	62,920,000	62,920,000
	Retained Earnings		
	Balance at the beginning of the year	(211,321,797)	(227,501,480)
	Profit for the year	(27,804,148)	16,179,683
	Balance at the end of the year	(239,125,945)	(211,321,797)
	Total	(176,205,945)	(148,401,797)
	Nature and Purpose of Reserves		
	(a) Securities Premium Reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.		
	(b) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.		
13	Current Borrowings		
	Unsecured Considered Good		
	Loans repayable on demand from banks	114,858,775	114,614,433
	Loans from related parties	3,858,827	5,358,717
	Total	118,717,603	119,973,150
14	Trade payables		
	Unsecured Considered Good	10,411,472	91,362,092
	Total	10,411,472	91,362,092
15	Other current liabilities		
	Others		
	Expenses Payable	666,686	2,152,754
	Salary payable	57,128	84,568
	Director Sitting Fees payable	16,000	-
	GST payable	1,470,433	-
	TDS Payable	77,728	345,055
	Professional Tax Payable	400	575
	Total	2,288,376	2,582,952
16	Current Tax Liabilities (Net)		
	Provision for Corporate Tax	-	444,317
	Total	-	444,317

Note No	Particulars	As at 31 March 2019	As at 31 March 2018
17	Revenue From Operations		
	Sale of services		
	Sale of Film Rights	55,178,087	28,800,000
	Total	55,178,087	28,800,000
18	Other Income		
	Interest Income	317,456	18,202,178
	Other non-operating income	4,059,120	-
	Total	4,376,576	18,202,178
19	Cost of production including theoretical rights		
A	Cost of production		
	Artists, Directors and other technicians	-	4,433,850
	Food & Refreshment	145,999	52,585
	Purchase of costumes and dresses	-	6,250
	Set properties and equipment hire charges	12,700	42,290
	Shooting and location expenses	114,021	595,189
	Other Production Expenses	306,175	1,390,993
	Advertisement & Promotion Expenses	13,461,851	586,000
	Total	14,040,746	7,107,157
B	Acquisition of Theoretical rights	-	132,600,000
	Total Cost of production including theoretical rights (A+B)	14,040,746	139,707,157
20	Changes in inventories of Movies & Theoretical rights		
	Stock at the beginning of the year		
	Work-in-Progress - Movies	35,182,779	28,075,622
	Stock in Trade - Script & Theoretical Rights	106,284,211	1,600,000
	Total	141,466,990	29,675,622
	Stock at the end of the year		
	Work-in-Progress - Movies	-	(35,182,779)
	Stock in Trade - Script & Theoretical Rights	(71,389,474)	(106,284,211)
	Total	(71,389,474)	(141,466,990)
	Changes In Inventories	70,077,516	(111,791,368)
21	Employee benefits expense		
	Salaries and wages	1,868,943	2,061,715
	Total	1,868,943	2,061,715
22	Finance costs		
	Interest	136,783	-
	Other borrowing costs		
	- Bank Charges	14,787	18,897
	Total	151,570	18,897

Note No	Particulars	As at 31 March 2019	As at 31 March 2018
23	Other expenses		
	Payments to the auditor For Audit	75,000	63,750
		75,000	63,750
	Other Expenses		
	Advertisement Expense	50,857	25,879
	Annual Custody Fees	-	150,000
	Annual Issuer Fees	109973	-
	Director Sitting Fees	52,000	44,000
	E - Voting Charges	10,000	5,000
	GST Late fees Payment	150	-
	Interest on Late Payment of TDS	30,230	-
	Late Filing Fee u/s 234E - TDS	9,800	-
	Legal Fees	325,000	-
	Listing Fees	250,000	250,000
	MCA Fees	5,400	28,850
	Membership Fee	2,360	-
	Miscellaneous Expenses	13,403	37,356
	Office Expenses	15,725	37,017
	Postage Expenses	18,581	9,699
	Printing & Stationery Expenses	30,436	29,235
	Profession Tax (Company)	2,500	-
	Professional Fees	144,300	87,400
	Registrar Fees (Exp)	61,000	41,000
	Telephone Expenses	9494	12,237
	Travelling Expenses	3,500	3,780
		1,144,709	761,453
	Total	1,219,709	825,203
24	INCOME TAX EXPENSE	As at 31 March 2019	As at 31 March 2018
A.	Components of Income Tax Expense		
	Tax Expense recognised in the Statement of Profit and Loss		
	Current Tax		
	Current Tax on the profits for the year	-	-
	Adjustments for current tax of prior periods	-	-
	Total a	-	-
	Deferred Tax		
	Origination and Reversal of Temporary Differences	-	-
	Total b	-	-
	Total (a+b)	-	-

24 INCOME TAX EXPENSE	As at 31 March 2019	As at 31 March 2018
B. Reconciliation of Tax Expense and the Accounting profit multiplied by India's Tax rate		
Profit/(loss) for the period	(27,804,148)	16,179,683
Tax at the Indian Tax rate of 26%	-	4,206,717
Tax effects of amounts which are not deductible (taxable) in computing taxable income	-	-
Adjustments of current tax of prior periods	-	-
Tax losses for which no Deferred income tax was recognised	-	-
Income exempt from income tax	-	-
Income Tax Expense	-	4,206,717
Effective Tax Rate	0.00%	26.00%

25 Earnings per Share

(Basic & Diluted)

Particulars	As at 31 March 2019	As at 31 March 2018
Net Profit / (loss) after tax for the year (in Rs.)	(27,804,148)	16,179,683
Profit / loss attributable to equity share holders (in Rs.)	(27,804,148)	16,179,683
Weighted Average Number of equity shares outstanding during the year	34,880,000	34,880,000
Basic and Diluted Earnings Per Share (Rs.)	(0.80)	0.46
Face Value per Share (Rs.)	10	10

26 Fair value measurements**Financial instruments by category:**

31-Mar-19								
Particulars	Carrying Value				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	-	-	-	-	-	-	-	-
(ii) Trade Receivable	-	-	38,320,000	38,320,000	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	226,008	226,008	-	-	-	-
(iv) Loans	-	-	93,138,085	93,138,085	-	-	-	-
TOTAL	-	-	131,684,093	131,684,093	-	-	-	-
Financial Liabilities								
(i) Current Borrowings	-	-	118,717,603	118,717,603	-	-	-	-
(ii) Trade Payables	-	-	10,411,472	10,411,472	-	-	-	-
TOTAL	-	-	129,129,075	129,129,075	-	-	-	-

31-Mar-18								
Particulars	Carrying Value				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	-	-	10,408,000	10,408,000	-	-	-	-
(ii) Trade Receivable	-	-	28,800,000	28,800,000	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	233,496	233,496	-	-	-	-
(iv) Loans	-	-	213,917,218	213,917,218	-	-	-	-
TOTAL	-	-	253,358,714	253,358,714	-	-	-	-
Financial Liabilities								
(i) Current Borrowings	-	-	119,973,150	119,973,150	-	-	-	-
(ii) Trade Payables	-	-	91,362,092	91,362,092	-	-	-	-
TOTAL	-	-	211,335,242	211,335,242	-	-	-	-

The carrying amounts of trade receivables, cash and bank balances, current loans, current borrowings, and trade payables are considered to be approximately equal to the fair value.

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- (a) recognised and measured at fair value and,
- (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level is as follows :

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
 - o Use of quoted market price or dealer quotes for similar instruments
 - o Using discounted cash flow analysis.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of unobservable inputs.

27 Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

A. Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables and loans) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2019 and 2018 is the carrying value of each class of financial assets.

i Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

Carrying amount	31-Mar-19	31-Mar-18
Neither Past due nor impaired	38,320,000	-
Past due but not impaired	-	-
Past due more than 180 days	-	28,800,000
TOTAL	38,320,000	28,800,000

ii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of ₹ 226,008 at March 31, 2019 (March 31, 2018: ₹ 233,496). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and borrowings.

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed

conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2019 and 31st March, 2018. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required). "

Maturities of non – derivative financial liabilities

(Amount in Rs.)

Particulars	As at 31 March 2019		As at 31 March 2018	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities - Current				
i. Current Borrowings *	118,717,603	-	119,973,150	-
ii. Trade payables	10,411,472	-	91,362,092	-
Total	129,129,075	-	211,335,242	-

C. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i Currency Risk

The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

ii Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

iii Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

28 Capital Management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

29. Micro, Small AND Medium Enterprises:

The Company has no dues to Micro, Small and Medium enterprises as at 31 March, 2019, on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to micro and small enterprises during the year.

- 30.** 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.
- 31.** 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.
- 32.** 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.

33. Related Party Transaction

Disclosure in accordance with Ind AS 24 – Related Party Disclosures during the year

A. Key Management Personnel (KMP)

Shantanu Sheorey (Director)
Romin Shah (Company Secretary)
Karishma Jain (Director; resigned : 1 November 2018)

Cyrus Bhot (CFO and Director)
Rajan Joe (Director; resigned : 3 November 2018)

Key Management Personnel Compensation

	Karishma Jain (Director)	Romin Shah (CS)
Short-Term Employee Benefits	350,000 (600,000)	1,035,345 (957,609)
Post-Employment Benefits	Nil (Nil)	Nil (Nil)
Other Long-Term Benefits	Nil (Nil)	Nil (Nil)
Termination Benefits	Nil (Nil)	Nil (Nil)
Share-Based Payment	Nil (Nil)	Nil (Nil)
Total	350,000 (600,000)	1,035,345 (957,609)
Balance outstanding at year end	Nil (Nil)	30,992 (61,596)

Significant Related Party Transactions during the year

Sr No	Name of Party	Nature of Relationship	Nature of Transaction	Amount	Outstanding Balance
1.	Shantanu Sheorey	Director	Loan Repayment	3,900,000 (Nil)	1,458,717 (5,358,717)
			Loan Taken	0 (Nil)	1,458,717 (5,358,717)
2.	Karishma Jain	Director	Reimbursement of Expenses	103,126 (Nil)	Nil (Nil)
			Sale of Investment in in Subsidiary	7,233,560 (Nil)	Nil (Nil)

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

sd/-
Motilal Jain
Partner
Membership No. 036811

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

sd/-
(Cyrus Bhot)
Director & CFO
DIN: 00443874

sd/-
(Shantanu Sheorey)
Director
DIN: 00443703

sd/-
(Romin Shah)
Company Secretary
Membership No. A26723

Date :30th May, 2019
Place :Mumbai

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52 Weeks Entertainment Limited

Regd Office : Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Lokhandwala Road, Andheri (W), Mumbai – 400053. **CIN:-** L93000MH1993PLC072467

Email id: 52weeksentltd@gmail.com, **Web:** www.52weeksentertainment.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP id *	Folio No.
Client id*	No of Shares

Name and Address of Shareholder/Proxyholder :-

I hereby record my presence at the 26th Annual General Meeting of the Company held on Monday, 30th September,2019 at 1.30 pm at HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai – 400001.

Signature of the Shareholder or Proxy

52 Weeks Entertainment Limited

Regd Office : Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Lokhandwala Road, Andheri (W), Mumbai – 400053. **CIN:-** L93000MH1993PLC072467
Email id: 52weeksentltd@gmail.com, **Web:** www.52weeksentertainment.com

FORM OF PROXY

Name of member(s) :	Email id :
Registered Address :	Folio No/ DP id :
	Client id :

I/We, being the member(s) of _____ shares of 52 Weeks Entertainment Limited, hereby appoint :

Name : _____
 Address : _____
 E-mail Id : _____ Signature : _____ or failing him

Name : _____
 Address : _____
 E-mail Id : _____ Signature : _____ or failing him

Name : _____
 Address : _____
 E-mail Id : _____ Signature : _____ or failing him

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 1.30 pm at HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional	
		For	Against
Ordinary Business			
1	Adoption of the Standalone Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and Report of the Directors' and Auditor's thereon.		
2	Appointment of a Director in place of Mr. Shantanu Sheorey (DIN: 00443703) who retires by rotation and being eligible offers himself for reappointment.		
Special Business			
3	Appointment of Mr. Shantanu Sheorey (DIN: 00443703) as Whole Time Director of the Company.		

Signed this day of _____, 2019

Affix One
 Rupee
 Revenue
 Stamp

 Signature of Shareholder

 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes

52 Weeks Entertainment Limited

Regd Office : Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Lokhandwala Road, Andheri (W), Mumbai – 400053. **CIN:-** L93000MH1993PLC072467

Email id: 52weeksentltd@gmail.com, **Web:** www.52weeksentertainment.com

POLLING PAPER
(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)

BALLOT PAPER

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

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 :

Sr. No.	Item	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	Adoption of the Standalone Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and Report of the Director's and Auditor's thereon.			
2	Appointment of a Director in place of Mr. Shantanu Sheorey (DIN: 00443703) who retires by rotation and being eligible offers himself for reappointment.			
3	Appointment of Mr. Shantanu Sheorey (DIN: 00443703) as Whole Time Director of the Company.			

Date :-

Place:-

Signature of Shareholder

If Undelivered Please Return to:

52 Weeks Entertainment Limited

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