

52 WEEKS ENTERTAINMENT LIMITED
(Formerly Known as Shantanu Sheorey Aquakult Limited)

Registered Office: Unit No.501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W), Mumbai – 400053. CIN:- L93000MH1993PLC072467
Email id :- 52weeksentltd@gmail.com, Web :- www.52weeksentertainment.com
Tel :- 022-40167088, 022-22842127, Fax :- 022-22819226

Notice of Extra Ordinary General Meeting of the Company	
Day	: Monday
Date	: 24th December, 2018
Time	: 3.00 P.M.
Place	: Unit No. 501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri(W), Mumbai – 400053.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of 52 Weeks Entertainment Limited will be held on Monday, 24th December, 2018 at 3.00 pm 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 to transact the following businesses:

Special Business :

Item No. 1 51% Stake Sale in Four Lions Films Private Limited (Subsidiary of the Company).

To consider and if thought fit, to pass, with or without modifications the following resolution as **Special Resolution :**

RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any of Companies Act,2013 and rules made thereunder, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations,2015 as may be amended from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary consent of the members of the Company be and is hereby accorded to the board for selling 51% stake in Four Lions Films Private Limited (Subsidiary of the Company) to Ms. Karishma Jain and / or Mrs. Babita Jain comprising of 52,040 Equity Shares of Rs.10 each in whole or in part in one or more tranches at price not lower than Rs. 352.70 as determined based on Valuation Report of appropriate authority as the Board of Directors of the Company may deem fit and proper and in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be deemed necessary, proper or expedient in the interest of the company including finalizing the manner and method of disposal and executing all necessary agreements (including execution of a share purchase agreement with such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, for the purpose of giving effect to this resolution. The board shall also settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit.

Item No.2 Approval for Related Party Transaction.

To consider and if thought fit, to pass, with or without modifications the following resolution as **Ordinary Resolution :**

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Shareholders of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into transactions for sale of 51% stake in Four Lions Films Private Limited (Subsidiary of the Company) to Ms. Karishma Jain and / or Mrs. Babita Jain falling in definition of Related Party as prescribed under the Companies Act 2013 at a price not lower than as determined based on valuation report of appropriate authority.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors, be and is hereby authorized to sign and execute such documents, as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise, that may arise in this regard.

Item No. 3 Approval for Investments / Loans / Guarantees / Securities.

To consider and if thought fit, to pass, with or without modifications the following resolution as **Special Resolution** :

RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the Board which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give loans/any other form of debt or to give guarantee or to provide security in connection with a loan or to acquire by way of subscription, purchase or otherwise the securities of **Monotype India Limited** upto Rs. 20 crores (Rupees Twenty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.

By Order of the Board of Directors

Romin Shah
Company Secretary

Date :- 21.11.2018

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 - 400 053, not less than forty eight hours before the meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. 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. An explanatory statement pursuant to Section 102 of the Companies Act,2013 setting out material facts is annexed hereto.
5. In case of joint holders attending the EGM, 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.
6. The notice of the Extra Ordinary General Meeting 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 will also be available on the Company's website viz. www.52weeksentertainment.com.
7. 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.
8. The route map showing directions to reach the venue of Extra Ordinary General Meeting is annexed hereto.
9. 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 CDSL, 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 Extra Ordinary General Meeting.
10. The Board of Directors of the Company has 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.
11. The facility for voting through polling paper shall also be made available at the EGM 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 Extra Ordinary General Meeting .
12. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
13. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
14. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on 21st December, 2018 at 10.00 A.M. and ends on 23rd December, 2018 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 17th December, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on Shareholders.
 - v. Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

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

- confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. Shareholders can also use Mobile app – “m-Voting for evoting. m-voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their evoting credentials to vote for the company resolution(s).
 - xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. The notice of Extra Ordinary 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 November, 2018.
 16. A copy of this notice has been placed on the website of the Company and the website of CDSL.
 17. The results shall be declared after the EGM 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.

Explanatory Statement as per section 102 of the Companies Act,2013

Item No.1

As on date 52 Weeks Entertainment Limited is holding 51 % of Equity Shares of Four Lions Films Private Limited comprising of 52040 Equity Shares of Rs.10/- each. 52 Weeks Entertainment Limited intends to sell 51 % stake held in Four Lions Films Private Limited (subsidiary) comprising of 52040 Equity Shares of Rs.10/- each at a price not lower than Rs. 352.70 per share determined based on Valuation Report of appropriate authority to Ms. Karishma Jain and / or Mrs. Babita Jain.

Pursuant to Regulation 24 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, no company can sell its shareholding in a material subsidiary which would reduce its shareholding to less than 50% without passing a special resolution. Further Shareholders approval by way of special resolution is also required under the aforesaid Regulation 24 as well as under Section 180(1)(a) of the Companies Act,2013 in the event of sale or disposal of assets amounting to more than 20% of the value of the material subsidiary or undertaking of the company. Since Four Lions Films Private Limited is a “Material Subsidiary” and “Undertaking” of the company hence approval of shareholders by way of special resolution is required for the proposed transaction.

The Audit Committee in its meeting held on 14th November,2018 has approved the stake sale at the aforesaid price and recommended the same to the Board. The board has also on recommendation of Audit Committee approved the proposal of stake sale at aforesaid price.

The Board recommends the resolution at Item No.1 of the accompanying notice as Special Resolution.

None of the Director, Key Managerial Personnel or their relatives are interested, financially or otherwise in the aforesaid resolution.

Item No. 2

The Company is holding 52040 (51%) shares of Rs.10 each in Four Lions Films Pvt Limited (Subsidiary) of the company and its doing disinvestment which will result in ceasing of its subsidiary . As per Section 188(1)(b) of the Companies Act, 2013, such disinvestment to related parties is be deemed as selling or otherwise disposing of or buying property of any kind and also fall under the definition of “Undertaking” and “Material Related Party” transaction as defined under SEBI(LODR)Regulation,2015 which require approval of shareholders in general meeting .

The Audit Committee has in its meeting held on 14th November,2018 approved such disinvestment subject to its approval by shareholders in general meeting.

Pursuant to explanation 3 of Rule 15 of Chapter XII the particulars of the transactions with related party are given below:

Sr. No.	Particulars	
1	Name of the Related Party	Ms. Karishma Jain (Director of Subsidiary Company) and/or Ms. Babita Jain(Relative of Director).
2	Name of the Director or Key Managerial Personnel who is related and nature of their relationship	--
3	Nature of Relationship	Director of Subsidiary Co and Relative of Director.
4	Particulars, Material Terms and condition of the transaction	The transaction for sale of 51% stake in subsidiary company will be carried out at price as determined based on valuation report of appropriate authority.
5	Amount	Rs. 1.2 Cr. approx.

Accordingly, approval of members is sought for passing the Ordinary Resolution as set out in Item No. 2 of the notice calling extra ordinary general meeting.

None of the Directors and Key Managerial Personnel except as specified above and their relatives is any way concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members.

Item No.3

As a business strategy, the company may be required to invest the funds of the Company or provide loan, security and/or guarantee in furtherance of its business objectives or to carry out its operations. The said investment, loan, securities and/or guarantee taken together may at time exceed the limits defined under Section 186 of the Companies Act, 2013.

Accordingly present resolution is proposed for approval of the members to authorize the board of directors of the company to make loan, investment or give guarantee or provide any security to **Monotype India Limited** upto a maximum limit of Rs. 20 Cr (Twenty Crores) notwithstanding such loan, investment etc. exceeds the prescribed ceiling under Section 186 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 3 for approval of the members as **Special resolution**.

**By Order of the Board of Directors
(Romin Shah)
Company Secretary**

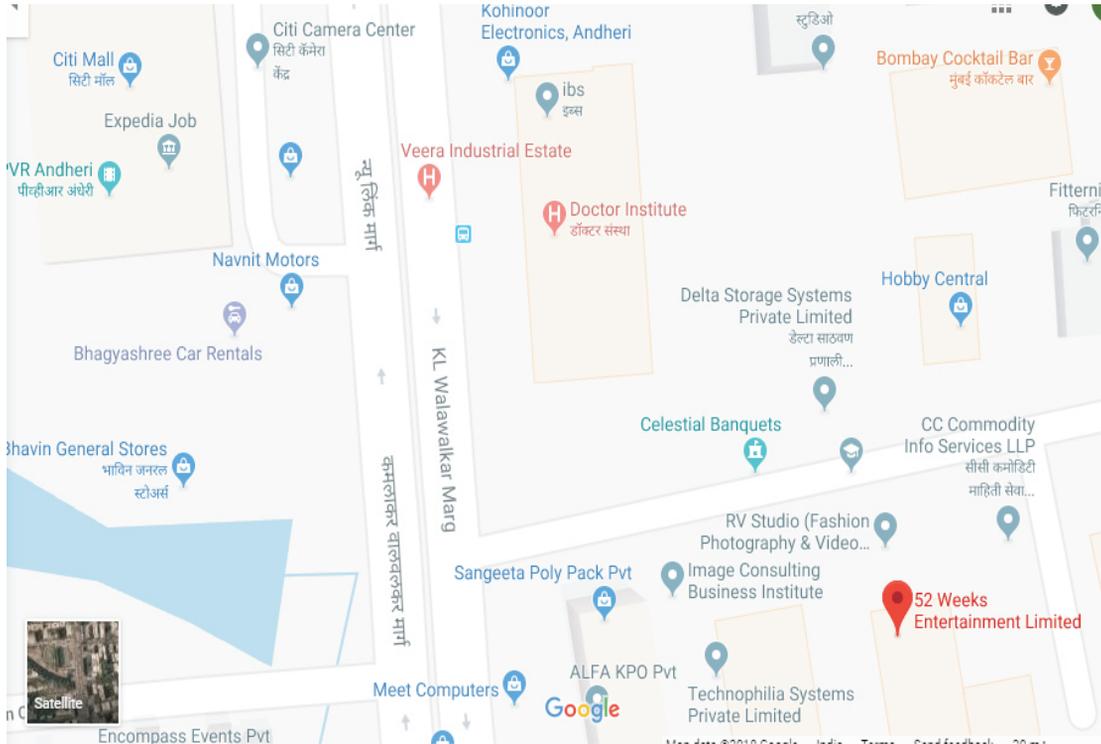
**Date :- 21.11.2018
Place :- Mumbai**

Route map to the Venue of Extra Ordinary General Meeting

Venue : Unit No 501, 5th Floor, Morya Blue Moon, Opp. Citi Mall, Andheri Lokhandwala Road, Andheri (W) Mumbai - 400053.

Date & Time : 24th December, 2018 at 3.00 pm.

Landmark : Opp. Citi Mall.



52 Weeks Entertainment Limited

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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 Extra Ordinary General Meeting of the Company held on Monday, 24th December, 2018 at 3.00 pm at Unit No.501, 5th Floor, Morya Blue Moon, opp. Citi Mall, Andheri Lokhandwala Road, Andheri(W), Mumbai– 400053.

Signature of the Shareholder or Proxy

52 Weeks Entertainment Limited

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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 Extra Ordinary General Meeting of the Company, to be held on Monday,24th December, 2018 at 3.00 pm at Unit No. 501, 5th Floor, Morya Blue Moon, Opp. Citi Mall Andheri Lokhandwala Road, Andheri(W), Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

		Resolutions		Optional	
				For	Against
Special Business					
1	Approval of 51% Stake Sale in Four Lions Films Private Limited.				
2	Approval for Related Party Transaction.				
3	Approval for Investments / Loans / Guarantees / Securities.				

Signed this day of _____, 2018

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

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**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 and Special 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	Approval of 51% Stake Sale in Four Lions Films Private Limited (Subsidiary of the Company)			
2	Approval for Related Party Transaction.			
3	Approval for Investments / Loans / Guarantees / Securities.			

Date :-

Place:-

Signature of Shareholder

Book Post

If Undelivered please return to:

M/s. 52 WEEKS ENTERTAINMENT LIMITED

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