



28TH ANNUAL REPORT

AMAZE ENTERTECH LIMITED
(FORMERLY BELL AGRO MACHINA LTD)

AMAZE **ENTERTECH** **LIMITED**

(Formerly Bell Agro Machina Ltd)

28TH **ANNUAL** **REPORT**

For the period ended
31ST March, 2017

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BOARD OF DIRECTORS

Mr. Yatin Mehta

Managing Director

Mr. S. G. Bellad*

Chairman & Executive Director

Mrs. Meena Umachagi**

Independent Director

Mr. Ashvin Thumar

Independent Director

Mr. Saurabh Rathod***

Independent Director

Mr. Deepak Mehta#

Additional Director

Mrs. Sejal Soni##

Additional Director

Mr. Harsh Mehta###

Additional Director

*Resigned as Director w.e.f 14/02/2017

**Resigned as Director w.e.f 14/02/2017

***Resigned as Director w.e.f 18/08/2017

#Appointed as Additional Director w.e.f 14/02/2017

##Appointed as Additional Director w.e.f 14/02/2017

###Appointed as Additional Director w.e.f 18/08/2017

AUDITOR

M/s. Koshal & Associates

Chartered Accountants

BANKER

Allahabad Bank

REGISTERED OFFICE

Unit No. F-30, First Floor,

Raghuleela Mega Mall,

Behind Poisar Depot,

Kandivali (West),

Mumbai – 400 067

CIN: L85110MH1989PLC255933

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd

4 A 9, Gundecha Onclave,

Kherani Road, Sakinaka,

Mumbai- 400 072

N O T I C E

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AMAZE ENTERTECH LIMITED (FORMERLY BELL AGRO MACHINA LTD) WILL BE HELD ON FRIDAY, 29TH SEPTEMBER, 2017, AT 12.30 P. M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI - 400 103, TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To Consider and adopt:

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors' thereon.

2. To consider and if though fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

Ratification of appointment of Statutory Auditor and fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Koshal & Associates, Chartered Accountants, (Membership No- 043746) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in the calendar year 2020, be and hereby ratified for the F.Y. 2017-18 and the Board of Directors be and are hereby authorized to fix such remuneration (along with taxes and out of pocket expenses) as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution

Appointment of Mr. Deepak Ratilal Mehta (DIN: 00046696) as Independent Directors

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Ratilal Mehta (DIN: 00046696), appointed as an Additional Director in the Board Meeting held on February 14, 2017, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years.”

4. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution

Appointment of Mrs. Sejal Bharat Soni (DIN: 07751759) as Independent Directors

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Sejal Bharat Soni (DIN: 07751759), appointed as an Additional Director in the Board Meeting held on August 14, 2017, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years.”

5. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution

Appointment of Mr. Harsh Mehta as Directors

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Harsh Mehta**, appointed as an Additional Director in the Board Meeting held on August 18, 2017, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non Executive Director of the Company liable to retire by rotation.

Registered Office:
Unit No. 30, First Floor, Raghuleela
Mega Mall, Behind Poisar Depot,
Kandivali (West), Mumbai - 400 067

By the Order of the Board
For Amaze Entertech Limited
(Formerly Bell Agro Machina Limited)

Date: 18/08/2017
Place: Mumbai

Sd/-
(Yatin Mehta)
Managing Director
DIN: 06455690

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A

MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, proxies and Authorized representative are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2017. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company M/s. Skyline Financial Services Pvt. Ltd. having its office at 4 A 9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai- 400 072
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
8. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details alongwith proof thereon.
9. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2017 will also be available on the Company's website www.bellagro.com and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

10. INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM As Follows:

Name of the Director	Mr. Deepak Mehta	Mrs. Sejal Soni	Mr. Harsh Mehta
Date of Birth	10/06/1969	25/12/1979	23/07/1990
Nationality	Indian	Indian	Indian
Date of Appointment	14/02/2017	14/02/2017	18/02/2017
Qualification	B.COM	B.COM	B.COM
Experience in specific functional area	15 years experience in the field of Capital Market	10 years of experience in the field Marketing & Administration	5 years of experience in the field of Account and Finance
Directorship in other Indian Public Limited Companies	Nil	1. FISCHER CHEMIC LIMITED 2. KUBER UDYOG LTD	Nil
No. of Shares held	Nil	Nil	Nil

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

12. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- I. Open email and open PDF file viz; "**Amaze Entertech Limited**" e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- III. Click on Shareholder – Login
- IV. Put user ID and password as initial password / PIN noted in step (i) above and Click Login.
- V. Password change menu appears.
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- VI. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- VII. Select "EVEN" of "**Amaze Entertech Limited**".
- VIII. Now you are ready for e-voting as Cast Vote page opens.
- IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jayminleads@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

- I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM:

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. 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 Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd September, 2017, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on 26th September, 2017 and will end at 5.00 p.m. on 28th September, 2017. During this period shareholders' of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date, 22nd September, 2017, 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, the shareholder shall not be allowed to change it subsequently.

- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending an email to bellagro@rediffmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Jaymin Modi of M/s. Jaymin Modi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, 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. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizer Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

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By the Order of the Board
For Amaze Entertech Limited
(Formerly Bell Agro Machina Limited)

Date: 18/08/2017
Place: Mumbai

Sd/-
(Yatin Mehta)
Managing Director
DIN: 06455690

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013("Act")]

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice

ITEM No. 3

Appointment of Mr. Deepak Ratilal Mehta (DIN: 00046696) as Independent Director

The Board of Directors of the Company appointed Mr. Deepak Ratilal Mehta (DIN: 00046696) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from February 14, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Deepak Ratilal Mehta (DIN: 00046696) as Independent Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM No. 4

Appointment of Mrs. Sejal Soni (DIN: 07751759) as Independent Director

The Board of Directors of the Company appointed Mrs. Sejal Soni (DIN: 07751759) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from February 14, 2017 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mrs. Sejal Soni (DIN: 07751759) as Independent Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM No. 5

Appointment of Mr. Harsh Mehta as Director

The Board of Directors of the Company appointed Mr. Harsh Mehta as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from August 18, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Harsh Mehta as Non - Executive Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Registered Office:
Unit No. 30, First Floor, Raghuleela
Mega Mall, Behind Poisar Depot,
Kandivali (West), Mumbai - 400 067

By the Order of the Board
For Amaze Entertech Limited
(Formerly Bell Agro Machina Limited)

Date: 18/08/2017
Place: Mumbai

Sd/-
(Yatin Mehta)
Managing Director
DIN: 06455690