

AMAZE ENTERTECH LTD

ANNUAL REPORT **2017-2018**



AMAZE **ENTERTECH** **LIMITED**

(Formerly Bell Agro Machina Ltd)

29TH **ANNUAL** **REPORT**

For the period ended
31ST March, 2018

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BOARD OF DIRECTORS

Mr. Yatin Mehta

Managing Director

Mr. Ashvin Thumar

Independent Director

Mr. Deepak Mehta

Additional Director

Mrs. Sejal Soni

Additional Director

Mr. Harsh Mehta#

Non- Executive Director and CFO

Mr. Mitesh Dani

Additional Director*

*Appointed w.e.f 28/05/2018

#Resigned w.e.f 28/05/2018

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: L72100MH1989PLC255933

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd
4 A 9, Gundecha Onclave,
Kherani Road, Sakinaka,
Mumbai- 400 072

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AMAZE ENTERTECH LIMITED (FORMERLY BELL AGRO MACHINA LTD) WILL BE HELD ON THURSDAY, 27TH SEPTEMBER, 2018, 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, 2018, the Statement of Profit and Loss for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors' thereon.

SPECIAL BUSINESS:

2. **Appointment of Mr. Mitesh Dani (DIN: 03327315) as Directors:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that Mr. Mitesh Dani (DIN: 03327315), who was appointed as an Additional Director of the Company with effect from 28th May, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a 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: 13/08/2018

Place: Mumbai

Sd/-
(Yatin Mehta)
Managing Director
DIN: 07431944

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.
2. 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
3. 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.
4. 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.

5. 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.
6. 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.
7. 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.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
9. 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 Skyline Financial Services Pvt;Ltd;. 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai - 400072. E-mail: pravin.cm@skylinerta.com, Contact: 022-28511022/ 022-62215779.
10. 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.
11. 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.
12. Electronic copy of the Notice of the 29th 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 29th 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.
13. The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2018 will also be available on the Company's website <http://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.
14. **INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM As Follows:**

Particulars	Mr. Mitesh dani
Directors Identification Number (DIN)	03327315

Date of Birth	09/11/1974
Date of Appointment	28/05/2018
Qualification	Commerce Graduate
Experience in specific functional area	12 years of experience in the field of Capital Market
Directorship in other Indian Public Limited Companies*	Nil
No. of Shares held	Nil

*This does not include Directorship in Private Limited Companies

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.
4. Your User ID details will be as per details given below :
 - 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. 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 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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. 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.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: 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 the Company.
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:

1. 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 mandar.p@dsmps.in to with a copy marked to evoting@nsdl.co.in.
2. 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.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Other Instructions:

1. The e-voting period commences on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 20th September 2018, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.bellagro.com> and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and 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.

Registered Office:

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

Date: 13/08/2018

Place: Mumbai

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

**Sd/-
(Yatin Mehta)
Managing Director
DIN: 07431944**

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. 2

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mitesh Dani (DIN: 03327315) as an Additional Director on 28/05/2018 and is now proposed to be appointed as a Non-Executive Director.

Mr. Mitesh Dani is a Commerce Graduate and has 12 years of experience in the field of Capital Market and allied areas.

Further details of Mr. Mitesh Dani have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 2 of this Notice for approval of the Members.

Except Mr. Mitesh Dani and his relative, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution at Item No.2.

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Date: 13/08/2018
Place: Mumbai

Sd/-
(Yatin Mehta)
Managing Director
DIN: 07431944

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 29th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2018.

▪ **FINANCIAL RESULTS:**

The Financial Highlights for the year under report are as under:

(Amount Rs.)

PARTICULARS	31 st March 2018	31 st March 2017
Revenue from Operations	19,96,780	12,00,000
Other Income	383.8	7,57,700
Total Revenue	19,97,163.8	19,57,700
Other Expenses	11,32,551	16,39,664
EBITDA	9,07,587	3,61,011
Depreciation and Amortization Expense	42,974	42,974
EBIT	8,64,613	3,18,037
Interest and Finance Cost	-	-
EBT (before exceptional items)	8,64,613	3,18,037
Exceptional items	-	-
Profit before Tax	8,64,613	3,18,037
Taxes		
i) Current Tax	1,64,752	-
ii) Deferred Tax	19,028	(1,159)
iii) Mat Credit		(29,198)
Profit (Loss) for the period	6,80,833	3,48,394

▪ **REVIEW OF OPERATIONS:**

During the financial year ended 31st March, 2018, the Company has recorded revenue of Rs. 19,97,163.8/- as compared to the previous year of Rs. 19,57,700/- The Company has earned profit of Rs.6,80,833/- during the year under review as compared to profit of Rs. 3,48,394 /- in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development and growth of the Company.

▪ **EXTRACT OF ANNUAL RETURN:**

As required under Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in form MGT-9 is a part of the Annual Report as **Annexure - A**

▪ **DIVIDEND:**

During the year under review, owing to the accumulated losses, the Directors do not recommend any dividend.

▪ **SHARE CAPITAL:**

The paid up Equity Share Capital as on 31st March, 2018 was Rs. 35,00,000/- divided into 3,50,000 Equity Share of Rs 10/- each. The company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the company, under any scheme.

▪ **DEPOSITS:**

During the year under review, Your Company has neither accepted/ invited any deposits from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 nor did any deposits remain unpaid or unclaimed during the year under review

▪ **INTERNAL CONTROL SYSTEM:**

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and same were operating throughout the year. During the year under review Mr. Bhushan Adhatrao Chartered Accountant acted as Internal Auditor of the Company. The Board of Directors re-appointed Mr. Bhushan Adhatrao as Internal Auditor of the Company for the F.Y. 2018-19.

▪ **DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2018 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2018 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.

▪ **SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

▪ **LOANS, GUARANTEES OR INVESTMENTS:**

Your Company has neither given any loan or guarantee nor has made any investment during the year under report attracting the provisions of Section 186 of the Companies Act, 2013.

▪ **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Since the Company is not engaged into any manufacturing activity provision of Section 134(3)(m) of the Company Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable.

▪ **FOREIGN EXCHANGE:**

During the year under review, there were no foreign exchanges Earnings or outgo.

▪ **PARTICULARS OF EMPLOYEES:**

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of The Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendments thereof, is annexed.