

AMAZE

ENTERTECH LIMITED

30TH

ANNUAL REPORT 2018-19



Amaze Entertech Limited

BOARD OF DIRECTORS:-

Mr. Yatin Mehta	: Managing Director
Mr. Ashvin Thumar	: Independent Director
Mr. Deepak Mehta	: Independent Director
Ms. Sejal Soni	: Independent Woman Director
Mr. Mitesh Dani	: Non Executive Director [w.e.f. 28.05.2018]
Mr. Mitesh Dani	: Chief Financial Officer [w.e.f. 28.05.2018]
Ms. Leena Kumawat	: Company Secretary [w.e.f. 08.04.2019]

STATUTORY AUDITOR OF THE COMPANY:-

M/s. Koshal & Associates Chartered Accountants

INTERNAL AUDITORS OF THE COMPANY:-

M/s Bhushan Adhatrao Chartered Accountants

SECRETARIAL AUDITORS OF THE COMPANY:-

M/s Jaymin Modi & Co., Practicing Company Secretaries

REGISTRAR & TRANSFER AGENT OF THE COMPANY:-

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AMAZE ENTERTECH LIMITED WILL BE HELD ON WEDNESDAY, 25th SEPTEMBER, 2019, AT 10.15 A.M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI - 400 092, TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yatin Mehta (DIN: 07431944) Managing Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

**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: 13th August 2019
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 proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the Company.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- 3) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 4) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 24/09/2015.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 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 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.
- 7) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 8) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- 9) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Wednesday, 18th September 2019 to Wednesday, 25th September 2019** (both days inclusive).
- 10) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
- 11) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email Id with the Company or with the Registrar and Transfer Agents.
- 12) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 13) Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
- 14) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.

15) In terms of section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents.

16) Electronic copy of the Notice of the 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 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 physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai 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.

17) Details of Directors seeking re-appointment and seeking fixation of remuneration at the forthcoming annual General Meeting.

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Yatin Hasmukhbhai Mehta
DIN	07431944
Date of Birth	24/10/1979
Date of appointment on the Board	30/09/2016
Qualifications	Graduate
Experience and Expertise	Administration and Finance
Disclosure of relationships	No Relationship
List of Directorship / Membership / Chairmanship of Committees of other Board	Nil
Shareholding	Nil

18) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

In case of members receiving e-mail:

- (i) The voting period begins on **Sunday, 22nd September 2019 at 9.00 am and ends on Tuesday, 24th 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 **Wednesday, 18th September 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail;
- (iii) Log on to the e-voting website www.evotingindia.com;
- (iv) Click on "Shareholders" tab.
- (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:

- (i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) For physical shareholders, please use the first two letters of your Name and the 8 digits of the sequence number in the PAN field.
- (ii) Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
- (iii) Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then reach directly the EVSN 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of **AMAZE ENTERTECH LIMITED** on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) Note for Non – Individual Shareholders and Custodians.
- (xiv) 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.
- (xv) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.
- (xvi) After receiving the login details they have to create 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.
- (xvii) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xviii) 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.
- (xix) 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 evoting@nsdl.co.in.

- 19) 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 (record date) of **Wednesday, 18th September 2019**.
- 20) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 21) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- 22) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered office of the Company not later than **Tuesday, 24th September 2019** (5.00 pm IST).
- 23) Ballot Form received after this date will be treated invalid.
- 24) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e- voting shall prevail and Ballot shall be treated as invalid.
- 25) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 26) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

Registered Office:
Unit No. 30, First Floor, Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali (West),
Mumbai 400067

Date: 13th August 2019
Place: Mumbai

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

Sd/-
Yatin Mehta
Managing Director
DIN: 06455690

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 30th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2019.

1. FINANCIAL RESULTS:

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

(Amount in Rs.)

Description	Year ended 31.3.2019	Year ended 31.3.2018
Revenue from Operations	18,25,000	19,96,780
Other Income	7,200	384
Total Revenue	18,32,200	19,97,164
Total Expenses	13,12,183	11,32,551
(Loss) / Profit before tax and exceptional items	5,20,017	8,64,613
Exceptional items	Nil	Nil
Profit before tax	5,20,017	8,64,613
Tax expense / (credit)		
Current Tax	(1,00,051)	1,64,752
Deferred Tax	14,78,665	19,028
MAT Credit	Nil	Nil
Net Profit after tax	18,98,631	6,80,833
Balance Transfer to Reserve	18,98,631	6,80,833

2. REVIEW OF OPERATIONS:

During the financial year ended 31st March, 2019, the Company has recorded total revenue of Rs. 18,25,000/- [Rupees Eighteen Lakhs Twenty Five Thousand Only]. During the year under review The Company has earned Net Profit of Rs 18,98,631/- [Rupees Eighteen Lakhs Ninety Eight Thousand Six Hundred and Thirty One Only] as compared to previous year Net Profit of Rs. 6,80,833/- [Rupees Six Lakhs Eighty Thousand Eight Hundred and Thirty Three Only] in the previous financial year.

The Board of Directors are exploring various business opportunities for its future Development.

3. TRANSFER TO RESERVES:

There are no transfers to any specific reserves during the year

4. 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**.

5. DIVIDEND:

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

6. CASH FLOW & CONSOLIDATED FINANCIAL STATEMENTS:

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement is part of the Annual Report. The Company does not have any subsidiaries as on 31st March, 2019 and hence not required to publish Consolidated Financial Statements.

7. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND:

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

9. SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2019 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.

10. INTERNAL CONTROL SYSTEM:

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors.

Significant audit observations and follow up actions thereon are reported to the Audit Committee.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of investment made under Section 186 of the Companies Act, 2013 has been disclosed in the financial statements of the Balance Sheet. The Company has not given any loans or given any guarantees

12. 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, 2019 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, 2019 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.

13. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company has neither any Subsidiary nor Joint Venture nor Associate Company. During the year under review, none of the Companies have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies.

14. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

15. 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.

16. FOREIGN EXCHANGE:

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

17. DIRECTORS & KEY MANAGERIAL PERSONNEL(KMP):**(i) Composition of the Board of Directors and KMP:**

The Board of Directors and Key Managerial Personnel is duly constituted, as on the date of this report the composition of the Board and Key Managerial Personnel is as mentioned below:

Sr. No.	Name of Director	Designation	Date of Appointment
1	Mr. Yatin Mehta	Managing Director	30-09-2016
2	Mr. Ashvin Thumar	Independent Director	18-10-2012
3	Mr. Deepak Mehta	Independent Director	14-02-2017
4	Ms. Sejal Soni	Independent Woman Director	14-02-2017
5	Mr. Mitesh Dani	Non Executive Director & CFO	28-05-2018
6	Ms. Leena Kumawat	Company Secretary	08-04-2019

(ii) Retirement by Rotation & re-appointment:

Mr. Yatin Mehta Managing Director will retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.

(iii) Changes in Composition of Board and Key Managerial Personnel:

During the year,

- Mr. Harsh Mehta resigned as Non- Executive Director and CFO of the Company w.e.f. 28-05-2018;
- Mr. Mitesh Dani was appointed as Non- Executive Director and CFO of the Company w.e.f. 28-05-2018;
- Mr. Siddharth Pancholi was appointed as Company Secretary of the Company w.e.f. 17-12-2018;
- Mr. Siddharth Pancholi resigned as Company Secretary of the Company w.e.f. 31-01-2019;
- Ms. Nidhi Damani was appointed as Company Secretary of the Company w.e.f. 31-01-2019;

As on the date of this report Ms. Nidhi Damani has resigned as Company Secretary of the Company w.e.f. 08-04-2019 and Ms. Leena Kumawat was appointed as Company Secretary of the Company w.e.f. 08-04-2019.

18. MEETINGS OF BOARD & COMMITTEES:**• Meetings of Board of Directors:**

The Board of Directors duly meets 4 (Four) times during the financial year from ended 31st March, 2019 as under:

28 May 2018, 13th August, 2018, 12th Novembers, 2018 and 12th February, 2019.

Pursuant to the Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements)

Amaze Entertech Limited 2018-19