

AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

Date: 11th September, 2020

To,
The Department of Corporate Services,
Bombay Stock Exchange Limited
14th Floor, P.J. Towers,
Dalal Street, Mumbai - 400 001.

Sir,

Subject:- Submission of Private Placement Offer Cum Application Letter of Amaze Entertech Limited for the issue and allotment of 6,83,40,000 Equity Shares of Rs.10/- each at a price of Rs. 10/- per share and 92,00,000 Warrants to be converted into 92,00,000 Equity shares of Rs.10/- each at a price of Rs.10/- per share to Non Promoters on Preferential Issue Basis.

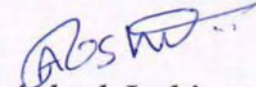
With reference to the captioned subject and pursuant to Section 42 (3) of the Companies Act, 2013 read with Rule 14(3) of the Companies (Prospectus & Allotment) Rules, 2014, we are enclosing herewith the copy of the Private Placement Offer Cum Application Letter (PAS-4) circulated on 11th September, 2020 to the proposed allottees and copy of the Record of the Private Placement Offer (PAS 5) prepared in accordance with the Companies Act, 2013 read with Companies (Prospectus & Allotment) Rules, 2014.

This is for your information and record.

Thanking You,

Yours Faithfully,

For Amaze Entertech Limited



Aakash Joshi

Company Secretary and Compliance Officer



Encl: PAS-4 and PAS-5

FORM PAS - 4

[see rule 14(3)]

Part - A**PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER**

The Private Placement Offer cum Application Letter shall contain the following: –

| SR. | PARTICULARS | | | |
|------------|--|--|--|-------------------|
| 1. | GENERAL INFORMATION | | | |
| a. | Name of the Company: | Amaze Entertech Limited | | |
| b. | Address of Registered Office and Corporate Office of the Company: | 156 First Floor, Raghuleela Mega Mall, Poisur Gymkhana Road, Kandivali West, Mumbai 400067. | | |
| c. | Website/Email-ID of Company: | www.amazeentertechlimited.com/ / amazeentertech@gmail.com | | |
| d. | Contact details of the Company: | 91-8655075578 | | |
| e. | Date of incorporation of the company; | 17/03/1989 | | |
| f. | Business carried on by the company and its subsidiaries with the details of branches or units, if any; | <p>The Company is engaged in the business of buying, selling or dealing in online applications, software for entertainment for all age groups and to carry on the business of Information Technology (IT) Software Development, IT Projects, Data Base Administration in India and abroad and to carry on all types of entertainments including business of providing, editing, mixing and as also the equipments and software related thereto for the business of production house and such other incidental/auxiliary activities as may be necessary in connection with making of TV serials, webfilms, telefilms, movies and organizing & management of events, online promotion of events, marketing and sales by using latest technologies and such other ancillary and incidental work to attainment of the above objects or such other businesses.</p> <p>The Company does not have any subsidiary.</p> | | |
| | Details of the Branch | The Company does not have any branch. | | |
| g. | Brief particulars of the management of the company | | | |
| | Name | Designation | Experience | |
| | 1.Yatin Has Mukhbhai Mehta | Managing Director | Experience in the field of administration and finance | |
| | 2.Mitesh Has Mukhlal Dani | Director & CFO (KMP) | More than 12 years experience in the field of Capital Market | |
| | 3.Sejal Soni Bharat | Independent Director | More than 10 years of experience in the field Marketing & Administration | |
| | 4.Deepak Ratilal Mehta | Independent Director | More than 15 years experience in the field of Capital Market | |
| | 5.Ashvin Rajabhai Thumar | Independent Director | More than 10 years in field of accounts | |
| h. | Names, addresses, DIN and occupations of the Directors; | | | |
| Sr. | Name | Address | DIN | Occupation |
| 1. | Mr. Yatin Mehta | C/2, 20, 4th Floor, Om Shree Geetanjali Nagar CHS Saibaba Nagar, Near Saibaba Temple, Borivali West Mumbai 400092 | 07431944 | Service |
| 2. | Mr. Mitesh Dani | B/63, Pushpa Park, 56, S V Road, Near Kora Kendra Borivali W Mumbai 400092 | 03327315 | Service |
| 3. | Ms. Sejal Soni | Plot No. 401, Abhishek CHS, Room No.7 | 07751759 | Service |

| | | | | |
|----|---|--|----------|---------|
| | | Sector- 4, Behind Charkop Depot, Charkop ,Kandivali West Mumbai 400067. | | |
| 4. | Mr. Deepak Mehta | A-503, Vrajdham Ram Baug Lane Near Sunder Dham Poiser Borivali (West) Mumbai 400092. | 00046696 | Service |
| 5. | Mr. Ashvin Thumar | 510 5th Floor Sneh Shivalaya CHS Ltd Cs Road, Opp Matruchaya School, Anand Nagar, Dahisar Mumbai 400068. | 05142024 | Service |
| i. | <p>MANAGEMENT'S PERCEPTION OF RISK FACTORS</p> <ul style="list-style-type: none"> ➤ An investment in securities involves a high degree of risk. Investors should carefully consider all the information in this Offer Letter, including the risks and uncertainties, before making an investment in our Securities. ➤ We may be unable to sustain growth at historical levels. Also, we may not be able to implement our growth strategy successfully. Our inability to manage growth may have an adverse effect on our business and results of operations. ➤ The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the investor will be able to resell their shares at or above the Issue Price. ➤ Among the factors that could affect our share price are:- ➤ Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues; changes in revenue or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; ➤ Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors. ➤ We have not paid dividends in the past 5 years. The amount and frequency of future dividend payments, if any, will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors. We cannot be certain that we will have distributable funds after we commence operations. In addition, we may also be constrained from making any dividend payments owing to certain restrictive covenants in some of our existing financing arrangements. ➤ Our failure to obtain additional capital in future could adversely affect our ability to grow. <p>External Risk Factors</p> <ul style="list-style-type: none"> ➤ A slowdown in economic growth in India could adversely impact our business. Our performance and the growth of our business are dependent on the performance of the overall Indian economy. ➤ Any slowdown in the Indian economy or any future volatility in global auto industry, exchange and interest rates etc., could adversely affect our customers and the growth of our business, which in turn could adversely affect our business, financial condition and results of operations. ➤ India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting auto and auto ancillary industry and electricity prices or various other factors. Further, conditions outside India, such as slowdowns in the economic growth of other countries could have an impact on the growth of the Indian economy, and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and | | | |

| | <p>market conditions.</p> <p>➤ Lockdown due to Covid-19 and any such pandemic, Civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-------------------|--|---|---------------------------|----------------------|-------------|------------|------------|------------|---------------|-----------|-----------|-----------|----------------|-----------|-----------|-----------|-------------------|----------|----------|----------|-----|------------|-----------|----------|------------------|----------|-----------|----------|
| j. | Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of - | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| i) | Type of Default | AmountInvolved | Duration ofDefault | PresentStatus | | | | | | | | | | | | | | | | | | | | | | | | |
| i) | Statutory dues; | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | |
| ii) | Debentures and interest thereon; | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | |
| iii) | deposits and interest thereon | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | |
| iv) | Loan from any bank or financial institution and interest thereon. | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | |
| k. | Details of Compliance Officer: | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Name | Mr. Aakash Joshi | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Designation | Company Secretary & Compliance Officer | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Address | 156 First Floor, Raghuleela Mega Mall, Poisur Gymkhana Road, Kandivali West, Mumbai 400067. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Phone number | 86550 75578 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Email id | amazeentertech@gmail.com | | | | | | | | | | | | | | | | | | | | | | | | | | |
| l. | Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder | No. There is no default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder. The Balance Sheet and Annual Returns have been filed upto 31st March, 2019. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. | PARTICULARS OF THE OFFER: - | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| a. | *Financial position of the Company for the Last 3 Financial years; | <table border="1"> <thead> <tr> <th>Particulars</th> <th>31-03-2020</th> <th>31-03-2019</th> <th>31-03-2018</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>21,12,631</td> <td>18,32,200</td> <td>19,97,164</td> </tr> <tr> <td>Total Expenses</td> <td>14,13,329</td> <td>13,12,183</td> <td>11,32,551</td> </tr> <tr> <td>Profit before tax</td> <td>6,99,302</td> <td>5,20,017</td> <td>8,64,613</td> </tr> <tr> <td>Tax</td> <td>(2,94,080)</td> <td>13,78,614</td> <td>1,83,780</td> </tr> <tr> <td>Profit after tax</td> <td>4,05,222</td> <td>18,98,631</td> <td>6,80,833</td> </tr> </tbody> </table> <p>*Elaborated statement of Profit and Loss is provided on page 14 of the offer cum application letter.</p> <p>**Extract of pages of Balance Sheet , Profit and Loss Account and Cash flow for last three years are attached as "Annexure I"</p> | | | Particulars | 31-03-2020 | 31-03-2019 | 31-03-2018 | Total Revenue | 21,12,631 | 18,32,200 | 19,97,164 | Total Expenses | 14,13,329 | 13,12,183 | 11,32,551 | Profit before tax | 6,99,302 | 5,20,017 | 8,64,613 | Tax | (2,94,080) | 13,78,614 | 1,83,780 | Profit after tax | 4,05,222 | 18,98,631 | 6,80,833 |
| Particulars | 31-03-2020 | 31-03-2019 | 31-03-2018 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total Revenue | 21,12,631 | 18,32,200 | 19,97,164 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total Expenses | 14,13,329 | 13,12,183 | 11,32,551 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit before tax | 6,99,302 | 5,20,017 | 8,64,613 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Tax | (2,94,080) | 13,78,614 | 1,83,780 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit after tax | 4,05,222 | 18,98,631 | 6,80,833 | | | | | | | | | | | | | | | | | | | | | | | | | |
| b. | Date of passing of Board Resolution: | 03 rd August, 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c. | Date of passing of Resolution in the General Meeting authorizing the offer of securities; | 09 th September, 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| d. | Kinds of securities offered (i.e. whether share or debenture) and class of security; | <p>i. 6,83,40,000 fully paid up Equity Shares of Rs.10/- each to be issued on a preferential basis, as under:</p> <p>a. Issue and Allot, in one or more tranches, up to 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand) Equity Shares of Rs.10/fully paid-up on Preferential Allotment basis to the Non</p> | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | | <p>Promoter for succession of business from Jaspalsingh P Chandock (Proprietor - Balu India)</p> <p>b. 2,05,00,000 Equity Shares of Rs.10/- each fully paid-up on preferential allotment basis to the Non-Promoters (Public Category) for Cash.</p> <p>And</p> <p>ii. 92,00,000 Warrants Convertible into 92,00,000 Equity shares of Rs.10/- each to be issued on preferential allotment basis as under :-</p> <p>a. Issue and Allot 66,00,000 Warrants convertible into 66,00,000 Equity Shares of Rs.10/- each on preferential allotment basis to Mr. Jaspalsingh P Chandock for cash.</p> <p>b. Issue and Allot 26,00,000 Warrants convertible into 26,00,000 Equity Shares of Rs.10/- each on preferential allotment basis to the Non-Promoters (Public Category) for Cash.</p> |
| e. | Price at which the security is being offered including the premium, if any, along with justification of the price; | <p>Rs. 10/- per share</p> <p>The issue of Equity Shares on preferential basis to the Non Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.</p> <p>The Company is listed on BSE Limited. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.</p> <p>In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:</p> <p>a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or</p> <p>b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.</p> |

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| | | <p>As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares means the shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.</p> <p>As per the said definition, the total traded turnover of the company during the twelve calendar months preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly the shares are infrequently traded.</p> <p>Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.</p> <p>The price of equity shares to be issued as per the valuation certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Rs.9.90/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.</p> <p>The company cannot issue shares at discount.</p> <p>Hence the Board of Directors have proposed to issue shares at a price of Rs.10/- (Rupees Ten) per Equity share.</p> |
| f. | Name and Address of the valuer who performed valuation of the security offered; | CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra. |
| g. | basis on which the price has been arrived at along with report of the registered valuer | An extract of the report by CA Payal Gada (Membership No. 110424) proprietor M/s Suresh Shah & Co. (Firm Regn. No. 108902W) having office at S-15, Sej Plaza, Marve Road, Malad (W), Mumbai 400 064, Maharashtra dated August 03, 2020 is reproduced below : |

| | | Valuation Methods | Value in Rs./ Equity Share | Weight | Total |
|----|---|--|-----------------------------------|---------------|--------------|
| | | Asset Approach: Net Worth Method | 9.93 | 98.00 % | 9.73 |
| | | Market Approach: Market Value Method | 0 | 0.00% | 0.00 |
| | | Income Approach: Comparable Companies' Multiple Method | 8.40 | 2.00% | 0.17 |
| | | Total | | 100% | 9.90 |
| | | Fair Market Value per Equity Share (in Rs.) (Rounded Off) | | | 10.00 |
| h. | Relevant date with reference to which the price has been arrived. | 10 th August, 2020 | | | |
| i. | The class or classes of persons to whom the allotment is proposed to be Made | i) Equity shareholders and ii) Warrant Holders | | | |
| x | Intention of promoters, directors or key managerial personnel to subscribe to the offer | None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares and warrants. | | | |
| k. | The proposed time within which the allotment shall be completed; | As required under the SEBI (ICDR) Regulations, 2018, the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals. | | | |
| l. | The names of the proposed Allottees and the percentage of post private placement capital that may be held by Proposed Allottee. | The names of proposed allottees is attached herewith as " Annexure II " | | | |
| m | The change in control, if any, in the company that would occur consequent to the private placement. | There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee i.e. Jaspalsingh P Chandock along with, Mr. Trimaan Chandock (Person Acting in concert - PAC) and Mr. Jaikaran Chandock (Person Acting in concert - PAC) have already triggered open offer process under SEBI (SAST) | | | |

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| | | Regulations, 2011 and after completion of open offer process they will become the Promoters of the company. Thus there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change. |
| n | The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price. | The Company has not made any preferential allotment during the year except as envisaged in the said Postal Ballot Notice. |
| o | The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer | Issue and Allot, in one or more tranches, up to 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand) fully paid-up Equity Shares of Rs.10/ on Preferential Allotment basis to the Non Promoter for succession of business from Jaspalsingh P Chandock (Proprietor - Balu India) as per the Business Succession Agreement dated 03rd August, 2020. The extract of valuation report is given herein above. |
| p | Amount which the company intends to raise by way of proposed offer of securities | Total Amount to be raised is Rs. 77,54,00,000/-. The details of which are as under. Equity Shares Rs. 68,34,00,000/- and Warrants Rs. 9,20,00,000/- (*) The Company intends to issue :- i) 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand Only) fully paid up equity shares on Preferential Allotment basis for consideration other than cash to the non promoter for succession of business from Jaspalsingh P Chandock (Proprietor -Balu India) for discharging the consideration payable to the Vendor / Proposed Allottee for upto the tune of Rs. 47,84,00,000/- (Rupees Forty Seven Crores Eighty Four Lakhs only). ii) Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) only) by issuing 2,05,00,000 (Two Crore Five Lakhs only) Equity Shares to the Non Promoters (public category) for cash. iii) Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakhs only)by issuing 66,00,000 (Sixty Six Lakhs) warrants convertible into 66,00,000 (Sixty Six Lakhs) Equity Shares to to the Non Promoters (Mr. Jaspalsingh P Chandock)-Public Category for cash. |

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| | | <p>iv) Rs. 2,60,00,000/- (Rupees Two Crores Sixty Lakhs only) by issuing 26,00,000 (Twenty Six Lakhs) warrants convertible into 26,00,000 (Twenty Six Lakhs) Equity Shares to Non Promoters- Public Category for cash.</p> <p>(* The proposed allottees of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.</p> <p>The tenure of the warrants shall not exceed 18 months from the date of their allotment.</p> |
| q | Terms of raising of securities: Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment | The Equity shares issued and Equity shares arising out of conversion of warrants into Equity Shares shall rank pari-passu along with the existing equity shares in the Company. |
| r | Proposed time schedule for which the private placement offer cum application letter is valid | 11.09.2020 to 25.09.2020 |
| s | Purposes and objects of the offer | <ul style="list-style-type: none"> • With an objective to accomplish the Company's vision to grow, the company is proposing to succeed the business of Balu India (proprietor Jaspalsingh P Chandock) and accordingly the object of the proposed Issue and allotment of Equity Shares is to discharge the Consideration of Rs.47,84,00,000/- payable for succession of Assets/Business of the Vendor /Proposed Allottee Mr. Jaspalsingh P Chandock(Proprietor -Balu India) in accordance with the Business Succession Agreement entered into by the Company with the Vendor / Proposed Allottee. This issue and allotment of equity shares is for consideration other than cash i.e. in consideration of the Assets/Business of the Vendor /Proposed Allottee. Post issue of these shares, the company will succeed the business and assets of Balu India (Proprietor Jaspalsingh P Chandock) and become owner of Balu India • The funds to be raised from the proposed issue of Shares and Warrants will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company long-term working capital, general corporate purposes and to peruse the main object of the company as stated in its Memorandum of Associates (MOA). |
| t | Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects | Nil |

| | | |
|---|--|--|
| u | Principle terms of assets charged as security, if applicable | As the proposed allotment is in cash, hence no charge is being created on any of the assets of the Company |
| v | The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations. | Not Applicable |

w. The pre-issue and post-issue shareholding pattern of the company in the following format:-

| Sr. No. | Category | Pre-Issue | | Post Issue | |
|----------|--|----------------------|--------------------|----------------------|--------------------|
| | | Equity Share Capital | | Equity Share Capital | |
| | | No of Shares held | % of share holding | No of Shares held | % of share holding |
| A | Promoters holding | | | | |
| 1 | Indian: | | | | |
| | -Individual | 86,050 | 24.59 | 86,050 | 0.11 |
| | - Body corporate | Nil | Nil | Nil | Nil |
| | Sub total | 86,050 | 24.59 | 86,050 | 0.11 |
| 2 | Foreign promoters | Nil | Nil | Nil | Nil |
| | Subtotal (A) | 86,050 | 24.59 | 86,050 | 0.11 |
| B | Non promoters holding | | | | |
| 1 | Institutional investor | Nil | Nil | Nil | Nil |
| 2 | Non-Institutional investor | | | | |
| | Private body corporate | 1,237 | 0.35 | 1,237 | 0.00 |
| | Directors and relatives | Nil | Nil | Nil | Nil |
| | Indian public | Nil | Nil | Nil | Nil |
| | Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.96 | 3,343 | 0.01 |
| | Individual - Public | 2,53,020 | 72.29 | 2,53,020 | 0.32 |
| | Hindu Undivided Family (HUF) | 155 | 0.04 | 155 | 0.00 |
| | New Allottee (Balu India Proprietor Jaspalsingh P Chandock) (**) | 0 | 0.00 | 5,44,40,000 | 69.89 |
| | New Allottees (Public category)` | 6150 | 1.76 | 2,31,06,150 | 29.67 |
| | Others - Clearing Members | 45 | 0.01 | 45 | 0.00 |
| | Sub Total (B) | 2,63,950 | 75.41 | 7,78,03,950 | 99.89 |
| | Grand Total [A+B] | 3,50,000 | 100 | 7,78,90,000 | 100 |

(*) Assuming full conversion of warrants into Equity shares.

(**) The Pre Issue and Post issue Preference shares are "NIL"

| | |
|-----------|--|
| 3. | Mode of payment for subscription |
| | <ul style="list-style-type: none"> • Cheque • Demand Draft • Other Banking Channels |

| 4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.:- | | | | | | |
|---|--|---|------------------------------|---------|---------|---------|
| (a) | Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons. | None of the Directors, Promoters or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the proposed offer of Equity shares and Warrants. | | | | |
| (b) | Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a Statutory Authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed | There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a Statutory Authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and no direction has been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action. | | | | |
| (c) | Remuneration of directors (during the current year and last three financial years); | | | | | |
| | Sr. No. | Name | Remuneration (Amount in Rs.) | | | |
| | | | Current Year 2019-20 | 2018-19 | 2017-18 | 2016-17 |
| | Nil | Nil | Nil | Nil | Nil | Nil |
| (d) | Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided | The Company has not entered into any related party transactions during the last three financial years immediately preceding the year of circulation of offer letter including with regard to guarantees given or securities provided. | | | | |
| (e) | Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark. | There are no summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter. | | | | |
| (f) | Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also, if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section- wise details thereof for the company and all of its subsidiaries. | No inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter against the company. Further no prosecutions have been filed or fines imposed of offence compounded in the last three years immediately preceding the year of the offer letter. | | | | |
| (g) | Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company. | There are no acts of material frauds committed against the company in the last three years. | | | | |
| 5. FINANCIAL POSITION OF THE COMPANY | | | | | | |
| a. | The Capital Structure of the company in the following manner in a tabular form. | | | | | |

| (i)a. | Type of Capital | Description | Nos. of Securities | Aggregate Nominal Value |
|-------|---|--|---|-------------------------|
| | Authorized | Equity Shares | 35,00,000 Equity shares of Rs.10/- each | Rs. 3,50,00,00/- |
| | Subscribed & Paid up | Equity Shares | 3,50,000 Equity Shares of Rs.10/- each | Rs.35,00,000/- |
| b. | Size of the present offer; | <p>6,83,40,000 Equity Shares and 92,00,000 Warrants, the details of which are as under.</p> <ul style="list-style-type: none"> • 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand Only) fully paid up equity shares on Preferential Allotment basis for consideration other than cash to the non promoter for succession of business from Jaspalsingh P Chandock (Proprietor - Balu India) for discharging the consideration payable to the Vendor / Proposed Allottee for upto the tune of Rs.47,84,00,000/- (Rupees Forty Seven Crores Eighty Four Lakhs only) • 2,05,00,000 Equity Shares at Rs.10/- each aggregating to Rs.20,50,00,000/- are offered to the Non-Promoters (Public Category) for Cash. • 66,00,000 Warrants Convertible in to 66,00,000 Equity Shares of Rs. 10/- each fully paid up aggregating to Rs.6,60,00,000/- are offered to the Non-Promoters (Jaspalsingh P Chandock Proprietor - Balu India) • 26,00,000 Warrants Convertible in to 26,00,000 Equity Shares of Rs. 10/- each fully paid up aggregating Rs. 2,60,00,000/- are offered to the Non-Promoters (Public Category) for Cash. | | |
| c. | Paid up capital :- | | | |
| (A) | After the offer (After allotment of Equity shares) | Rs. 68,69,00,000/- divided in to 6,86,90,000 Equity Shares of Rs. 10/- each. | | |
| (B) | After conversion of convertible instruments (After conversion of Warrants) | Rs. 77,89,00,000/- divided in to 7,78,90,000 Equity Shares of Rs. 10/- each. | | |
| d. | Share premium account (before the offer) | Nil | | |
| | Share premium account (after issue of Shares and Conversion of all Warrants) | Nil | | |
| (ii). | <p>The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration: Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;</p> | | | |

| Sr. No. | Details of Allotment | Date of Allotment | No. of Shares Allotted | Face Value of Shares | Price of Shares | Cumulative capital | Form of Consideration |
|--------------|----------------------|-------------------|------------------------|----------------------|-----------------|--------------------|-----------------------|
| A. | Subscription to MOA | 17.03.1989 | 200 | 10/- | 10/- | 200 | For Cash |
| B. | Preferential issue | 02.08.1991 | 38,500 | 10/- | 10/- | 38,700 | For Cash |
| C. | Preferential issue | 15.10.1991 | 54,800 | 10/- | 10/- | 93,500 | For Cash |
| D. | Preferential issue | 15.04.1994 | 23,500 | 10/- | 10/- | 1,17,000 | For Cash |
| E. | IPO | 13.08.1995 | 33,83,000 | 10/- | 10/- | 35,00,000 | For Cash |
| Total | | | 35,00,000 | 10/- | 10/- | | |

Pursuant to the Hon'ble High Court of judicature at Bombay vide its Order dated 26th day of September, 2014, the existing paid up Equity share capital of the Company be was reduced from Rs. 3,50,00,000/- divided into 35,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up to Rs. 35,00,000/- divided into 3,50,000 Equity Shares of Rs.10/- each and that such reduction was effected by cancelling of 31,50,000 Equity shares of Rs. 10/- each amounting to Rs. 3,15,00,000/- which is lost or un-represented by the available assets i.e. Debit balance in Profit and Loss Account.

| | | | | | |
|---|-----------------------------|----------|------|------|--|
| F | 14.11.2014(after reduction) | 3,50,000 | 10/- | 10/- | |
|---|-----------------------------|----------|------|------|--|

Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

| | | Amount in Lakhs. | | |
|--|--------------------|------------------|----------------|----------------|
| | | March 31, 2020 | March 31, 2019 | March 31, 2018 |
| | Profits before tax | 6.99 | 5.20 | 8.65 |
| | Profit after tax | 4.05 | 18.99 | 6.81 |

| | | |
|----|--|---|
| c. | Dividends declared by the company in respect of the said three Financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid): | |
| | Dividend declared (per share) | NIL |
| | Interest coverage ratio | NIL |
| d. | A summary of the financial position of the company as in the three audited Balance Sheets immediately preceding the date of circulation of offer letter; | As per the table below. |
| e. | Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter; | As per the table below. |
| f. | Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company. | There has been no change in the accounting policies during the last three years and therefore the profits and the reserves of the company remain unchanged. |

A summary of the financial position of the company as in the three audited Balance Sheets immediately preceding the date of circulation of offer letter;

| Particulars | 31st March 2020 | 31st March 2019 | 31st March 2018 |
|---------------------------------------|---------------------|---------------------|---------------------|
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Loans | 10,73,726.00 | -- | -- |
| (b) Other non-current assets | -- | -- | -- |
| (c) Property, plant and equipment | -- | -- | 2,57,845.00 |
| (d) Deferred Tax Asset (Net) | 12,49,269.00 | 14,34,258.00 | |
| Total Non-Current Assets | 23,22,995.00 | 14,34,258.00 | 2,57,845.00 |
| | | | |
| (2) Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Trade receivables | 4,02,940.00 | -- | 14,83,000.00 |
| (ii) Cash and cash equivalents | 12,62,725.18 | 17,41,116.90 | 58,727.90 |
| (b) Other Current assets | 59,100.00 | 50,000.00 | 75,380.80 |
| (c) Current Tax Asset (net) | 94,459.00 | 80,467.00 | 1,18,018.00 |
| Total Current Assets | 18,19,224.18 | 18,71,583.90 | 17,35,126.70 |
| | | | |
| Total Assets | 41,42,219.18 | 33,05,841.90 | 19,92,971.70 |
| | | | |
| EQUITY AND LIABILITIES | | | |
| | | | |
| Equity | | | |
| (a) Equity Share Capital | 35,00,000.00 | 35,00,000.00 | 35,00,000.00 |
| (b) Other Equity | (23,882.42) | (454,642.05) | (2,351,293.30) |
| Total Equity | 34,76,117.58 | 30,45,357.95 | 11,48,706.70 |
| | | | |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| (a) Financial Liabilities | -- | -- | -- |
| (i) Borrowings | -- | -- | 5,00,000.00 |
| (b) Provisions | -- | -- | |
| (c) Deferred tax liabilities (Net) | -- | -- | |
| (d) Non-current tax liabilities (net) | -- | -- | |
| (b) Deferred Tax Liability (net) | -- | -- | 44,407.00 |
| Total non-current liabilities | -- | -- | 544,407.00 |
| | | | |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | -- | -- | -- |
| (i) Borrowings | -- | -- | -- |
| (ii) Trade payables | -- | -- | 4,193.00 |
| (iii) Other financial liabilities | -- | -- | |
| (b) Other current liabilities | 6,66,101.60 | 2,60,483.95 | 295,665.00 |
| (d) Provisions | | | |
| Total current liabilities | 6,66,101.60 | 2,60,483.95 | 299,858.00 |
| Total Equity and Liabilities | 41,42,219.18 | 33,05,841.90 | 19,92,971.70 |

*Statement of Profit and Loss for the last 3 financial year's:

| Particulars | | 31st March, 2020. | 31st March, 2019. | 31st March,2018. |
|-------------|---|-------------------|-------------------|------------------|
| I) | Revenue From Operations | 20,35,500.00 | 18,25,000.00 | 19,96,780.00 |
| II) | Other Income | 77,131.00 | 7,200.00 | 383.80 |
| III) | Total Revenue (I+II) | 21,12,631.00 | 18,32,200.00 | 19,97,163.80 |
| IV) | Expenses : | | | |
| | Cost of Material Consumed | - | - | |
| | Purchase of Stock-in-Trade | - | - | - |
| | Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade. | - | - | - |
| | Employee Benefit expenses | 4,40,996.00 | 2,25,518.00 | 1,30,094.00 |
| | Finance Cost | - | - | - |
| | Depreciation and amortization expenses | - | 7,162.00 | 42,974.00 |
| | Other Expenses | 9,72,333.37 | 10,79,502.75 | 9,59,483.00 |
| | Total Expenses (IV) | 14,13,329.37 | 13,12,182.75 | 11,32,551.00 |
| V) | Profit (Loss) Before exceptional and tax (III-IV) | 6,99,301.63 | 5,20,017.25 | 8,64,612.80 |
| VI) | Exceptional Items | - | - | - |
| VII) | Profit before tax (V-VI) | 6,99,301.63 | 5,20,017.25 | 8,64,612.80 |
| VIII) | Tax Expenses | | | |
| | i) Current Tax | (1,09,091.00) | (1,00,051.00) | 1,64,752.00 |
| | ii) Deferred Tax | (1,84,989.00) | 14,78,665.00 | 19,028.00 |
| | iii) Mat Credit | | - | - |
| IX) | Profit (Loss) from Continuing Operations (VII-VIII) | 4,05,221.63 | 18,98,631.25 | 6,80,832.80 |
| X) | Profit (Loss) from Discontinuing Operations | - | - | - |
| XI) | Tax Expenses for Discontinuing Operations | - | - | - |
| XII) | Profit (Loss) from Discontinuing Operations (After Tax) (X-XI) | - | - | - |
| XIII) | Profit (Loss) for the period (XI+XIV) | 4,05,221.63 | 18,98,631.25 | 6,80,832.80 |
| XIV) | Other Comprehensive income; | | | |
| | A (i) Items that will not be reclassified to profit or loss | - | - | - |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | - | - | - |
| | B(i) Items that will be reclassified to profit or loss | - | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | - | - | - |
| XV) | Total Comprehensive Income for the period (Comprising profit/ (loss) and other Comprehensive Income for the period (XIII-XIV) | 4,05,221.63 | 18,98,631.25 | 6,80,832.80 |
| XVI) | Earnings per Equity Shares | | | |
| | 1) Basic | 1.16 | 5.42 | 1.95 |
| | 2) Diluted | 1.16 | 5.42 | 1.95 |

Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

| PARTICULARS | | 31st March 2020 | 31st March 2019 | 31st March 2018 |
|-------------|---|-----------------------|----------------------|----------------------|
| A | Cash Flow From Operating Activities | | | |
| | Net Profit / (Loss) before tax and Extra Ordinary items | 6,99,301.63 | 5,20,017.25 | 8,64,612.80 |
| | Adjustment for:- | | | |
| | Loss on sale of Fixed Asset | - | 1,50,683.00 | |
| | Depreciation | - | 7,162.00 | 42,974.00 |
| | Interest Income | (77,131.00) | | |
| | OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 6,22,170.63 | 6,77,862.25 | 9,07,586.80 |
| | Movements in Working Capital :- | | | |
| | (Increase)/ decrease Trade and other receivables | (4,02,940.00) | 14,83,000.00 | (10,38,000.00) |
| | Decrease in Deferred tax liabilities | | | |
| | Increase/ (decrease) Trade Payables | - | (4,193.00) | (5,631.00) |
| | Increase/ (decrease) Other Current Liabilities | 4,05,617.65 | (35,181.05) | 94,286.00 |
| | (Increase)/ decrease in Inventories | - | - | |
| | (Increase)/ decrease Others Current Assets | (9,100.00) | 25,380.80 | (25,380.80) |
| | CASH GENERATED FROM OPERATIONS | (6,422.35) | 14,69,006.75 | (9,74,725.80) |
| | Direct Taxes Paid (net of refund) | (94,140.00) | (64,480.00) | (1,62,770.00) |
| | Mat Credit | | - | |
| I | Net Cash Flow From Operating Activities | 5,21,608.28 | 2,082,389.00 | (2,29,909.00) |
| B | CASH FLOW FROM INVESTING ACTIVITIES | | | |
| | Dividend Received | - | - | - |
| | Loan Given / Repayment | (1,000,000.00) | - | - |
| | Sale of Fixed Asset | - | 1,00,000.00 | - |
| II | Net Cash Used In Investing Activities | (1,000,000.00) | 1,00,000.00 | - |
| C | Cash Flow From Financing Activities | | | |
| | Loan taken / Repayment | - | (5,00,000.00) | - |
| | Dividend Paid | - | - | - |
| III | Net Cash Used In Financing Activities | - | (5,00,000.00) | - |
| | NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III) | (4,78,391.72) | 16,82,389.00 | (2,29,909.00) |
| | Add:- Cash & Cash Equivalents As At Beginning | 17,41,116.90 | 58,727.90 | 2,88,636.90 |
| | CLOSING BALANCE OF CASH & CASH EQUIVALENTS (Refer Note 5) | 12,62,725.18 | 17,41,116.90 | 58,727.90 |

PART - B

(To be filed by the Applicant)

| Sr. no. | Particulars | |
|----------------|--|--|
| 1 | Name | |
| 2 | Father's name | |
| 3 | Complete Address including Flat/House Number, Street, Locality, Pin Code | |
| 4 | Phone number, if any | |
| 5 | email ID, if any | |
| 6 | PAN Number | |
| 7 | Bank Account Details | |

Signature/ Authorised Signatory
(Name of the Applicant/ Investor)
Designation:

A DECLARATION BY THE DIRECTORS THAT

- A. The company has complied with the provisions of the Act and the rules made there under;
- B. The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- C. The monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide Resolution Number 4,5,7,8 dated 3rd August, 2020 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been Suppressed or concealed and is as per the original records maintain by the promoters subscribing to the Memorandum of Association and Article of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Date:10.09.2020
Place: Mumbai

Attachments:-

- Copy of Board resolution
- Copy of shareholders resolution
- Extract of Balance Sheet , Profit and Loss Account and Cash Flow statement of last three years

For Amaze Entertech Limited



Yatin Mehta

Yatin Mehta
Managing Director
DIN: 07431944

AMAZE ENTERTECH LIMITED

BALANCE SHEET AS AT 31st March, 2020

(Amount in Rs.)

| Particulars | Notes | As At 31st March 2020 | As At 31st March 2019 |
|--|-------|-----------------------|-----------------------|
| I. Assets | | | |
| (1) Non-Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Loans | 2 | 10,73,726.00 | - |
| (b) Other non-current assets | | - | - |
| (c) Deferred Tax Asset (Net) | 3 | 12,49,269.00 | 14,34,258.00 |
| Total Non-Current Assets | | 23,22,995.00 | 14,34,258.00 |
| (2) Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Trade receivables | 4 | 4,02,940.00 | - |
| (ii) Cash and cash equivalents | 5 | 12,62,725.18 | 17,41,116.90 |
| (b) Other Current assets | 6 | 59,100.00 | 50,000.00 |
| (c) Current Tax Asset (net) | 7 | 94,459.00 | 80,467.00 |
| Total Current Assets | | 18,19,224.18 | 18,71,583.90 |
| Total Assets | | 41,42,219.18 | 33,05,841.90 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 8 | 35,00,000.00 | 35,00,000.00 |
| (b) Other Equity | 9 | (23,882.42) | (4,54,642.05) |
| Total Equity | | 34,76,117.58 | 30,45,357.95 |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| Total non-current liabilities | | - | - |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | | - | - |
| (b) Other current liabilities | 10 | 6,66,101.60 | 2,60,483.95 |
| Total current liabilities | | 6,66,101.60 | 2,60,483.95 |
| Total Equity and Liabilities | | 41,42,219.18 | 33,05,841.90 |
| Summary of significant accounting policies | 1 | - | - |
| Notes to accounts | | | |

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Koshal & Associates
Chartered Accountants
Firm number: 121233W

For and on behalf of the Board
AMAZE ENTERTECH LIMITED

Sd/-

Proprietor: Koshal Maheshwari
Membership No. 043746
Place: Mumbai
Date : 22.06.2020

Sd/-

(Mitesh Dani)
Director & C F O
DIN : 03327315

Sd/-

(Yatin Mehta)
Managing Director
DIN : 07431944

Sd/-

(Aakash Joshi)
Company Secretary

AMAZE ENTERTECH LIMITED

Statement Of Profit and Loss for the Year Ended 31st March, 2020

(Amount in Rs.)

| Particulars | | Note No. | For the year ended 31st March, 2020 | For the year ended 31st March, 2019 |
|-------------|---|----------|--|--|
| I) | Revenue From Operations | 11 | 20,35,500.00 | 18,25,000.00 |
| II) | Other Income | 12 | 77,131.00 | 7,200.00 |
| III) | Total Revenue (I+II) | | 21,12,631.00 | 18,32,200.00 |
| IV) | Expenses : | | | |
| | Cost of Material Consumed | | - | - |
| | Purchase of Stock-in-Trade | | - | - |
| | Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade | | - | - |
| | Employee Benefit expenses | 13 | 4,40,996.00 | 2,25,518.00 |
| | Depreciation and amortization expenses | | - | 7,162.00 |
| | Other Expenses | 14 | 9,72,333.37 | 10,79,502.75 |
| | Total Expenses (IV) | | 14,13,329.37 | 13,12,182.75 |
| V) | Profit (Loss) Before exceptional and tax (III-IV) | | 6,99,301.63 | 5,20,017.25 |
| VI) | Exceptional Items | | - | - |
| VII) | Profit before tax (V-VI) | | 6,99,301.63 | 5,20,017.25 |
| VIII) | Tax Expenses | | | |
| | i) Current Tax | | (1,09,091.00) | (1,00,051.00) |
| | ii) Deferred Tax | | (1,84,989.00) | 14,78,665.00 |
| | iii) Mat Credit | | - | - |
| IX) | Profit (Loss) from Continuing Operations (VII-VIII) | | 4,05,221.63 | 18,98,631.25 |
| X) | Profit (Loss) from Discontinuing Operations | | - | - |
| XI) | Tax Expenses for Discontinuing Operations | | - | - |
| XII) | Profit (Loss) from Discontinuing Operations (After Tax) (X-XI) | | - | - |
| XIII) | Profit (Loss) for the period (XI+XIV) | | 4,05,221.63 | 18,98,631.25 |
| XIV) | Other Comprehensive income; | | | |
| | A (i) Items that will not be reclassified to profit or loss | | - | - |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| XV) | Total Comprehensive Income for the period (Comprising profit/ (loss) and other Comprehensive Income for the period (XIII-XIV) | | 4,05,221.63 | 18,98,631.25 |
| XVI) | Earnings per Equity Shares | 15 | | |
| | 1) Basic | | 1.16 | 5.42 |
| | 2) Diluted | | 1.16 | 5.42 |
| | Summary of significant accounting policies Notes to accounts | 1 | | |

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Koshal & Associates
Chartered Accountants
Firm number: 121233W

For and on behalf of the Board
AMAZE ENTERTECH LIMITED

Sd/-
Proprietor: Koshal Maheshwari
Membership No. 043746
Place: Mumbai
Date : 22.06.2020

Sd/-
(Mitesh Dani)
Director & C F O
DIN : 03327315

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

Sd/-
(Aakash Joshi)
Company Secretary

AMAZE ENTERTECH LIMITED

Cash Flow Statement for the year ended March 31, 2020

(Amount in Rs.)

| PARTICULARS | For the Year Ended 31st March 2020 | For the Year Ended 31st March 2019 |
|---|---------------------------------------|---------------------------------------|
| A | | |
| <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| Net Profit /(Loss) before tax and Extra Ordinary items | 6,99,301.63 | 5,20,017.25 |
| <u>Adjustment for:-</u> | | |
| <u>Loss on sale of Fixed Asset</u> | - | 1,50,683.00 |
| Depriciation | - | 7,162.00 |
| Interest Income | (77,131.00) | |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 6,22,170.63 | 6,77,862.25 |
| <u>Movements in Working Capital :-</u> | | |
| (Increase)/decrease Trade and other receivables | (4,02,940.00) | 14,83,000.00 |
| Increase/(decrease) Trade Payables | - | (4,193.00) |
| Increase/(decrease) Other Current Liabilities | 4,05,617.65 | (35,181.05) |
| (Increase)/decrease Others Current Assets | (9,100.00) | 25,380.80 |
| CASH GENERATED FROM OPERATIONS | (6,422.35) | 14,69,006.75 |
| Direct Taxes Paid (net of refund) | (94,140.00) | (64,480.00) |
| Mat Credit | | - |
| I NET CASH FLOW FROM OPERATING ACTIVITIES | 5,21,608.28 | 20,82,389.00 |
| B | | |
| <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| Loan Given / Repayment | (10,00,000.00) | - |
| Sale of Fixed Asset | - | 1,00,000.00 |
| II NET CASH USED IN INVESTING ACTIVITIES | (10,00,000.00) | 1,00,000.00 |
| C | | |
| <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| Loan taken / Repayment | - | (5,00,000.00) |
| III NET CASH USED IN FINANCING ACTIVITIES | - | (5,00,000.00) |
| NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III) | (4,78,391.72) | 16,82,389.00 |
| Add:- CASH & CASH EQUIVALENTS AS AT BEGINNING | 17,41,116.90 | 58,727.90 |
| CLOSING BALANCE OF CASH & CASH EQUIVALENTS (Refer Note 5) | 12,62,725.18 | 17,41,116.90 |
| | - | - |

For Koshal & Associates
Chartered Accountants
Firm number: 121233W

For and on behalf of the Board
AMAZE ENTERTECH LIMITED

Sd/-
Proprietor: Koshal Maheshwari

Membership No. 043746
Place: Mumbai
Date : 22.06.2020

Sd/-
(Mitesh Dani)
Director & C F O
DIN : 03327315

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

Sd/-
(Aakash Joshi)
Company Secretary

AMAZE ENTERTECH LIMITED
BALANCE SHEET AS AT 31st March, 2019

| Particulars | Notes | As At 31st March 2019 | As At 31st March 2018 |
|--------------------------------------|-------|-----------------------|-----------------------|
| I.Assets | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 2 | - | 2,57,845.00 |
| (b) Deferred Tax Asset (Net) | 3 | 14,34,258.00 | - |
| Total Non-Current Assets | | 14,34,258.00 | 2,57,845.00 |
| (2) Current assets | | | |
| (a) Financial assets | | | |
| (i) Trade receivables | 4 | - | 14,83,000.00 |
| (ii) Cash and cash equivalents | 5 | 17,41,116.90 | 58,727.90 |
| (b) Other Current assets | 6 | 50,000.00 | 75,380.80 |
| (c) Current tax Asset | 7 | 2,80,569.00 | 1,18,018.00 |
| Total Current Assets | | 20,71,685.90 | 17,35,126.70 |
| Total Assets | | 35,05,943.90 | 19,92,971.70 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 8 | 35,00,000.00 | 35,00,000.00 |
| (b) Other Equity | 9 | (4,54,641.83) | (23,51,293.30) |
| Total Equity | | 30,45,358.17 | 11,48,706.70 |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 10 | - | 5,00,000.00 |
| (b) Deferred Tax Liability (net) | | - | 44,407.00 |
| Total non-current liabilities | | - | 5,44,407.00 |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | | |
| (ii) Trade payables | 11 | - | 4,193.00 |
| (iii) Other financial liabilities | | | |
| (b) Other current liabilities | 12 | 2,60,483.73 | 2,95,665.00 |
| Total current liabilities | | 2,60,483.73 | 2,99,858.00 |
| Total Equity and Liabilities | | 33,05,841.90 | 19,92,971.70 |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2019

Sd/-

(Mitesh Dani)

C F O & Director

DIN : 03327315

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

Leena Kumawat

Company Secretary

For and on behalf of the Board

AMAZE ENTERTECH LIMITED

AMAZE ENTERTECH LIMITED
Statement Of Profit and Loss for the Year Ended 31st March, 2019

(Amount in Rs.)

| Particulars | Note No. | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|---|----------|--|--|
| I) Revenue From Operations | 13 | 18,25,000 | 19,96,780 |
| II) Other Income | 14 | 7,200 | 384 |
| III) Total Revenue (I+II) | | 18,32,200 | 19,97,164 |
| IV) Expenses : | | | |
| Cost of Material Consumed | | - | - |
| Purchase of Stock-in-Trade | | - | - |
| Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade | | - | - |
| Employee Benefit expenses | 15 | 2,25,518 | 1,30,094 |
| Finance Cost | | - | - |
| Depreciation and amortization Expenses | 2 | 7,162 | 42,974 |
| Other Expenses | 16 | 10,79,503 | 9,59,483 |
| Total Expenses (IV) | | 13,12,183 | 11,32,551 |
| V) Profit (Loss) Before exceptional and tax (III-IV) | | 5,20,017 | 8,64,613 |
| VI) Exceptional Items | | - | - |
| VII) Profit before tax (V-VI) | | 5,20,017 | 8,64,613 |
| VIII) Tax Expenses | | | |
| i) Current Tax | | (1,00,051) | 1,64,752 |
| ii) Deferred Tax | | 14,78,665 | 19,028 |
| iii) Mat Credit | | - | - |
| IX) Profit (Loss) from Continuing Operations (VII-VIII) | | 18,98,631 | 6,80,833 |
| X) Profit (Loss) from Discontinuing Operations | | - | - |
| XI) Tax Expenses for Discontinuing Operations | | - | - |
| XII) Profit (Loss) from Discontinuing Operations (After Tax) (X-XI) | | - | - |
| XIII) Profit (Loss) for the period (XI+XIV) | | 18,98,631 | 6,80,833 |
| XIV) Other Comprehensive income; | | | |
| A (i) Items that will not be reclassified to profit or loss | | - | - |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| XV) Total Comprehensive Income for the period (Comprising profit/ (loss) and other Comprehensive Income for the period (XIII-XIV) | | 18,98,631 | 6,80,833 |
| XVI) Earnings per Equity Shares | 17 | | |
| 1) Basic | | 5.42 | 1.95 |
| 2) Diluted | | 5.42 | 1.95 |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2019

Sd/-

(Mitesh Dani)

C F O & Director

DIN : 03327315

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

Leena Kumawat

Company Secretary

For and on behalf of the Board

AMAZE ENTERTECH LIMITED

AMAZE ENTERTECH LIMITED
Statement Cash Flow For The Year Ended 31st March, 2019

(Amount in Rs)

| PARTICULARS | For the Year Ended 31st March 2019 | For the Year Ended 31st March 2018 |
|---|--|---------------------------------------|
| | (Rupees) | (Rupees) |
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit /(Loss) before tax and Extra Ordinary items | 5,20,017 | 8,64,612.80 |
| Adjustment for:- | | |
| Loss on sale of Fixed Asset | 1,50,683 | - |
| Depreciation | 7,162 | 42,974.00 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 6,77,862 | 9,07,586.80 |
| Adjustment for:- | | |
| (Increase)/decrease Trade and other receivables | 14,83,000 | (10,38,000.00) |
| Increase/(decrease) Trade Payables | (4,193) | (5,631.00) |
| Increase/(decrease) Other current Liabilities | (35,181) | 94,286.00 |
| (Increase)/decrease Others Current Assets | 25,381 | (25,380.80) |
| CASH GENERATED FROM OPERATIONS | 14,69,007 | (9,74,725.80) |
| Direct Taxes Paid | (64,480) | (1,62,770.00) |
| Mat Credit | - | - |
| I NET CASH FLOW FROM OPERATING ACTIVITIES | 20,82,389 | (2,29,909.00) |
| B CASH FLOW FROM INVESTING ACTIVITIES | - | - |
| Sale of Fixed Asset | 1,00,000 | |
| II NET CASH USED IN INVESTING ACTIVITIES | 1,00,000 | - |
| C CASH FLOW FROM FINANCING ACTIVITIES | | |
| Loan taken / Repayment | (5,00,000) | - |
| III NET CASH USED IN FINANCING ACTIVITIES | (5,00,000) | - |
| NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III) | 16,82,389 | (2,29,909.00) |
| Add:- CASH & CASH EQUIVALENTS AS AT BEGINNING | 58,728 | 2,88,636.90 |
| CLOSING BALANCE OF CASH & CASH EQUIVALENTS (Refer Note 6) | 17,41,117 | 58,727.90 |
| | - | - |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2019

Sd/-

(Mitesh Dani)

C F O & Director

DIN : 03327315

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

Leena Kumawat

Company Secretary

For and on behalf of the Board

AMAZE ENTERTECH LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount In Rs)

| Particulars | Notes | As At 31st March 2018 | As At 31st March 2017 |
|--|-------|-----------------------|-----------------------|
| I. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 2,57,845.00 | 3,00,819.00 |
| Total Non-Current Assets | | 2,57,845.00 | 3,00,819.00 |
| (2) Current assets | | | |
| (a) Financial assets | | | |
| (i) Trade receivables | 3 | 14,83,000.00 | 4,45,000.00 |
| (ii) Cash and cash equivalents | 4 | 58,727.90 | 2,88,636.90 |
| (b) Other Current assets | 5 | 75,380.80 | 50,000.00 |
| (c) Current tax Asset | 6 | 1,18,018.00 | 1,59,065.00 |
| Total Current Assets | | 17,35,126.70 | 9,42,701.90 |
| Total Assets | | 19,92,971.70 | 12,43,520.90 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 7 | 35,00,000.00 | 35,00,000.00 |
| (b) Other Equity | 8 | (23,51,293.30) | (29,93,061.10) |
| Total Equity | | 11,48,706.70 | 5,06,938.90 |
| Liabilities | | | |
| (1) Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 9 | 5,00,000.00 | 5,00,000.00 |
| (b) Deferred Tax Liability (net) | | 44,407.00 | 25,379.00 |
| Total non-current liabilities | | 5,44,407.00 | 5,25,379.00 |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | | |
| (ii) Trade payables | 10 | 4,193.00 | 9,824.00 |
| (iii) Other financial liabilities | | | |
| (b) Other current liabilities | 11 | 2,95,665.00 | 2,01,379.00 |
| Total current liabilities | | 2,99,858.00 | 2,11,203.00 |
| Total Equity and Liabilities | | 19,92,971.70 | 12,43,520.90 |
| Summary of significant accounting policies | 1 | | |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

For and on behalf of the Board

AMAZE ENTERTECH LIMITED

(Formerly Bell Agro Machina Limited)

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2018

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

(Mitesh Dani)

Director & C F O

DIN : 03327315

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount In Rs)

| Particulars | | Note No. | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|-------------|---|----------|-------------------------------------|-------------------------------------|
| I) | Revenue From Operations | 12 | 19,96,780 | 12,00,000 |
| II) | Other Income | 13 | 384 | 7,57,700 |
| III) | Total Revenue (I+II) | | 19,97,164 | 19,57,700 |
| IV) | Expenses : | | | |
| | Cost of Material Consumed | | | |
| | Purchase of Stock-in-Trade | 14 | - | - |
| | Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade | | - | - |
| | Employee Benefit expenses | 15 | 1,30,094 | 2,31,522 |
| | Finance Cost | | - | - |
| | Depreciation and amortization Expenses | | 42,974 | 42,974 |
| | Other Expenses | 16 | 9,59,483 | 13,65,168 |
| | Total Expenses (IV) | | 11,32,551 | 16,39,664 |
| V) | Profit (Loss) Before exceptional and tax (III-IV) | | 8,64,613 | 3,18,037 |
| VI) | Exceptional Items | | - | - |
| VII) | Profit before tax (V-VI) | | 8,64,613 | 3,18,037 |
| VIII) | Tax Expenses | | | |
| | i) Current Tax | | 1,64,752 | - |
| | ii) Deferred Tax | | 19,028 | (1,159) |
| | iii) Mat Credit | | | (29,198) |
| IX) | Profit (Loss) from Continuing Operations (VII-VIII) | | 6,80,833 | 3,48,394 |
| XIII) | Profit (Loss) for the period (XI+XIV) | | 6,80,833 | 3,48,394 |
| XIV) | Other Comprehensive income; | | | |
| | A (i) Items that will not be reclassified to profit or loss | | - | - |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| XV) | Total Comprehensive Income for the period (Comprising profit/ (loss) and other Comprehensive Income for the period (XIII-XIV) | | 6,80,833 | 3,48,394 |
| XVI) | Earnings per Equity Shares | 17 | | |
| | 1) Basic | | 1.95 | 1.00 |
| | 2) Diluted | | 1.95 | 1.00 |
| | Summary of significant accounting policies | 1 | | |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

For and on behalf of the Board

AMAZE ENTERTECH LIMITED

(Formerly Bell Agro Machina Limited)

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2018

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

(Mitesh Dani)

C F O & Director

DIN : 03327315

STATEMENT CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount In Rs)

| PARTICULARS | | For the Year Ended 31st March 2018 | For the Year Ended 31st March 2017 |
|-------------|---|---------------------------------------|---------------------------------------|
| A | <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| | Net Profit / (Loss) before tax and Extra Ordinary items | 8,64,613 | 3,18,037 |
| | <u>Adjustment for:-</u> | | |
| | Depreciation | 42,974 | 42,974 |
| | OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 9,07,587 | 3,61,010 |
| | <u>Adjustment for:-</u> | | |
| | (Increase)/decrease Trade and other receivables | (10,38,000) | (4,45,000) |
| | Increase/(decrease) Trade Payables | (5,631) | 13,658 |
| | Increase/(decrease) Other current Liabilities | 94,286 | 1,16,597 |
| | (Increase)/decrease Others Current Assets | (25,381) | (1,39,198) |
| | CASH GENERATED FROM OPERATIONS | (9,74,726) | (4,53,943) |
| | Direct Taxes Paid | (1,62,770) | - |
| | Mat Credit | - | 29,198 |
| I | NET CASH FLOW FROM OPERATING ACTIVITIES | (2,29,909) | (63,735) |
| B | <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | - | - |
| II | NET CASH USED IN INVESTING ACTIVITIES | - | - |
| C | <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| | Loan taken / Repayment | - | (10,500) |
| III | NET CASH USED IN FINANCING ACTIVITIES | - | (10,500) |
| | NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III) | (2,29,909) | (74,235) |
| | <u>Add:- CASH & CASH EQUIVALENTS AS AT BEGNNING</u> | <u>2,88,637</u> | 3,62,872 |
| | CLOSING BALANCE OF CASH & CASH EQUIVALENTS (Refer Note 6) | 58,728 | 2,88,637 |

Notes to accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates

Chartered Accountants

Firm number: 121233W

For and on behalf of the Board
AMAZE ENTERTECH LIMITED
 (Formerly Bell Agro Machina Limited)

Sd/-

Proprietor: Koshal Maheshwari

Membership No. 043746

Place: Mumbai

Date : 28.05.2018

Sd/-

(Yatin Mehta)

Managing Director

DIN : 07431944

Sd/-

(Mitesh Dani)

C F O & Director

DIN : 03327315

| LIST OF ALLOTEES FOR SHARES | |
|------------------------------------|---|
| Sr No | NAME |
| 1 | JASPALSINGH P CHANDOCK |
| 2 | NOMISMA INVESTMENT OPPORTUNITIES FUND 1(NOW KNOWN AS TANO INVESTMENT OPPORTUNITIES FUND) |
| 3 | DHRUVIL NIMESH JOSHI |
| 4 | HITESH NATWARLAL KAWA |
| 5 | REENA KAUSHAL GOHIL |
| 6 | RASHMI NIMESH JOSHI |
| 7 | YOGESHKUMAR R SANGHAVI |
| 8 | HERMES CORPORATE ADVISORY PVT LTD |
| 9 | POONAM NARENDRA SOLANKI |
| 10 | SHIVANGI SINHA |
| 11 | JITENDRA RASIKLAL SANGHAVI |
| 12 | MANUSMRUTI TRADING PRIVATE LIMITED |
| 13 | URVI KIRAN JOSHI |
| 14 | BHAVI JITENDRA SANGHAVI |
| 15 | MUKESH CHATRABHUJ SAMPAT |
| 16 | SANJAY RAMESH BADIANI |
| 17 | MAYANK SINHA |
| 18 | NODRAT HADIAWALA |
| 19 | RASIKLAL PREMJI SANGHAVI |
| 20 | SUSHILA RASIKLAL SANGHAVI |
| 21 | BHARAT ISHWARLAL THAKKAR |
| 22 | AHMED SARFRAZ KHAN |
| 23 | SYED WAJID ALI |
| 24 | JITENDRA R SANGHAVI (HUF) |
| 25 | MANISH UPENDRA SHANGHVI |
| 26 | AJAY SHAH |
| 27 | BHARAT ISHWERLAL THAKKAR (HUF) |
| 28 | CHANDRAKANT JIVANLAL LAKHANI |
| 29 | GEETA CHANDRAKANT LAKHANI |
| 30 | SANGITHA SUNIL |
| 31 | SANGITA BHARAT THAKKAR |
| 32 | MOHIT S KANKARIA |
| 33 | BHIKAMCHAND RAJESH HUF |
| 34 | HAJI MOOHAMED HAROON NATHANI |
| 35 | KUNAL HARESH MEHTA |
| 36 | AJIT SRICHAND AILANI |
| 37 | SAHIL BHARAT THAKKAR |
| 38 | PREM SUNILBHAI BHINDI |
| 39 | PRIYANSHU SUNILBHAI BHINDI |

| | |
|----|---------------------------------|
| 40 | BIJAL KAUSHIK GANDHI |
| 41 | KAUSHIK HASMUKHLAL GANDHI |
| 42 | RUPAL AJAY SHAH |
| 43 | BRAMESH BHANDARI |
| 44 | MANSA CHORDIA |
| 45 | CHINTAN AJAY SHAH |
| 46 | MANTHAN AJAY SHAH |
| 47 | KHYATI HOZEFA NALWALA |
| 48 | ANJU DHAR |
| 49 | ABDUL RASHID VALIMOHAMMAD |
| 50 | MANISH R SHAH |
| 51 | SHARDINDU VAJPAYEE |
| 52 | CHETAN VIRINDER MEHRA |
| 53 | PANKAJ GANJOO |
| 54 | JAYESH SHESHMAL RAWAL |
| 55 | VISHESH MAHESH NIHALANI |
| 56 | GAUTAM VINAY KALE |
| 57 | KIRTI HARSUKH MEHTA |
| 58 | LAKSHMI DEVI KRISHNAMURTHY |
| 59 | KETAN ISHWERLAL THAKKAR HUF |
| 60 | RANJAN I THAKKAR |
| 61 | NIMESHKUMAR BABUBHAI PATEL |
| 62 | JAYESH SURESHCHANDRA SHETH |
| 63 | LALIT BHANWARLAL JOGANI |
| 64 | NARPAT KUMAR |
| 65 | AARTI MANGAL |
| 66 | HEMANT J JHAVERI |
| 67 | NITIN CHUNILAL MEHTA |
| 68 | PRITI PARESH MODY |
| 69 | ANURAG GAJANAND KHEMUKA |
| 70 | DEEPAK JIVRAJBHAI PATEL |
| 71 | NEELAM KANTILAL PATEL |
| 72 | VISHAL LADHARAM JAISINGH |
| 73 | GHANSHYAMDAS DAULAL AGRAWAL |
| 74 | ASHOK KEWALRAM THAWRANI |
| 75 | MUDER H LOKHANDWALA |
| 76 | SUMIT KUMAR GUPTA |
| 77 | NIZAMUDDIN R SIDDIQUI |
| 78 | VAIBHAV VIPUL THAKKAR |
| 79 | PRAFULCHANDRA YASHVANTRAY MEHTA |
| 80 | MANISH JITENDRAKUMAR SHAH |
| 81 | NIRAV G KHANDHEDIYA |
| 82 | SIDDHARTH DHIRAJ KORIA |
| 83 | ISHITA KETAN THAKKAR |

LIST OF ALLOTES FOR WARRANTS

| Sr No | Name |
|--------------|-------------------------------------|
| 1 | JASPALSINGH P CHANDOCK |
| 2 | HERMES CORPORATE ADVISORY PVT LTD |
| 3 | BIRTHSTONE CAPITAL ADVISORS PVT LTD |
| 4 | RASHMI NIMESH JOSHI |
| 5 | NATWARLAL KESHAVJIBHAI KAWA |

AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 03RD AUGUST, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 156 FIRST FLOOR, RAGHULEELA MEGA MALL, POISUR GYMKHANA ROAD, KANDIVALI WEST, MUMBAI - 400067 AT 10.00 A.M.

ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTER FOR SUCCESSION OF BUSINESS FROM JASPALSINGH P CHANDOCK (PROPRIETOR - BALU INDIA)

"RESOLVED THAT pursuant to the provisions of Section 23,42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**") and subject to approval of shareholders and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("**SEBI**"), the Government of India, MCA, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of the Business Succession Agreement (the "**BSA**") dated 3rd August,



2020 entered into with the Vendor / Proposed Allottee Mr. JaspalSingh P Chandock (Proprietor - Balu India) as mentioned in the Explanatory Statement annexed hereunto, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 4,78,40,000(Four Crore Seventy Eight Lakhs Forty Thousand) fully paid-up Equity Shares of Rs.10/- each of the Company, at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for consideration other than cash (i.e. in lieu of succession of business including assets and liabilities of Balu India proposed to be succeeded /acquired through BSA by way of succession as per the provisions Section 47 (xiv) and other applicable provisions of Income Tax Act, 1961) for discharging the consideration payable to the Vendor / Proposed Allottee for upto the tune of Rs.47,84,00,000/- (Rupees Forty Seven Crores Eighty Four Lakhs only) under Non Promoter category by way of Preferential Allotment in one or more tranches to the Vendor / Proposed Allottee as mentioned in the Explanatory Statement annexed hereunto to this Notice, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August,2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- iv. The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.



- v. The equity shares issued to the Proposed Allottee shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi
Company Secretary & Compliance Officer
Place: Mumbai
Date :- 13.08.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 03RD AUGUST, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 156 FIRST FLOOR, RAGHULEELA MEGA MALL, POISUR GYMKHANA ROAD, KANDIVALI WEST, MUMBAI - 400067 AT 10.00 A.M.

ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTER (JASPALSINGH P CHANDOCK - PROPRIETOR OF BALU INDIA)

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("**SEBI**"), the Government of India, MCA, etc.), if any and subject to approval of shareholders and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create,



offer, issue and allot, in one or more tranches, upto 66,00,000 (Sixty Six Lakhs) warrants convertible into 66,00,000 (Sixty Six Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches to Jaspalsingh P Chandock, (Proprietor of Balu India) under the Non Promoter – Public category on a preferential basis for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of warrants is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”
- ii. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Board may allot 66,00,000 (Sixty Six Lakhs) warrants at a price of Rs.10/- per warrant aggregating to Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each per Equity share of the Company for cash at par against each warrant”.
- iv. The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- v. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his bank accounts;
- vi. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.
- vii. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- viii. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity



shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.

- ix. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.
- x. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- xi. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- xii. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- xiii. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.
- xiv. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xv. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock



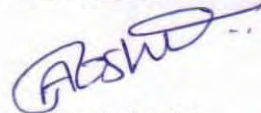
exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 13.08.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai – 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 03RD AUGUST, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 156 FIRST FLOOR, RAGHULEELA MEGA MALL, POISUR GYMKHANA ROAD, KANDIVALI WEST, MUMBAI - 400067 AT 10.00 A.M.

ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS (PUBLIC CATEGORY)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations"), and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required,



as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, MCA, RBI etc.) if any and subject to approval of shareholders and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 2,05,00,000(Two Crores Five Lakhs) fully paid-up Equity Shares of Rs.10/- each of the Company, for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the proposed allottees under Non Promoter category(Public)as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration on or before the date of allotment thereof;
- iv. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- v. Allotment of equity shares shall only be made in dematerialized form.
- vi. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.



- vii. The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- viii. The equity shares issued to the Proposed Allotee shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

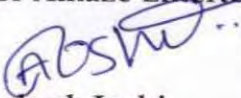
RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited


Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 13.08.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 03RD AUGUST, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 156 FIRST FLOOR, RAGHULEELA MEGA MALL, POISUR GYMKHANA ROAD, KANDIVALI WEST, MUMBAI - 400067 AT 10.00 A.M.

ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS - PUBLIC CATEGORY FOR CASH

RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, as



may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, RBI, MCA etc.) if any and subject to approval of shareholders and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 26,00,000 (Twenty Six Lakhs) warrants convertible into 26,00,000 (Twenty Six Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches to the proposed allottees under Non Promoter category (Public) for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of warrants is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Board may allot 26,00,000 (Twenty Six Lakhs) warrants at a price of Rs.10/- per warrant aggregating to Rs. 2,60,00,000/- (Rupees Two Crores Sixty Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each per Equity share of the Company for cash at par against each warrant".
- iv. The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- v. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;



- vi. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.
- vii. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- viii. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- ix. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.
- x. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- xi. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- xii. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- xiii. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.
- xiv. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xv. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special



Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 13.08.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
THE COMPANY THROUGH POSTAL BALLOT CONDUCTED PURSUANT TO
SECTION 110 OF THE COMPANIES ACT, 2013 ON 09TH SEPTEMBER, 2020

**ITEM No. 4: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT
BASIS TO THE NON PROMOTER FOR SUCCESSION OF BUSINESS FROM
JASPALSINGH P CHANDOCK (PROPRIETOR - BALU INDIA)**

"RESOLVED THAT pursuant to the provisions of Section 23,42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("**SEBI**"), the Government of India, MCA, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of the Business Succession Agreement (the "**BSA**") dated 3rd August, 2020 entered into with the Vendor / Proposed Allottee Mr. Jaspal Singh P Chandock (Proprietor - Balu India) as mentioned in the Explanatory Statement annexed hereunto, the consent, authority and approval of the Members of the Company be and is



hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand) fully paid-up Equity Shares of Rs.10/- each of the Company, at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for consideration other than cash (i.e. in lieu of succession of business including assets and liabilities of Balu India proposed to be succeeded /acquired through BSA by way of succession as per the provisions Section 47 (xiv) and other applicable provisions of Income Tax Act, 1961) for discharging the consideration payable to the Vendor / Proposed Allottee for upto the tune of Rs.47,84,00,000/- (Rupees Forty Seven Crores Eighty Four Lakhs only) under Non Promoter category by way of Preferential Allotment in one or more tranches to the Vendor / Proposed Allottee as mentioned in the Explanatory Statement annexed hereunto to this Notice, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- iv. The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- v. The equity shares issued to the Proposed Allottee shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with

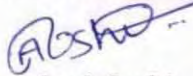


the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited


Aakash Joshi
Company Secretary & Compliance Officer
Place: Mumbai
Date :- 10.09.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON 09TH SEPTEMBER, 2020

ITEM No. 5: ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTER (JASPALSINGH P CHANDOCK - PROPRIETOR OF BALU INDIA)

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations") and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, MCA, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches,



upto 66,00,000 (Sixty Six Lakhs) warrants convertible into 66,00,000 (Sixty Six Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches to Jaspalsingh P Chandock, (Proprietor of Balu India) under the Non Promoter - Public category on a preferential basis for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of warrants is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Board may allot 66,00,000 (Sixty Six Lakhs) warrants at a price of Rs.10/- per warrant aggregating to Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each per Equity share of the Company for cash at par against each warrant".
- iv. The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- v. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his bank accounts;
- vi. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.
- vii. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- viii. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity



shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.

- ix. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.
- x. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- xi. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- xii. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- xiii. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.
- xiv. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xv. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue /



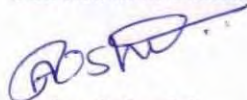
offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai – 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
THE COMPANY THROUGH POSTAL BALLOT CONDUCTED PURSUANT TO
SECTION 110 OF THE COMPANIES ACT, 2013 ON 09TH SEPTEMBER, 2020

**ITEM NO.7: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT
BASIS TO THE NON PROMOTERS (PUBLIC CATEGORY)**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations"), and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, MCA, RBI etc.) if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter



referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 2,05,00,000(Two Crores Five Lakhs) fully paid-up Equity Shares of Rs.10/- each of the Company, for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the proposed allottees under Non Promoter category(Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration on or before the date of allotment thereof;
- iv. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- v. Allotment of equity shares shall only be made in dematerialized form.
- vi. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.



- vii. The Equity shares to be allotted to the Non Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- viii. The equity shares issued to the Proposed Allottee shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

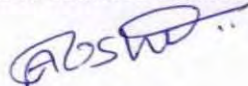
RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi
Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



AMAZE ENTERTECH LIMITED

CIN: L72100MH1989PLC255933

Regd. Office: 156 First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road,
Kandivali (West), Mumbai - 400 067

Website: www.amazeentertechlimited.com, Email Id: amazeentertech@gmail.com, (M):-86550 75578

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THE COMPANY THROUGH POSTAL BALLOT CONDUCTED PURSUANT TO
SECTION 110 OF THE COMPANIES ACT, 2013 ON 09TH SEPTEMBER, 2020**

**ITEM NO. 8: ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS
TO THE NON PROMOTERS - PUBLIC CATEGORY FOR CASH**

RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("**SEBI**"), the Government of India, RBI, MCA etc.) if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any



committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 26,00,000 (Twenty Six Lakhs) warrants convertible into 26,00,000 (Twenty Six Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches to the proposed allottees under Non Promoter category (Public) for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of warrants is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”
- ii. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Board may allot 26,00,000 (Twenty Six Lakhs) warrants at a price of Rs.10/- per warrant aggregating to Rs. 2,60,00,000/- (Rupees Two Crores Sixty Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each per Equity share of the Company for cash at par against each warrant”.
- iv. The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- v. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- vi. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.



- vii. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- viii. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- ix. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.
- x. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- xi. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- xii. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- xiii. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.
- xiv. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xv. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.



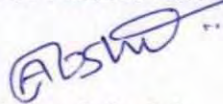
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *paripassu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



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

ITEM NO. 4

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 3rd August, 2020.

The Company is engaged in the business of buying, selling or dealing in online applications, software for entertainment for all age groups and to carry on the business of Information Technology (IT) Software Development, IT Projects, Data Base Administration in India and abroad and to carry on all types of entertainments including business of providing, editing, mixing and as also the equipments and software related thereto for the business of production house and such other incidental/auxiliary activities as may be necessary in connection with making of TV serials, webfilms, telefilms, movies and organizing & management of events, online promotion of events, marketing and sales by using latest technologies and such other ancillary and incidental work to attainment of the above objects or such other businesses.

The company has a strategic vision of expansion and to achieve the same the Board of Directors of the Company, at its meeting held on Monday, the 3rd August, 2020, has considered the proposal of Business expansion, through succession of Assets/ Business of the Vendor /Proposed Allottee as mentioned herein below, which is engaged in the business of manufacturing crankshafts since its inception in 1990 and manufactures a large range of applications namely for Automotive, Two Wheeler, High Performance On Road/Off Road, Agricultural, Marine, Industrial, Railway, Defense, Oil & Gas applications.

This is the new line of business/ portfolio in which the company wishes to embark upon the same. It was further proposed by the Board, that the said succession be made as per the provisions of the Income Tax Act, 1961 wherein the Assets/Business of the Vendor / Proposed Allottee is succeeded for a consideration on a going concern basis.

The accounts of the company (Amaze) will reflect the turnover, profit / loss, assets and liabilities of Balu India (Proprietor Jaspalsingh P Chandock) which will show a spike in these numbers of the company.



As per the terms of the Business Succession Agreement dated 3rd August, 2020 entered into with the Vendor /Proposed Allottee Mr. Jaspalsingh P Chandock(Proprietor - Balu India) for succession of Assets/Business, the consideration for such succession has been arrived at Rs.47,84,00,000/(Rupees Forty Seven Crores Eighty Four Lakhs only) and such consideration was agreed to be discharged by the Company by way of offer, issue and allotment of fully paid up Equity Shares on Preferential Issue in terms of Chapter V of the SEBI (ICDR) Regulations.

It is proposed to issue 4,78,40,000 Equity Shares by the Company to the Vendor / Proposed Allottee (i.e. determined by dividing the total issue size (being Rs. 47,84,00,000/-) by Issue Price determined in accordance with the SEBI (ICDR) Regulations, 2018.(being Rs.10/- per Equity Share).

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/ Act/SEBI.

Pursuant to the provisions of Section 62(1)(c) of Act and SEBI (ICDR) Regulations,2018 approval of the members is required for the proposed allotment of Equity Shares on a preferential basis to the Proposed Allottee. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with Rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the Listing Agreement.

The proposed preferential issue is subject to the approval of any other regulatory authority, as may be necessary, without the need of any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The proposed issue by way of Preferential Allotment is in accordance with the provisions of SEBI (ICDR) Regulations,2018 and other applicable regulations. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, 2018 the relevant disclosures / details are given below:

B. The details of the issue and other particulars as required in terms of Regulation 163 of



SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

With an objective to accomplish the Company's vision to grow, the company is proposing to succeed the business of Balu India (proprietor Jaspalsingh P Chandock) and accordingly the object of the proposed Issue and allotment of Equity Shares is to discharge the Consideration of Rs.47,84,00,000/- payable for succession of Assets/Business of the Vendor /Proposed Allottee Mr. Jaspalsingh P Chandock(Proprietor -Balu India) in accordance with the Business Succession Agreement entered into by the Company with the Vendor / Proposed Allottee. This issue and allotment of equity shares is for consideration other than cash i.e. in consideration of the Assets/Business of the Vendor /Proposed Allottee. Post issue of these shares, the company will succeed the business and assets of Balu India (Proprietor Jaspalsingh P Chandock) and become owner of Balu India.

(ii) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

(iii) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Company is listed on BSE Limited. For the purpose of computation of the price per Equity Share, accordingly trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the



provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares means the shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the twelve calendar months preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The price of equity shares to be issued as per the valuation certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada &Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Rs.9.90/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The company cannot issue shares at discount.

Hence the Board of Directors have proposed to issue shares at a price of Rs.10/- (Rupees Ten) per Equity share.



The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

(iv) Relevant Date:

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

(v) Particulars of Subscriber to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoter for consideration other than cash in terms of Business Succession Agreement as per the details given herein below:

| Name of the Proposed subscriber | Pre Preferential Issue | | New Allotment | Post Preferential Issue % of Holding (considering Equity Shares and full conversion of warrants issued through this Notice) | |
|--|------------------------|--------------|---------------|---|--------------|
| | No. of Shares held | % of Holding | No. of Shares | No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice (*) | % of Holding |
| Category Non Promoter Jaspalsingh P Chandock) | 0 | 0.00 | 4,78,40,000 | 5,44,40,000 | 69.89 |



| | | | | | |
|---------------------------|----------|-------------|--------------------|--------------------|--------------|
| (proprietor – Balu India) | | | | | |
| Total | 0 | 0.00 | 4,78,40,000 | 5,44,40,000 | 69.89 |

(*) Assuming full conversion of warrants issued through this Notice

Notes:-

- i. Balu India is under the control and management of Mr. Jaspalsingh P Chandock who is a Proprietor of Balu India.
- ii. Post completion of Open Offer as per SEBI (SAST) Regulations, 2011, Mr. Jaspalsingh P Chandock will become Promoter of the company.
- iii. Post issue of these shares the company will succeed the business and assets of Balu India (Proprietor Jaspalsingh P Chandock) and become owner of Balu India.
- iv. There will be no cash inflow as the equity Shares are being proposed to be issued and allotted for consideration other than cash in terms of Business Succession Agreement.
- v. Post preferential issue, the capital of the company (Assuming full conversion of warrants issued through this Notice) would be 7,78,90,000 Equity shares including allotment as envisaged at item no 5, 7 and 8 of this Postal Ballot Notice.

(vi) Shareholding Pattern Pre and Post Preferential Issue:

| Table | A | | B | |
|---------------------------------|---------------------|--------------------------|--|--------------------------|
| | Pre-Allotment | | % of Holding (considering Equity Shares issued through this Notice and assuming full conversion of warrants into Equity) | |
| Category of Shareholders | Total No. of Shares | % of Total Voting Rights | Total No. of shares (*) | % of Total Voting Rights |
| Promoters/Promoters' Group (*) | 86,050 | 24.59 | 86,050 | 0.11 |
| Sub- Total (A) | 86,050 | 24.59 | 86,050 | 0.11 |
| Non promoters | | | | |
| Foreign Institutional Investors | 0 | 0.00 | 0 | 0.00 |
| Bodies Corporate | 1,237 | 0.35 | 1,237 | 0.00 |



| | | | | |
|--|-----------------|--------------|--------------------|--------------|
| Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.96 | 3,343 | 0.01 |
| Individual - Public | 2,53,020 | 72.29 | 2,53,020 | 0.32 |
| Hindu Undivided Family(HUF) | 155 | 0.04 | 155 | 0.00 |
| New Allottee (Balu India Proprietor Jaspalsingh P Chandock) (**) | 0 | 0.00 | 5,44,40,000 | 69.89 |
| New Allottees (Public category)` | 6150 | 1.76 | 2,31,06,150 | 29.67 |
| Others - Clearing Members | 45 | 0.01 | 45 | 0.00 |
| Sub-total (B) | 2,63,950 | 75.41 | 7,78,03,950 | 99.89 |
| Total (A+B) | 3,50,000 | 100 | 7,78,90,000 | 100 |

(*) (Assuming full conversion of warrants issued through this Notice)

(**) Mr. Trimaan Chandock and Mr. Jaikaran Chandock sons of Mr. Jaspalsingh P Chandock have entered into a share purchase agreement with the existing promoter i.e. Mr. Shivputra G Bellad (75,900 Equity Shares) and Mr. Prashant ShivputraBellad (10,150 Equity shares) on 3rd August, 2020 for substantial acquisition of shares and control of the company along with Mr. Jaspalsingh P Chandock. Post completion of open offer under SEBI (SAST) Regulations, 2011 these 86,050 Equity shares held by the existing promoters will be transferred to Mr. Trimaan Chandock (75,900 Equity shares) and Mr. Jaikaran Chandock (10,150 Equity Shares). Accordingly post open offer, the shareholding of existing Promoters (Mr. Shivputra G Bellad and Mr. Prashant ShivputraBellad) will become NIL and Mr. Trimaan Chandock, Jaikaran Chandock and Mr. Jaspalsingh P Chandock who has shown as non promoters under the proposed preferential issue, will become the Promoters of the company and their combined shareholding will be 5,45,26,050(including 66,00,000 warrants issued through this Notice - (Assuming full conversion of warrants issued through this Notice)(70%)) Equity Shares excluding the open offer equity shares.

The revised post preferential shareholding pattern after completion of open offer process (excluding open offer Equity shares) will be as under.

| Particulars | Post Allotment of Equity shares issued pursuant to this notice | |
|--------------------------------|--|--------------------------|
| | Total No. of shares including assuming full conversion of warrants | % of Total Voting Rights |
| New Promoters/Promoters' Group | | |



| | | |
|---|--------------------|--------------|
| Balu India (Proprietor Jaspalsingh P Chandock) | 5,44,40,000 | 69.89 |
| Trimaan Chandock | 75,900 | 0.10 |
| Jaikaran Chandock | 10,150 | 0.01 |
| Sub- Total (A) | 5,45,26,050 | 70.00 |
| Non promoters | | |
| Foreign Institutional Investors | 0 | 0.00 |
| Bodies Corporate | 1,237 | 0.00 |
| Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.01 |
| Individual – Public | 2,53,020 | 0.32 |
| Hindu Undivided Family (HUF) | 155 | 0.00 |
| New Allottees (Public category) | 2,31,06,150 | 29.67 |
| Others – Clearing Members | 45 | 0.00 |
| Sub-total (B) | 2,33,63,950 | 30.00 |
| Total (A+B) | 7,78,90,000 | 100 |
| (*) (*) (Assuming full conversion of warrants issued through this Notice) | | |

(vii) **Change in Management:**

There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee i.e. Jaspalsingh P Chandock along with , Mr. Trimaan Chandock (Person Acting in concert - PAC) and Mr. Jaikaran Chandock (Person Acting in concert - PAC) have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters of the company. Thus there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

(viii) **Lock in of Equity Shares**

The Equity shares to be allotted to the non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(ix) **Proposed time within which the allotment shall be completed:-**



As required under the SEBI (ICDR) Regulations, 2018, the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(x) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotment during the year except as envisaged in the said Postal Ballot Notice.

(xi) The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xii) The Company, its Promoter and the Directors of the company are not in the willful defaulters list.

(xiii) Others:

- a) The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of the E-Voting i.e. Wednesday, the 9th September, 2020.

b) **Valuation for consideration other than cash:**



It is proposed that the Consideration for the proposed Business succession (Balu India) shall be discharged by the issuance of 4,78,40,000 Equity Shares at a price of Rs.10/- per Equity Share aggregating to Rs. 47.84 Crores. Independent Qualified Valuer CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra vide her Report dated 3rd August, 2020 has independently valued the Business unit (Balu India). This Report / Certificate will be made available for inspection on any working day between 11.00 AM to 1.00 PM up to the last date of E- Voting i.e. 9th September, 2020.

c) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Valuer:

The Shares being issued towards the Consideration payable for succession Assets / Business as a going concern.

Details of Business Succession Agreement (BSA)

| | |
|--|---|
| Name of the Proposed Allottee / Seller company | Jaspalsingh P Chandock(Proprietor - Balu India) |
| Date of BSA | 3 rd August, 2020 |
| Nature of Assets / Business | Auto Components / business of manufacturing crankshafts |
| Value of the Assets / Business | Rs.47,84,00,000/- |
| No of shares proposed to be issued in lieu of discharge of consideration | It is proposed to issue 4,78,40,000 Equity Shares of Rs.10/- each to Mr.Jaspalsingh P Chandock(Proprietor Balu India - For Consideration other than cash. |
| Pre issue shareholding | Nil |
| Post issue shareholding | 61.42% |
| Advantage / benefits arrived by acquiring the business / assets | New line of business / expansion |

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board,



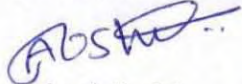
therefore, recommends the Resolution(s) at Item Nos.4 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi
Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



Item No.5

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 3rd August, 2020.

The Board of Directors in its meeting held on Monday, the 3rd August, 2020 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of Warrants on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 66,00,000 Warrants convertible into 66,00,000 Equity Shares for cash on preferential basis to the Non Promoters (Mr. Jaspalsingh P Chandock) – Public Category. The pricing of the warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2018. The price, at which such warrants shall be converted over a period of 18 months from the date of allotment, shall be Rs.10/- per warrant. The price determined as per the provision of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 works out to Rs. 9.90/- per warrant. The Board of Directors has decided to allot warrants at Rs.10/- per warrant.

The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

Pursuant to provisions of Section 23, 42 and 62 (1) (c) of Companies Act, 2013, any offer or issue of Warrant of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in General Meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

The preferential allotment of Securities to investors who are Non-Promoters would be strictly in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to



the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of up to 66,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are Non-Promoters – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Warrants will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company long-term working capital, general corporate purposes and to peruse the main object of the company as stated in its Memorandum of Association (MOA).

(ii) The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of warrants.

(iii) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.



The Company is listed on BSE Limited. For the purpose of computation of the price per Equity Share, accordingly trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares means the shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the twelve calendar months preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The price of equity shares to be issued as per the valuation certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Rs.9.90/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The company cannot issue shares at discount.



Hence the Board of Directors have proposed to issue shares at a price of Rs.10/- (Rupees Ten) per Equity share.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

(iv) Relevant Date:

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

(v) Terms of Issue of Warrants to Investors who are Non-Promoters:

- i. The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- ii. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from his bank accounts;
- iii. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.
- iv. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- v. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.



- vi. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.
- vii. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.
- viii. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- ix. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.
- x. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xi. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(vi) Particulars of Subscriber to Warrants

The Company proposes to issue Warrants by way of preferential issue to the Non Promoter - Public category for cash as per the details given herein below:



| Name of the Proposed subscriber | Pre Preferential Issue | | Post Preferential Issue | | |
|---------------------------------|------------------------|--------------|--------------------------------------|--|--|
| | No. of Shares held | % of Holding | New Allotment No. of Warrants issued | No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice | % of Holding (considering Equity Shares and warrants issued through this Notice) (*) |
| Category - Non Promoter | | | | | |
| Jaspalsingh P Chandock | 0 | 0 | 66,00,000 | 5,44,40,000 | 69.89 |
| Grand Total | 0 | 0 | 66,00,000 | 5,44,40,000 | 69.89 |

Note: (*) Assuming conversion of Warrants into Equity Shares issued through this notice.

(vii) Shareholding Pattern Pre and Post Preferential Issue:

| Table | A | | B | |
|--|---------------------|--------------------------|--|--------------------------|
| | Pre-Allotment | | % of Holding (considering Equity Shares issued through this Notice and assuming full conversion of warrants into Equity) | |
| Category of Shareholders | Total No. of Shares | % of Total Voting Rights | Total No. of shares (*) | % of Total Voting Rights |
| Promoters/Promoters' Group (*) | 86,050 | 24.59 | 86,050 | 0.11 |
| Sub- Total (A) | 86,050 | 24.59 | 86,050 | 0.11 |
| Non promoters | | | | |
| Foreign Institutional Investors | 0 | 0.00 | 0 | 0.00 |
| Bodies Corporate | 1,237 | 0.35 | 1,237 | 0.00 |
| Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.96 | 3,343 | 0.01 |
| Individual - Public | 2,53,020 | 72.29 | 2,53,020 | 0.32 |
| Hindu Undivided Family(HUF) | 155 | 0.04 | 155 | 0.00 |
| New Allottee (Balu India | 0 | 0.00 | 5,44,40,000 | 69.89 |



| | | | | |
|---|-----------------|--------------|--------------------|--------------|
| Proprietor Jaspalsingh P Chandock) (**) | | | | |
| New Allottees (Public category)` | 6150 | 1.76 | 2,31,06,150 | 29.67 |
| Others - Clearing Members | 45 | 0.01 | 45 | 0.00 |
| Sub-total (B) | 2,63,950 | 75.41 | 7,78,03,950 | 99.89 |
| Total (A+B) | 3,50,000 | 100 | 7,78,90,000 | 100 |

(*) (Assuming full conversion of warrants issued through this Notice)

(**) Please refer note given hereinabove in the explanatory statement (item no.4 -point no. B - vi) forming part of the said Postal Ballot notice.

The revised post preferential shareholding pattern after completion of open offer process (excluding the open offer equity shares) has been given hereinabove in the explanatory statement (item no.4 -point no. B - vi) forming part of the said Postal Ballot notice.

(viii) Change in Management:

There shall be change in the management or control of the Company pursuant to the issue of the Warrants. The Proposed allottee i.e. Jaspalsingh P Chandock alongwith , Mr. Trimaan Chandock (Person Acting in concert - PAC) and Mr. Jaikaran Chandock (Person Acting in concert - PAC) have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters of the company. Thus there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

(ix) Lock in of Equity Shares

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the Non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(x) Proposed time within which the allotment shall be completed: -

As required under the SEBI (ICDR) Regulations, 2018, the Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited



and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xi) **No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the current financial year except as envisaged in the said Postal Ballot Notice.

(xii) **The Company hereby undertakes that:**

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xiii) **The Company, Promoters and the Directors of the company are not in the list of willful defaulters.**

(xiv) **Others:**

The certificate from M/s Koshal& Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of the E-Voting i.e. Wednesday, the 9th September, 2020.

As it is proposed to issue Warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions (if any).



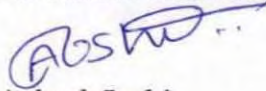
The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No. 5 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 5 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



Item No.7

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 3rd August, 2020.

The Board of Directors in its meeting held on Monday, the 3rd day of August, 2020 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 2,05,00,000 Equity Shares for cash on preferential basis to the Non Promoters(Public Category). The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2018.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

B. The details of the issue and other particulars as required in terms of Regulation 163(1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

(i) **The Objects of the Preferential Issue:**

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company, long-term working capital, general corporate purposes and to peruse the main object of the company as stated in its Memorandum of Association (MOA).



(ii) **The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

(iii) **Pricing of Securities to be issued:**

The issue of Equity Shares on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Company is listed on BSE Limited. For the purpose of computation of the price per Equity Share, accordingly trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares means the shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the twelve calendar months preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into



account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The price of equity shares to be issued as per the valuation certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Rs.9.90/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The company cannot issue shares at discount.

Hence the Board of Directors have proposed to issue shares at a price of Rs.10/- (Rupees Ten) per Equity share.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

(iv) Relevant Date:

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

(v) Particulars of Subscribers to Equity Shares

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoters (public category) for cash as per the details given herein below:



| Name of the Proposed subscriber | Pre Preferential Issue | | New Allotment | % of Holding (considering Equity Shares and warrants issued through this Notice) (**) | |
|--|------------------------|--------------|---------------|--|--------------|
| | No. of Shares held | % of Holding | No. of Shares | No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice | % of Holding |
| Category Non Promoter | | | | | |
| Nomisma Investment Opportunities Fund 1 (Now known as Tano Investment Opportunities Fund) | 0 | 0 | 75,00,000 | 75,00,000 | 9.63 |
| Dhruvil Nimesh Joshi | 0 | 0 | 18,00,000 | 18,00,000 | 2.31 |
| Hitesh Natwarlal Kawa | 6150 | 1.76 | 16,00,000 | 16,06,150 | 2.06 |
| Reena Kaushal Gohil | 0 | 0 | 9,50,000 | 9,50,000 | 1.22 |
| Rashmi Nimesh Joshi | 0 | 0 | 9,00,000 | 19,50,000 | 2.50 |
| Yogeshkumar R Sanghavi | 0 | 0 | 8,50,000 | 8,50,000 | 1.09 |
| Hermes Corporate Advisory Pvt Ltd | 0 | 0 | 7,20,000 | 11,20,000 | 1.44 |
| Poonam Narendra Solanki | 0 | 0 | 6,62,500 | 6,62,500 | 0.85 |
| Shivangi Sinha | 0 | 0 | 6,00,000 | 6,00,000 | 0.77 |
| Jitendra Rasiklal Sanghavi | 0 | 0 | 6,00,000 | 6,00,000 | 0.77 |
| Manusmruti Trading Private Limited | 0 | 0 | 5,20,000 | 5,20,000 | 0.67 |
| Urvi Kiran Joshi | 0 | 0 | 2,80,000 | 2,80,000 | 0.36 |
| Bhavi Jitendra Sanghavi | 0 | 0 | 2,50,000 | 2,50,000 | 0.32 |



| | | | | | |
|--------------------------------|---|---|----------|----------|------|
| Mukesh Chatrabhuj Sampat | 0 | 0 | 2,32,500 | 2,32,500 | 0.30 |
| Sanjay Ramesh Badiani | 0 | 0 | 2,10,000 | 2,10,000 | 0.27 |
| Mayank Sinha | 0 | 0 | 2,00,000 | 2,00,000 | 0.26 |
| Nodrat Hadiawala | 0 | 0 | 2,00,000 | 2,00,000 | 0.26 |
| Rasiklal Premji Sanghavi | 0 | 0 | 1,50,000 | 1,50,000 | 0.19 |
| Sushila Rasiklal Sanghavi | 0 | 0 | 1,50,000 | 1,50,000 | 0.19 |
| Bharat Ishwarlal Thakkar | 0 | 0 | 1,30,000 | 1,30,000 | 0.17 |
| Ahmed Sarfraz Khan | 0 | 0 | 1,00,000 | 1,00,000 | 0.13 |
| Syed Wajid Ali | 0 | 0 | 1,00,000 | 1,00,000 | 0.13 |
| Jitendra R Sanghavi (Huf) | 0 | 0 | 1,00,000 | 1,00,000 | 0.13 |
| Manish Upendra Shanghvi | 0 | 0 | 1,00,000 | 1,00,000 | 0.13 |
| Ajay Shah | 0 | 0 | 75,000 | 75,000 | 0.10 |
| Bharat Ishwerlal Thakkar (Huf) | 0 | 0 | 70,000 | 70,000 | 0.09 |
| Chandrakant Jivanlal Lakhani | 0 | 0 | 65,000 | 65,000 | 0.08 |
| Geeta Chandrakant Lakhani | 0 | 0 | 65,000 | 65,000 | 0.08 |
| Sangitha Sunil | 0 | 0 | 60,000 | 60,000 | 0.08 |
| Sangita Bharat Thakkar | 0 | 0 | 60,000 | 60,000 | 0.08 |
| Mohit S Kankaria | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Bhikamchand Rajesh HUF | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Haji Mohamed Haroon Nathani | 0 | 0 | 50,000 | 50,000 | 0.06 |



| | | | | | |
|----------------------------|---|---|--------|--------|------|
| Kunal Haresh Mehta | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Ajit Srichand Ailani | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Sahil Bharat Thakkar | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Prem Sunilbhai Bhindi | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Priyanshu Sunilbhai Bhindi | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Bijal Kaushik Gandhi | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Kaushik Hasmukhlal Gandhi | 0 | 0 | 50,000 | 50,000 | 0.06 |
| Rupal Ajay Shah | 0 | 0 | 35,000 | 35,000 | 0.04 |
| Bramesh Bhandari | 0 | 0 | 30,000 | 30,000 | 0.04 |
| Mansa Chordia | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Chintan Ajay Shah | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Manthan Ajay Shah | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Khyati Hozefa Nalwala | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Anju Dhar | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Abdul Rashid Valimohammad | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Manish R Shah | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Shardindu Vajpayee | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Chetan Virinder Mehra | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Pankaj Ganjoo | 0 | 0 | 25,000 | 25,000 | 0.03 |



| | | | | | |
|-----------------------------|---|---|--------|--------|------|
| Jayesh Sheshmal Rawal | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Vishesh Mahesh Nihalani | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Gautam Vinay Kale | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Kirti Harsukh Mehta | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Lakshmi Devi Krishnamurthy | 0 | 0 | 25,000 | 25,000 | 0.03 |
| Ketan Ishwerlal Thakkar Huf | 0 | 0 | 20,000 | 20,000 | 0.03 |
| Ranjan I Thakkar | 0 | 0 | 20,000 | 20,000 | 0.03 |
| Nimeshkumar Babubhai Patel | 0 | 0 | 15,000 | 15,000 | 0.02 |
| Jayesh Sureshchandra Sheth | 0 | 0 | 15,000 | 15,000 | 0.02 |
| Lalit Bhanwarlal Jogani | 0 | 0 | 15,000 | 15,000 | 0.02 |
| Narpat Kumar | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Aarti Mangal | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Hemant J Jhaveri | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Nitin Chunilal Mehta | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Priti Paresh Mody | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Anurag Gajanand Khemuka | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Deepak Jivrajbhai Patel | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Neelam Kantilal Patel | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Vishal Ladharam Jaisingh | 0 | 0 | 10,000 | 10,000 | 0.01 |



| | | | | | |
|---------------------------------|--------------|-------------|--------------------|--------------------|--------------|
| Ghanshyamdas Daulal Agrawal | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Ashok Kewalram Thawrani | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Muder H Lokhandwala | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Sumit Kumar Gupta | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Nizamuddin R Siddiqui | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Vaibhav Vipul Thakkar | 0 | 0 | 10,000 | 10,000 | 0.01 |
| Prafulchandra Yashvantray Mehta | 0 | 0 | 5,000 | 5,000 | 0.01 |
| Manish Jitendrakumar Shah | 0 | 0 | 5,000 | 5,000 | 0.01 |
| Nirav G Khandhediya | 0 | 0 | 5,000 | 5,000 | 0.01 |
| Siddharth Dhiraj Koria | 0 | 0 | 5,000 | 5,000 | 0.01 |
| Ishita Ketan Thakkar | 0 | 0 | 5,000 | 5,000 | 0.01 |
| Total | 6,150 | 1.76 | 2,05,00,000 | 2,19,56,150 | 28.19 |

(**) Assuming conversion of Warrants into Equity Shares issued through this notice.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed attottee, the percentage of post preferential issue capital that may be held by them:

1. Nomisma Investment Opportunities Fund 1 ("Nomisma") (Now known as Tano Investment Opportunities Fund) is a public company limited by shares incorporated in Mauritius and holding a Category 1 Global Business Licence ("GBL") issued by the Mauritius Financial Services Commission("FSC") and authorised by the FSC to operate as a CIS Expert Fund.

The Investment Manager of Nomisma is Tano Mauritius Investments ("TMI"), which is wholly owned by Tano Capital, LLC. TMI has been incorporated in Mauritius and holds a GBL issued by the FSC and is regulated and licenced by the FSC to act as a CIS Manager pursuant to the Securities Act 2005 while Tano Capital, LLC is regulated by the Securities & Exchange Commission ("SEC") in the U.S.



Tano Capital, LLC and CEJ BUSINESS HOLDINGS, L.P have controlling ownership interest in Nomisma and the natural person having an indirect controlling ownership through Tano Capital, LLC and CEJ BUSINESS HOLDINGS, L.P is Mr Charles Endler Johnson.

Mr. Charles Endler Johnson also indirectly exercises control over Nomisma through Tano Capital LLC.

Mr. Charles Endler Johnson, a citizen and resident of the U.S., is the senior management officer and is a Director of TMI and a Director of Nomisma.

1. The shareholders of Hermes Corporate Advisory PVT LTD are Nafeez Nazir Hakeem (50%) and Ridhima Nafeez Hakeem (50%) and the directors are Nafeez Nazir Hakeem ,Mayank Sinha and Shivangi Sinha.

2. The shareholders of Manusmruti Trading Private Limited are Yadagiri Ramulu Byagari (50%) and Raju Komaraiah Egurla (50%) and the directors are Yadagiri Ramulu Byagari and Raju Komaraiah Egurla.

3. The Kartas and natural persons who are the ultimate beneficial owners (coparceners) of the shares proposed to be issued to HUF's, the details of which are as under.

| Name of the HUF | Karta of HUF | Beneficial Owners(coparcener) |
|---------------------------------|--------------------------|---|
| 1. Jitendra R Sanghvi HUF | Jitendra R Sanghvi | 1) Bhavi J Sanghavi 2) Tirth J Sanghavi 3) Parshava J Sanghavi |
| 2. Bharat Ishwerlal Thakkar HUF | Bharat Ishwerlal Thakkar | 1) Sangita Thakkar 2) Sahil Thakkar |
| 3. KetanIshwerlal Thakkar HUF | KetanIshwerlal Thakkar | 1) SandhyaThakkar 2) Nidhi Thakkar 3) Ishita Thakkar |
| 4. Bhikamchand Rajesh HUF | B Rajesh | 1) Santosh Kumari 2) Deepthi Rajesh 3) Heeral Rajesh 4) Sankesh Rajesh |



(vii) Shareholding Pattern Pre and Post Preferential Issue:

| Table | A | | B | |
|--|---------------------|--------------------------|--|--------------------------|
| | Pre-Allotment | | % of Holding (considering Equity Shares issued through this Notice and assuming full conversion of warrants into Equity) | |
| Category of Shareholders | Total No. of Shares | % of Total Voting Rights | Total No. of shares (*) | % of Total Voting Rights |
| Promoters/Promoters' Group (*) | 86,050 | 24.59 | 86,050 | 0.11 |
| Sub- Total (A) | 86,050 | 24.59 | 86,050 | 0.11 |
| Non promoters | | | | |
| Foreign Institutional Investors | 0 | 0.00 | 0 | 0.00 |
| Bodies Corporate | 1,237 | 0.35 | 1,237 | 0.00 |
| Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.96 | 3,343 | 0.01 |
| Individual - Public | 2,53,020 | 72.29 | 2,53,020 | 0.32 |
| Hindu Undivided Family(HUF) | 155 | 0.04 | 155 | 0.00 |
| New Allottee (Balu India Proprietor Jaspalsingh P Chandock) (**) | 0 | 0.00 | 5,44,40,000 | 69.89 |
| New Allottees (Public category) | 6150 | 1.76 | 2,31,06,150 | 29.67 |
| Others - Clearing Members | 45 | 0.01 | 45 | 0.00 |
| Sub-total (B) | 2,63,950 | 75.41 | 7,78,03,950 | 99.89 |
| Total (A+B) | 3,50,000 | 100 | 7,78,90,000 | 100 |

(*) (Assuming full conversion of warrants issued through this Notice)

(viii) Change in Management:



The issue of Equity shares pursuant to the said resolution shall not result in any change in the management or control of the Company.

(ix) Lock in of Equity Shares

The Equity shares to be allotted to the non promoters(public category) on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(x) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2018, the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xi) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said Postal Ballot Notice.

(xii) The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xiii) The Company, its Promoters and the Directors of the company are not in the list of willful defaulters.



(xiv) Others:

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of the E-Voting i.e. Wednesday, the 9th September, 2020.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions (if any).

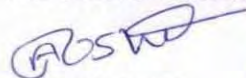
The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 7 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 7 of the Notice.

Your Directors commend the resolution for your approval as a Special Resolution.

//Certified True Copy//

For Amaze Entertech Limited



Aakash Joshi
Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



ITEM NO. 8

A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 3rd August, 2020.

The Board of Directors in its meeting held on Monday, the 3rd August, 2020 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of Warrants on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 26,00,000 Warrants convertible into 26,00,000 Equity Shares for cash on preferential basis to the Non Promoters (Public Category). The pricing of the warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2018. The price, at which such warrants shall be converted over a period of 18 months from the date of allotment, shall be Rs.10/- per warrant. The price determined as per the provision of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 works out to Rs. 9.90/- per warrant. The Board of Directors has decided to allot warrants at Rs.10/- per warrant.

The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

Pursuant to provisions of Section 23, 42 and 62 (1) (c) of Companies Act, 2013, any offer or issue of Warrant of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in General Meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

The preferential allotment of Securities to investors who are Non-Promoters would be strictly in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to



the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of up to 26,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are Non-Promoters – Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:

(i) The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of warrants will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company long-term working capital, general corporate purposes and to peruse the main object of the company as stated in its Memorandum of Association (MOA).

(ii) The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of warrants.

(iii) Pricing of Securities to be issued:

The issue of Warrants on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Company is listed on BSE Limited. For the purpose of computation of the price per warrant, trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the



provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which shall be higher of the following:

a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or

b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

As per Regulations 164(5) of SEBI (ICDR) Regulations, 2018 frequently traded shares means the shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

As per the said definition, the total traded turnover of the company during the twelve calendar months preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the issuer. Accordingly the shares are infrequently traded.

Further in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The price of equity shares to be issued as per the valuation certificate obtained from CA Payal Gada (Membership No. 110424) proprietress M/s Payal Gada & Co. (Firm Regn. No. 148529W) having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra an independent Chartered Accountant shall be Rs.9.90/- per Equity Share or the Minimum Price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 whichever is higher.

The company cannot issue shares at discount.

Hence the Board of Directors have proposed to issue shares at a price of Rs.10/- (Rupees Ten) per Equity share.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.



(iv) Relevant Date:

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 10th August, 2020 being the date, which is 30 days prior to the date on which the resolutions will be deemed to be passed i.e. Wednesday, the 9th day of September, 2020, which is the last date specified in this Notice for e- voting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

(v) Terms of Issue of Warrants to Investors who are Non-Promoters:

- i. The proposed allottee of Warrants shall on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.
- ii. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- iii. Allotment of Warrants and equity shares arising out of conversion of warrants shall only be made in dematerialized form.
- iv. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- v. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- vi. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holder, without any further approval of the shareholders prior to or at the time of conversion.



vii. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital.

viii. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.

ix. The Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

x. The equity shares arising out of conversion of warrants shall be listed on the stock exchange (BSE Limited) where the existing equity shares of the Company are listed.

xi. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

xii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Non Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(vi) **Particulars of Subscriber to Warrants**



The Company proposes to issue Warrants by way of preferential issue to the Non Promoter – Public category for cash as per the details given herein below:

| Name of the Proposed subscriber | Pre Preferential Issue | | Post Preferential Issue | | |
|-------------------------------------|------------------------|--------------|--------------------------------------|--|---|
| | No. of Shares held | % of Holding | New Allotment No. of Warrants issued | No of shares held (assuming full conversion of Warrants into Equity shares) and shares issued through this notice | % of Holding (considerin g Equity Shares and warrants issued through this Notice) (*) |
| Category - Non Promoter | | | | | |
| Rashmi Nimesh Joshi | 0 | 0 | 10,50,000 | 19,50,000 | 2.50 |
| Natwarlal Keshavjibhai Kawa | 0 | 0 | 10,50,000 | 10,50,000 | 1.35 |
| Hermes Corporate Advisory Pvt Ltd | 0 | 0 | 4,00,000 | 11,20,000 | 1.44 |
| Birthstone Capital Advisors PVT LTD | 0 | 0 | 1,00,000 | 1,00,000 | 0.13 |
| Total | 0 | 0 | 26,00,000 | 42,20,000 | 5.42 |
| | | | | | |

Note:(*) Assuming conversion of Warrants into Equity Shares issued through this notice.

(vii) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed attottee, the percentage of post preferential issue capital that may be held by them:

i) The shareholders of Hermes Corporate Advisory PVT LTD are Nafeez Nazir Hakeem (50%) and Ridhima Nafeez Hakeem (50%) and the directors are Nafeez Nazir Hakeem ,Mayank Sinha and Shivangi Sinha.

ii) The shareholders of Birthstone Capital Advisors PVT LTD are Mr. Umesh Gowda (99%) and Mrs. Renuka Gowda (1%) and the directors are Mr. Umesh Gawda , Mrs. Renuka Gowda and Ms. Ninu Khanna



(viii) Shareholding Pattern Pre and Post Preferential Issue:

| Table | A | | B | |
|--|---------------------|--------------------------|--|--------------------------|
| | Pre-Allotment | | % of Holding (considering Equity Shares issued through this Notice and assuming full conversion of warrants into Equity) | |
| Category of Shareholders | Total No. of Shares | % of Total Voting Rights | Total No. of shares (*) | % of Total Voting Rights |
| Promoters/Promoters' Group (*) | 86,050 | 24.59 | 86,050 | 0.11 |
| Sub- Total (A) | 86,050 | 24.59 | 86,050 | 0.11 |
| Non promoters | | | | |
| Foreign Institutional Investors | 0 | 0.00 | 0 | 0.00 |
| Bodies Corporate | 1,237 | 0.35 | 1,237 | 0.00 |
| Non Resident Indians / Overseas Corporate bodies | 3,343 | 0.96 | 3,343 | 0.01 |
| Individual - Public | 2,53,020 | 72.29 | 2,53,020 | 0.32 |
| Hindu Undivided Family(HUF) | 155 | 0.04 | 155 | 0.00 |
| New Allottee (Balu India Proprietor Jaspalsingh P Chandock) (**) | 0 | 0.00 | 5,44,40,000 | 69.89 |
| New Allottees (Public category) | 6150 | 1.76 | 2,31,06,150 | 29.67 |
| Others - Clearing Members | 45 | 0.01 | 45 | 0.00 |
| Sub-total (B) | 2,63,950 | 75.41 | 7,78,03,950 | 99.89 |
| Total (A+B) | 3,50,000 | 100 | 7,78,90,000 | 100 |

(*) (Assuming full conversion of warrants issued through this Notice)

(ix) Change in Management:

The issue of Warrants pursuant to the said resolution shall not result in any change in the management or control of the Company.



(x) Lock in of Equity Shares

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the Non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(xi) Proposed time within which the allotment shall be completed: -

As required under the SEBI (ICDR) Regulations, 2018, the Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xii) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotments during the current financial year except as envisaged in the said Postal Ballot Notice.

(xiii) The Company hereby undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xiv) The Company, Promoters and the Directors of the company are not in the list of willful defaulters.

(xv) Others:



The certificate from M/s Koshal& Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of the E-Voting i.e. Wednesday, the 9th September, 2020.

As it is proposed to issue Warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions (if any).

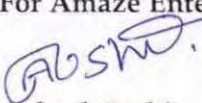
The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No. 8 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 8 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

//Certified True Copy//

For Amaze Entertech Limited


Aakash Joshi

Company Secretary & Compliance Officer

Place: Mumbai

Date :- 10.09.2020



Amaze Entertech Limited

CIN: L72100MH1989PLC255933

Registered Office: - 156, 1st Floor, Raghuleela Megha Mall, Behind Poisur Depot, Poisur Gymkhana Road, Kandivali (west) Mumbai - 400 067

Phone No: -+91 86550 75578

Website: amazeentertech@gmail.com Email Id: www.amazeentertechlimited.com

Form PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Record of a private placement offer to be kept by the company

| | |
|---|---|
| Name of the Company | Amaze Entertech Limited |
| Registered office of the Company | 156, 1st Floor, Raghuleela Megha Mall, Behind Poisur Depot, Poisur Gymkhana Road, Kandivali (west) Mumbai - 400 067 |
| CIN | L72100MH1989PLC255933 |

DETAILS OF PRIVATE PLACEMENT OFFER:

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter:

| | |
|---|--|
| Date of Passing of Board Resolution | 03 rd August, 2020 |
| Date of Passing of Shareholders Resolution | 09 th September, 2020 |
| Amount of the Offer: | <p>6,83,40,000 fully paid up Equity Shares of Rs.10/- each to be issued on a preferential basis, as under:</p> <ol style="list-style-type: none">Issue and Allot, in one or more tranches, up to 4,78,40,000 (Four Crore Seventy Eight Lakhs Forty Thousand) fully paid-up Equity Shares of Rs.10/ on Preferential Allotment basis to the Non Promoter for succession of business from Jaspalsingh P Chandock (Proprietor - Balu India)2,05,00,000 Equity Shares are offered to the Non-Promoters (Public Category) for Cash. |

| | |
|--|---|
| | <p>92,00,000 Warrants Convertible into 92,00,000 Equity shares of Rs.10/- each to be issued on a preferential basis, as under:</p> <p>i. 66,00,000 Warrants Convertible in to 66,00,000 Equity Shares of Rs. 10/- each fully paid up are offered to the Non-Promoters (Jaspalsingh P Chandock Proprietor - Balu India)</p> <p>ii. 26,00,000 Warrants Convertible in to 26,00,000 Equity Shares of Rs. 10/- each fully paid up are offered to the Non-Promoters (Public Category) for Cash</p> |
| Date of circulation of private placement offer letter | 11.09.2020 |

Following details (in a tabulate statement) of the persons to whom private placement Offer letter has been circulated

| SHARES | | | | | |
|--------|---|---------------------------------|---|---------------------------------|----------------|
| Sr No | Name | Father's Name/Husband's Name | Complete Address | Email ID | Phone Number |
| 1 | JASPALSINGH P CHANDOCK | PREHLADSINGH HARISINGH CHANDOCK | 554, HARI NIWAS, 33 ROAD, KHAR (WEST), MUMBAI-400052 | JASPAL.SINGH@BALUINDUSTRIES.COM | 0222600095 |
| 2 | NOMISMA INVESTMENT OPPORTUNITIES FUND 1 (NOW KNOWN AS TANO INVESTMENT OPPORTUNITIES FUND) | NOT APPLICABLE | IFS COURT, BANK STREET, TWENTY EIGHT CYBERCITY, EBENE 72201, REPUBLIC OF MAURITIUS | CSAPIRO@TANOCAPITAL.COM | +1650 212 0330 |
| 3 | DHRUVIL NIMESH JOSHI | NIMESH SHAMBHULAL JOSHI | B 1204 VRINDAVAN COMPLEX RAMBAUG LANE OFF S V ROAD OPP HIMALYA HIGH SCL BORIVALI(W) MUMBAI - 400092 | DHRUVILJOSHI9@GMAIL.COM | 7715961581 |

| | | | | | |
|---|--|-----------------------------------|---|-----------------------------|------------|
| 4 | HITESH NATWARLAL KAWA | NATWARLAL KESHAVJIBHAI KAWA | HEENA ELEGANCE, FLAT NO 1801 OPP MKN BHATIA SCHOOL SAI BABA NAGAR, BORIVALI (WEST) MUMBAI, 400092. | HITESHKAWA007@GMAIL.COM | 9820873800 |
| 5 | REENA KAUSHAL GOHIL | KAUSHAL GOHIL | C/201 SATYAM CHS C S C ROAD NO 5 NEAR CORPORATIO N BANK ANAND NAGAR DAHISAR EAST MUMBAI - 400068. | REENAGOHIL1985@GMAIL.COM | 7678074613 |
| 6 | RASHMI NIMESH JOSHI | NIMESH SHAMBHULAL JOSHI | B 1204 VRINDAVAN COMPLEX RAMBAUG LANE OFF S V ROAD OPP HIMALYA HIGH SCL BORIVALI(W) MUMBAI - 400092 | CSNIMESHJOSHI@GMAIL.COM | 9820647751 |
| 7 | YOGESHKUM AR R SANGHAVI | RASIKLAL PREMJI SANGHAVI | B-32, JHAROKHA CHS LTD KALPATARU VATIKA AKUR LI RD OPP.ESIS HOSPKANDIV ALI (E) MUMBAI - 400101 | SANGHAVI.YOGESH@YAHOO.CO.IN | 9833423526 |
| 8 | HERMES CORPORATE ADVISORY PVT LTD | NOT APPLICABLE | 28 GREAT WESTERN BLDG 130 SHAHID BHAGAT SINGH MARG OPP LION GATE FORT 400023 | HAKEEM@VSNL.COM | 9322906964 |

| | | | | | |
|----|--|---------------------------------|---|--|------------|
| 9 | POONAM NARENDRA SOLANKI | NARENDRA SOLANKI | 201 RAMA NIVAS 7 HANUMAN ROAD VILE PARLE (EAST) MUMBAI, 400057. | NCSOLANKI51@GMAIL.COM | 9224139950 |
| 10 | SHIVANGI SINHA | MAYANK SINHA | T1/1001 PARK VIEW RESIDENCY PALAM VIHAR, GURGAON, HARYANA INDIA - 122017 | SHIVANGI.SINHA@GMAIL.COM | 9971144441 |
| 11 | JITENDRA RASIKLAL SANGHAVI | RASIKLAL PREMJI SANGHAVI | B-32, JHAROKHA CHS LTD KALPATARU VATIKA AKUR LI RD OPP.ESIS HOSPKANDIV ALI (E) MUMBAI - 400101 | JITUSANGHAVI@GMAIL.COM | 9833726205 |
| 12 | MANUSMRUT I TRADING PRIVATE LIMITED | NOT APPLICABLE | 69 SHIVAJI NAGAR RAJENDRA NAGAR DATTAPADA ROAD BORIVALI EAST MUMBAI 400066 | MANUSMRUTITRADINGPRIVATECO @GMAIL.COM | 9987736888 |
| 13 | URVI KIRAN JOSHI | KIRAN JOSHI | 16/16/18A JOSHI BLDG KAPAD BAZAR ROAD OPP PD JOSHI CHOWK MAHIM (W), MUMBAI - 400016. | JOSHIURVI7@GMAIL.COM | 9819819309 |
| 14 | BHAVI JITENDRA SANGHAVI | CHHOTALAL BHAICHAND SHETH | ECL FINANCE LTD EDELWEISS HOUSE OFF CST ROAD KALINA SANTACRUZ EAST MUMBAI MAHARASHT RA 400098 | JITUSANGHAVI@GMAIL.COM | 9833726205 |

| | | | | | |
|----|---------------------------------|----------------------------------|---|--------------------------------|------------------|
| 15 | MUKESH CHATRABHUJ SAMPAT | CHATRABHUJ SAMPAT | 429 E GOVINDJI THAKARSHI BLDG 3RD FLOOR ROOM NO. 44 S V P ROAD PRATHANA SAMAJ MUMBAI - 400004. | MUKESHSAMPAT21@GMAIL.COM | 9221431062 |
| 16 | SANJAY RAMESH BADIANI | RAMESH P BADIANI | 5 / 6 MANI BHAVAN 3RD ROAD JUHU VILEPARLE MUMBAI MAHARASHT RA 400056 | SANJU@PAMSIN.COM | 9820058767 |
| 17 | MAYANK SINHA | PRADEEP KUMAR SINHA | T1/1001 PARK VIEW RESIDENCY PALAM VIHAR, GURGAON, HARYANA INDIA - 122017 | MS.MAYANK@GMAIL.COM | 9818609488 |
| 18 | NODRAT HADIAWALA | SHABBIR ISMAIL HADIAWALA | APT 203 OUD METHA BLDG OUD METHA BUR DUBAI PO BOX 14605 DUBAI DUBAI 111111 | NODRATHADIAWALA@GMAIL.COM | 97150142505 9 |
| 19 | RASIKLAL PREMJI SANGHAVI | PREMJI MALUKCHAND SANGHAVI | B-32, JHAROKHA CHS LTD KALPATARU VATIKA AKUR LI RD OPP.ESIS HOSPKANDIV ALI (E) MUMBAI - 400101 | EQUITYGROWSECURITIES@GMAIL.COM | 7021745253 |
| 20 | SUSHILA RASIKLAL SANGHAVI | NYALCHAND MULJIBHAI MEHTA | B-32, JHAROKHA CHS LTD KALPATARU VATIKA AKUR LI RD OPP.ESIS HOSPKANDIV ALI (E) MUMBAI - 400101 | EQUITYTOUCH@GMAIL.COM | 7021745253 |

| | | | | | |
|----|---------------------------------|------------------------------------|--|---------------------------|----------------------|
| 21 | BHARAT ISHWARLAL THAKKAR | ISHWARLAL THAKKAR | B-3101 ESTONIA HIRANANDA NI HERITAGE SV ROAD KANDIVALI WEST MUMBAI - 400067. | THAKKARSAHILB@GMAIL.COM | 9967531149 |
| 22 | AHMED SARFRAZ KHAN | SARFRAZ KARIM KHAN | A606. DANAT AL ROLLA BUILDING, AL ROLLA STREET, BUR DUBAI PO BOX 7329, DUBAI UAE. | AHMEDS.KHAN@GMAIL.COM | 09715062439 68 |
| 23 | SYED WAJID ALI | WAJID ALI | 2211 CALLA BAY REGINA SK S4V2Y4 CANADA S4V2Y4 | WAJIDCANADA@GMAIL.COM | +1(693) 999- 0879 |
| 24 | JITENDRA R SANGHAVI (HUF) | NOT APPLICABLE | B-32, JHAROKHA CHS LTD KALPATARU VATIKA AKUR LI RD OPP.ESIS HOSPKANDIV ALI (E) MUMBAI - 400101 | JITUSANGHAVI@GMAIL.COM | 9920803985 |
| 25 | MANISH UPENDRA SHANGHVI | UPENDRA CHANDRAKANT SHANGHVI | 801 BAJAJ ROAD CHS PLOT NO-33A BAJAJ ROAD, NEAR VISHWAKAR MA BAUG, VILE PARLE WEST MUMBAI - 400056 | MANISH.SHANGHVI@GMAIL.COM | 9867626262 |
| 26 | AJAY SHAH | GUNVANTRAI NARSIDAS SHAH | 1, AMAR ARCADE, NR. PRAGJI TOWER, BUDDHA SOCIETY, VALSAD, GUJARAT - 396001 | AJAYSHAHVALSAD@GMAIL.COM | 9824146081 |
| 27 | BHARAT ISHWERLAL THAKKAR | NOT APPLICABLE | B-3101 ESTONIA HIRANANDA | THAKKARSAHILB@GMAIL.COM | 9967531149 |

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| | (HUF) | | NI HERITAGE SV ROAD KANDIVALI WEST MUMBAI - 400067. | | |
| 28 | CHANDRAKANT JIVANLAL LAKHANI | JIVANLAL MOOLCHAND LAKHANI | PRATAP MANSION, 10 LABURNUM ROAD, NEAR MANI BHAVAN, GAMDEVI, GRANT ROAD MUMBAI - 400007. | LAKHANI.C@GMAIL.COM | 9821751061 |
| 29 | GEETA CHANDRAKANT LAKHANI | CHIMANLAL KHUMCHAND SHAH | PRATAP MANSION, 10 LABURNUM ROAD, NEAR MANI BHAVAN, GAMDEVI, GRANT ROAD MUMBAI - 400007. | LAKHANI.C@GMAIL.COM | 9820577723 |
| 30 | SANGITHA SUNIL | MAHAVEER CHAND KHIMSURA | 30, 1ST FLOOR THIRUPALLI STREET, SOWCARPET. CHENNAI-600001 | MOHIT0652@GMAIL.COM | 9952920346 |
| 31 | SANGITA BHARAT THAKKAR | GIRDHARLAL BAVCHAND SODHA | B-3101 ESTONIA HIRANANDA NI HERITAGE SV ROAD KANDIVALI WEST MUMBAI - 400067. | THAKKARSAHILB@GMAIL.COM | 9967531149 |
| 32 | MOHIT S KANKARIA | SUNIL KANKARIA | 30, 1ST FLOOR, THIRUPALLI STREET, SOWCARPET. CHENNAI GP, CHENNAI-600001 | MOHIT4262@GMAIL.COM | 9952920652 |
| 33 | BHIKAMCHAND RAJESH HUF | NOT APPLICABLE | NO. 40, NAMBULIYUR STREET KONDITHOPE , CHENNAI - 600079 | BRAJESHJAIN75@YAHOO.COM | 9840024398 |
| 34 | HAJI MOOHAMED HAROON NATHANI | HAROON HAJI MOHD NATHANI | A WING 1ST FLOOR FLAT NO 11/ 12 , KHUSHNUMA APARTMENTS ,65 MAULANA AZAD ROAD, | HAJINATHANI@GMAIL.COM | 9819011880 |

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| | | | OPP BARKAT HIGH SCHOOL AGRIPADA MUMBAI - 400011. | | |
| 35 | KUNAL HARESH MEHTA | HARESH MADHUSUDAN MEHTA | A 803, MAHAVIR VASUNDHAR A, VIKRANT CIRCLE GHATKOPAR (E), MUMBAI - 77 | KUNALMEHTAIN123@GMAIL.COM | 9022050329 |
| 36 | AJIT SRICHAND AILANI | SRICHAND BHAGTRAM AILANI | 604, ELEGANZA APARTMENTS , PO BOX 33916, DUBAI, UAE | AJIT@NEWAGEIB.COM | 97150625549 6 |
| 37 | SAHIL BHARAT THAKKAR | BHARAT I THAKKAR | B-3101 ESTONIA HIRANANDA NI HERITAGE SV ROAD KANDIVALI WEST MUMBAI - 400067. | SHREEJI_INDIA@REDIFFMAIL.COM | 9594656400 |
| 38 | PREM SUNILBHAI BHINDI | SUNILBHAI MANIBHAI BHINDI | HARIHAR SOCIETY, STREET NO. 2 OPP. SWAMINARAYAN TEMPLE, KALAWAD ROAD, RAJKOT GUJARAT - 360005. | PREMBHINDI123@GMAIL.COM | 9638269301 |
| 39 | PRIYANSHU SUNILBHAI BHINDI | SUNILBHAI MANIBHAI BHINDI | HARIHAR SOCIETY, STREET NO. 2 OPP. SWAMINARAYAN TEMPLE, KALAWAD ROAD, RAJKOT GUJARAT - 360005. | BHINDIPRIYANSHU90@GMAIL.COM | 8780053160 |
| 40 | BIJAL KAUSHIK GANDHI | ROHIT GORDHANDAS SHAH | 1304/B, SAMARPAN EXOTICA, BEHIND METRO MALL, BORIVALI EAST, MUMBAI - 400066 | BIJALG31@GMAIL.COM | 9930245092 |

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| 41 | KAUSHIK HASMUKHLA L GANDHI | HASMUKHLAL MAFATLAL GANDHI | 1304/B, SAMARPAN EXOTICA, BEHIND METRO MALL, BORIVALI EAST, MUMBAI - 400066 | KAUSHIKG31@GMAIL.COM | 9819045092 |
| 42 | RUPAL AJAY SHAH | AJAY SHAH | 1, AMAR ARCADE, NR. PRAGJI TOWER, BUDDHA SOCIETY, VALSAD, GUJARAT - 396001 | RUPALSHAHVALSAD@GMAIL.COM | 9924446081 |
| 43 | BRAMESH BHANDARI | ANIL BHANDARI | APARNA SAROVAR GRANDE ROAD, NALLAGAND LA, SERILINGAMP ALLY, HYDERABAD, TELANGANA 500019. | BHANDARIBRAHMESH@GMAIL.COM | 9985711341 |
| 44 | MANSA CHORDIA | KETAN CHORDIA | 5, RAMANUJA STREET, SOWCARPET, CHENNAI, TAMILNADU - 600001 | DINESH41@GMAIL.COM | 7904316668 |
| 45 | CHINTAN AJAY SHAH | AJAYKUMAR GUNVANTRAI SHAH | 1, AMAR ARCADE, NR. PRAGJI TOWER, BUDDHA SOCIETY, VALSAD, GUJARAT - 396001 | CHINTAN.SHAH95@GMAIL.COM | 8460556081 |
| 46 | MANTHAN AJAY SHAH | AJAYKUMAR GUNVANTRAI SHAH | 1, AMAR ARCADE, NR. PRAGJI TOWER, BUDDHA SOCIETY, VALSAD, GUJARAT - 396001 | MANTHAN.SHAH96@GMAIL.COM | 9033229211 |

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| 47 | KHYATI HOZEFA NALWALA | KISHORE MANKERMI | FLAT NO 2, ALBAIT BUILDING, 67-A WARODA ROAD, BANDRA WEST, MUMBAI - 400050 | KHYATIMANKERMI@TEMASEK.COM. SG | 9820939682 |
| 48 | ANJU DHAR | AVTAR KRISHEN DHAR | A 102, RUNWAL SPRING PARK, RAMINDU PARK, OPP ORCHID SCHOOL BANER, PUNE, 411045 | ANJUDHAR68@GMAIL.COM | 9960299017 |
| 49 | ABDUL RASHID VALIMOHAM MAD | VALIMOHAMM AD HAJI USMAN | 1002, 10TH FLR, HAYAT PALACE BLDG. DR. A R NAIR RD. OPP. NAIR HOSPITAL MUMBAI 400008 | A_RASHID1975@YAHOO.COM | +9198213356 92 |
| 50 | MANISH R SHAH | RAJNIKANT PRAVINCHAND RA SHAH | 806 JUHU GRIHA SWAPNA C WING ,GULMOHAR CROSS ROAD 4, NEXT TO CLUB MILLENIUM, J.V.P.D. VILE PARLE (W), MUMBAI 400049 | MANISH@PHPHEAT.COM | 9867100060 |
| 51 | SHARDINDU VAJPAYEE | DEVENDRA VAJPAYEE | 5001, 50TH FLOOR, CRESCENT BAY TOWER 5, JERBAI WADIA ROAD NEAR MAHATMA PHULE EDUCATION SOCIETY, PAREL, | SHARADVAJPAYEE1@GMAIL.COM | 9820037339 |

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| | | | MUMBAI - 400012. | | |
| 52 | CHETAN VIRINDER MEHRA | VIRINDER CHAND MEHRA | FLAT NO.4202 42 FLOOR BUILDING TOWER K POST BOX 103981 DUBAI - 103981 | CHETAN.MEHTA1@GMAIL.COM | 97155552130 6 |
| 53 | PANKAJ GANJOO | LATE CHUNI LAL GANJOO | 224-C , UNA APARTMENTS , 3 PATPAR GANJ , DELHI 92 | PANKAJGANJOO@YAHOO.COM | +9715045463 65 |
| 54 | JAYESH SHESHMAL RAWAL | SHESHMAL GANGARAM RAWAL | 1302 SUNRISE POINT NEPTUNE LIVING POINT LBS MARG BHANDUP WEST MUMBAI 400078 | RAWALJAYESH@GMAIL.COM | 9833676161 |
| 55 | VISHESH MAHESH NIHALANI | MAHESH NANIKRAM NIHALANI | FLAT NO. 1301, MEHR BUILDING, 12 TH ROAD, NR KHAR TELEPHONE EXCHANGE, KHAR WEST, MUMBAI 400052. | NIHALCONSTRUCTIONS@GMAIL.COM | 9820714544 |
| 56 | GAUTAM VINAY KALE | VINAY LAXMAN KALE | 105/106, BLDG NO. 16, INDRADARSH AN PHASE 1, LOKHANDW ALA COMPLEX, ANDHERI (WEST), MUMBAI - 400053. | GAUTAMKALE@GMAIL.COM | 9819914469 |
| 57 | KIRTI HARSUKH MEHTA | HARSUKH BHAICHAND MEHTA | 62, PANORAMA, 6TH FLOOR, 203, WALKESHWAR ROAD, MUMBAI- 400006 | KHMEHTA54@GMAIL.COM | 9821153318 |
| 58 | LAKSHMI DEVI KRISHNAMURTHY | SUNDARESAN KRISHNAMURTHY | GB , 11, AKILA KRIPA LANE NO 9 SASTRINAGA | DUBAIKRISH@YAHOO.COM | +9199400428 83 |

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| | | | R ADYAR ,CHENNAI 600020 | | |
| 59 | KETAN ISHWERLAL THAKKAR HUF | NOT APPLICABLE | B - 604 VIJAY PARK , MATHURADA S EXTN ROAD, KANDIVALI EAST MUMBAI - 400067. | KETANTHAKKAR.AE2011@REDIFFMA IL.COM | 9967030168 |
| 60 | RANJANI THAKKAR | ISHWARLAL T THAKKAR | 1102, KRISHNA HEIGHT, MATHURADA S EXTN ROAD, KANDIVALI EAST MUMBAI - 400067. | KETANTHAKKAR.AE2011@REDIFFMA IL.COM | 9967030168 |
| 61 | NIMESHKUM AR BABUBHAI PATEL | BABUBHAI PRABHUDAS PATEL | NO. 6 MAHAVEER COLONY E V K SAMPATH ROAD VEPERY CHENNAI - 600007, TAMIL NADU, INDIA | NIMESH247@YMAIL.COM | 9841085959 |
| 62 | JAYESH SURESHCHA NDRA SHETH | SURESHCHAND RA GULABCHAND SHETH | G21, PRAMUKH DARSHAN II, OPP MICROWAVE TOWER, NAROLI ROAD, SILVASSA- 396230 | JAYESH@AKTAWEAALTH.COM | 9824181987 |
| 63 | LALIT BHANWARLA L JOGANI | BHANWARLAL JOGANI | SHOP NO.24, JAYWANT INDUSTRIAL ESTATE, OPP CROSS ROAD, CARDIO ROAD, MUMBAI - 400034 | LALIT@4SAUTO.IN | 9820289737 |
| 64 | NARPAT KUMAR | NAVRATANMAL KANKARIA | NO. 11, NALLANA MUDALI STREET, SOWCARPET, CHENNAI- 600001 | RISHAB.KANKARIA@GMAIL.COM | 8297066655 |
| 65 | AARTI MANGAL | NISHANT MANGAL | NO. 76 BASIN BRIDGE ROAD OSIAN HEIGHTS 14TH FLOOR I BLOCK NEAR | NISHANTHAGGARWAL@GMAIL.CO M | 9840505555 |

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| | | | MINT BUS STOP, CHENNAI - 600021 | | |
| 66 | HEMANT J JHAVERI | JAWAHARLAL JAMNADAS JHAVERI | 1303/04, MYSTIC MAYFAIR, R.B.MEHTA ROAD, NEAR VIKRANT CIRCLE, GHATKOPAR (E), MUMBAI - 400 077 | HEMANT@BADSHAHMASALA.COM | 9820127370 |
| 67 | NITIN CHUNILAL MEHTA | CHUNILAL PANACHAND MEHTA | 29"VRAJ" LANKA LODGE NEAR HONEST TRADING CO. GOHARBAUG , BILIMORA - 396321 | ORICHORI@GMAIL.COM | 9824000954 |
| 68 | PRITI PARESH MODY | ARVIND NANALAL GANDHI | 400, PANCHVATI NX, HARBHANJI LANE, OPP. POOJA HOTEL, M.G. ROAD, GHATKOPAR EAST, MUMBAI - 400077 | PMODY19@YAHOO.CO.IN | 9920826222 |
| 69 | ANURAG GAJANAND KHEMUKA | GAJANAND GORKHNATH KHEMUKA | PLOT NO 134, NEAR HANUMAN MANDIR, GANDHI NAGAR, NAGPUR- 440010 | KHEMUKA@YAHOO.COM | 9890000908 |
| 70 | DEEPAK JIVRAJBHAI PATEL | JIVRAJBHAI RAMJI PATEL | 178 B, SHIV SHREE APARTMENT TIKEKKAR ROAD DHANTOLI NAGPUR - 440012 | DJ7699@GMAIL.COM | 9766632424 |
| 71 | NEELAM KANTILAL PATEL | KANTILAL KARAMSHI PATEL | SHRI SHREYANS APARTMENT. FLAT NO 302.NEAR KACCHI OSWAL | NEELAM3499@GMAIL.COM | 9860774899 |

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| | | | BHAWAN, LAKADGANJ, BAGADGANJ NAGPUR - 440008 | | |
| 72 | VISHAL LADHARAM JAISINGH | LADHARAM DWARKADAS JAISINGH | FLAT NO. 302 TOWER D, GODREJ ANANDAM, GANESHPETH , NAGPUR- 440018 | VEEPEENGP@YAHOO.COM | 9823736363 |
| 73 | GHANSHYAM DAS DAULAL AGRAWAL | DAULAL KANAIYALAL AGRAWAL | 9, PALASH-9 NEAR NOBLE BUNGLOWS THALTEJ AHMEDABAD 380059 | ACCOUNTS@GDGROUPINDIA.COM | 9825009675 |
| 74 | ASHOK KEWALRAM THAWRANI | KEWALRAM KHUBCHAND THAWRANI | 7, SATYA BLDG 15TH ROAD BANDRA BOMBAY - 400050. | THAWRANIAK@GMAIL.COM | +9715064413 27 |
| 75 | MUDER H LOKHANDW ALA | HUSEINI LOKHANDWAL A | MUBARAK CO-OP HOUSING SOCIETY, C- WING, 3RD FLOOR, FLAT 310, BHAYANDER (W), THANE, M.S. | MUDERL@GMAIL.COM | 9819814856 |
| 76 | SUMIT KUMAR GUPTA | RAMESH CHANDRA GUPTA | 905, A WING SHREE GANESH CHS, PLOT NO. 9, SECTOR 1, VASHI, NAVI MUMBAI - 400703. | SUMITKGV@GMAIL.COM | 9892639554 |
| 77 | NIZAMUDDIN R SIDDIQUI | RIYAZUDDIN AZHARUDDIN SIDDIQUI | 47A PATHAN CHAWL ROOM NO 1 BJ MARG HANS ROAD MUMBAI 11 | NIZAMUDDIN.SIDDIQUI@GMAIL.COM | 9869173728 |
| 78 | VAIBHAV VIPUL THAKKAR | VIPUL ISHWARLAL THAKKAR | 1102, KRISHNA HEIGHT, MATHURADA S EXTN ROAD, KANDIVALI EAST MUMBAI - 400067. | THAKKARSAHILB@GMAIL.COM | 9428823440 |
| 79 | PRAFULCHA NDRA YASHVANTR | YASHVANTRAY MANGABHAI MEHTA | MEHTA HOSPITAL, N.H. 48, | DRPRAFULMEHTA@GMAIL.COM | 9825132289 |

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| | AY MEHTA | | PARDI, VALSAD 396125 GUJARAT INDIA | | |
| 80 | MANISH JITENDRAKU MAR SHAH | JITENDRAKUMA R RAMNIKLAL SHAH | 402 SHIVAALEE RESIDENCY, NEAR SRI NAGAR SOCIETY, OPP SUMUKH, HALAR, VALSAD - 396 001 | TAXMANISH@GMAIL.COM | 9898550328 |
| 81 | NIRAV G KHANDHEDI YA | GUNVANTRAI JAYSUKHLAL KHANDHEDIYA | HOUSE NO.834 MOTA BAZAR, DHARAMPUR -396050 DIST VALSAD | CANIRAV13@GMAIL.COM | 9429058020 |
| 82 | SIDDHARTH DHIRAJ KORIA | DHIRAJ ODHAVJI KORIA | ROOM NO 01 NEW GUEST HOUSE BHADRAN NAGAR ROAD, NO 02 MALAD WEST MUMBAI - 400064. | SIDDHARTH.KORIA@GMAIL.COM | 9967779267 |
| 83 | ISHITA KETAN THAKKAR | KETAN ISHWARLAL THAKKAR | B - 604 VIJAY PARK , MATHURADA S EXTN ROAD, KANDIVALI EAST MUMBAI - 400067. | KETANTHAKKAR.AE2011@REDIFFMA IL.COM | 9967030168 |

WARRANTS

| Sr No | Name | Father's Name/Husband's Name | Complete Address | Email ID | Phone Number |
|-------|-------------------------------------|---------------------------------|---|-----------------------------------|--------------|
| 1 | JASPALSINGH P CHANDOCK | PREHLADSINGH HARISINGH CHANDOCK | 554, HARI NIWAS, 33 ROAD, KHAR (WEST), MUMBAI-400052 | JASPAL.SINGH@BALUINDUSTRIES.COM | 02226000095 |
| 2 | HERMES CORPORATE ADVISORY PVT LTD | NOT APPLICABLE | 28 GREAT WESTERN BLDG 130 SHAHID BHAGAT SINGH MARG OPP LION GATE FORT 400023 | HAKEEM@VSNL.COM | 9322906964 |
| 3 | BIRTHSTONE CAPITAL ADVISORS PVT LTD | NOT APPLICABLE | 17, 5TH FLOOR, HELIOPOLIS SAGAR, SANGEET COMPOUND, 155 COLABA ROAD, MUMBAI -400005. | UMESH.GOWDA@BIRTHSTONECAPITAL.COM | 9820430453 |
| 4 | RASHMI NIMESH JOSHI | NIMESH SHAMBHULAL JOSHI | B 1204 VRINDAVAN COMPLEX RAMBAUG LANE OFF S V ROAD OPP HIMALYA HIGH SCL BORIVALI(W) MUMBAI - 400092 | CSNIMESHJOSHI@GMAIL.COM | 9820647751 |
| 5 | NATWARLAL KESHAVJIBHAI KAWA | KESHAVJIBHAI HARIBHAI KAWA | HEENA ELEGANCE, FLAT NO 1801 OPP MKN BHATIA SCHOOL SAI BABA NAGAR, BORIVALI (WEST) MUMBAI, 400092. | NATWARLALKAWA2@GMAIL.COM | 9869326268 |

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Yatin Mehta
Managing Director
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