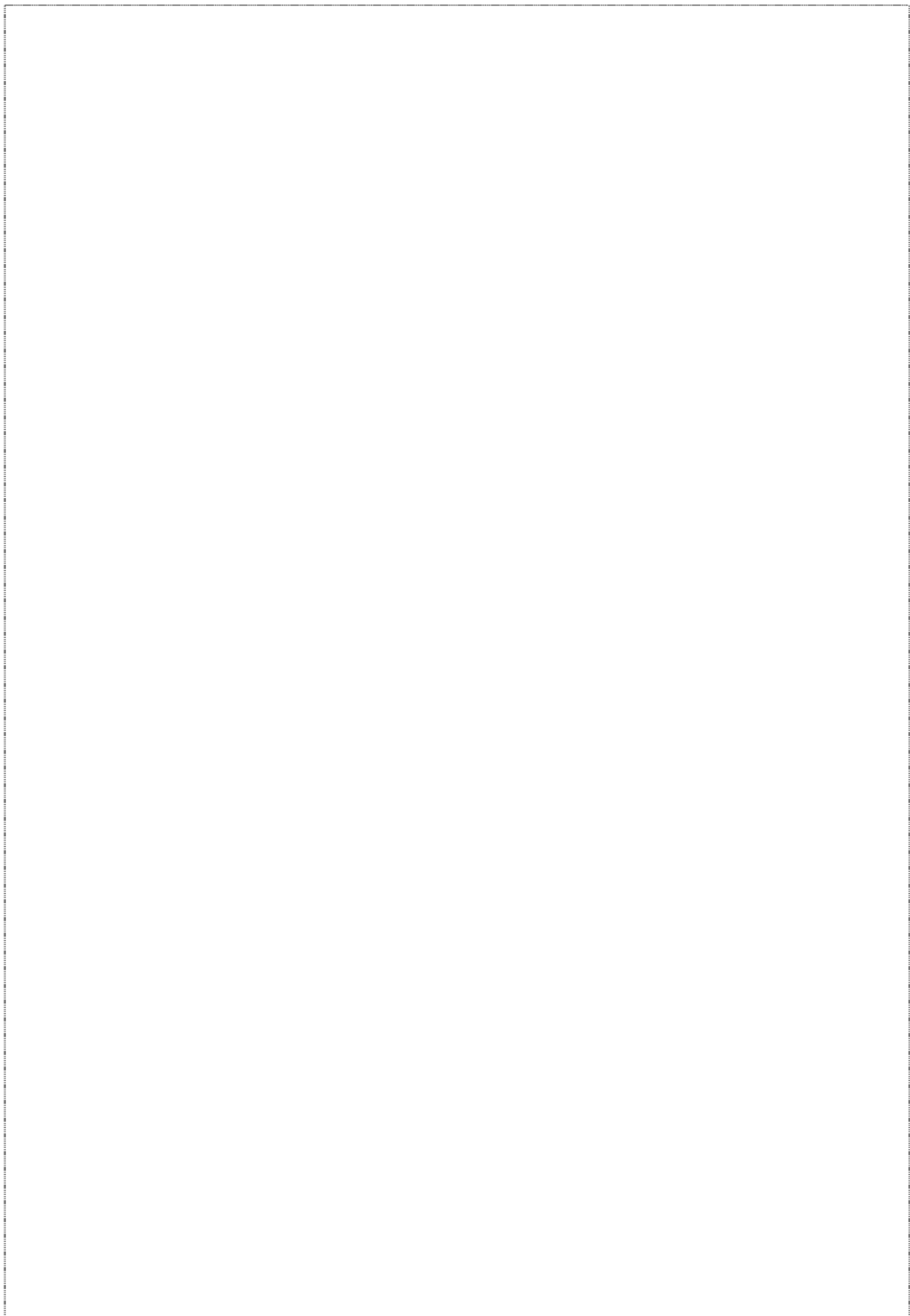


**BELL AGRO MACHINA LIMITED**

CIN: L85110MH1989PLC255933

**POSTAL BALLOT NOTICE**

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



# **BELL AGRO MACHINA LIMITED**

Unit No. F-30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot,  
Kandivali (West), Mumbai – 400 067  
CIN: L85110MH1989PLC255933

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Email Id: bellagro@rediffmail.com Website: www.bellagro.com Tel No. 022- 65575578

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the  
Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as **“the Act”**), read together with the Companies (Management and Administration) Rules, 2014 (**“Rules”**) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **Bell Agro Machina Limited** (hereinafter referred to as **“the Company”**) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as **“the Postal Ballot Form”**) for your consideration.

The Board of Directors of the Company has appointed Mr. Jaymin Modi (ACS-44248), Proprietor of M/s. Jaymin Modi & Co, Mumbai Practicing Company Secretary, the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is

pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Friday, the 16th December, 2016 at 9.00 a.m. and ends on Saturday, the 14<sup>th</sup> January, 2017, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Saturday, the 14<sup>th</sup> January, 2017 at the Company's Registrar and Share Transfer Agent namely **M/s System Support Services**, Unit :- **Bell AgroMachina Limited**, 209, Shivai Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072. Tel: 022 – 28500834 / 85 Website: [www.sysss.com](http://www.sysss.com), Email: [sysss72@yahoo.com](mailto:sysss72@yahoo.com) Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Saturday, the 14th January, 2017 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Tuesday, 17<sup>th</sup> January, 2017 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the notice board at the registered office of the Company. The results of the postal ballot will also be posted on the Company's website [www.bellagro.com](http://www.bellagro.com) and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited.

## **SPECIAL BUSINESS**

### **ITEM NO. 1. CHANGE IN OBJECT CLAUSE**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

(1) Existing clause no.1,2,3 & 4 forming part of III–(A) of the Main Objects be deleted and substituted by insertion of new clauses 1,2,3,4 and 4A forming part of III–(A)of Main Object of the Memorandum of Association of the Company which is as follows;

1. To carry on 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.

2. To carry on the business of Software Development, programmes and systems development, to undertake turnkey software projects and operation research, to offer complete hardware and software solutions and technical services and to subject the same to export, import and to act as dealers and authorized representatives of the same in India and abroad and to undertake the designing, development, testing, programming and maintaining of systems and application software either for its own use or for sale in India or abroad and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and analogue/ digital/ electronic / optical/ laser/photographic equipment in India or elsewhere in the world.
3. To carry on the business of electronic data processing and word processing centre including the business of Business Process Outsourcing (BPO), system studies, management consultancy, techno-economic feasibility information systems, technical analysis of data, data storage and retrieval services and services of all kinds including that of being a call centre in connection with commerce, medicine, engineering, communication and other technological fields and to set up and run electronic data processing centers and to carry on the business of data processing, word processing, software consultancy, system studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information system, share/debenture issues; management and/or registration and share/debenture transfer agency in India or abroad.
4. To engage in India or elsewhere with or without foreign collaboration in the business of information technology as Consultants, advisors, consulting engineers, system analysts, system engineers, facilitators, trainers and instructors, in computers, computer hard-ware, computer software, computer programming, data processing, storage and retrieval, data analysis, market analysis, information processing, information technologists and other related activities either as principals, agent, contractors, sub-contractors, joint-ventures or executing the same on turnkey basis either independently or in collaboration with other and to give and take franchise computer hardware and software, dealing in Radio paging services, Telephonic Services, Cellular mobile Services,

public Mobile Radio Trunked Services, Voice mail/Audio Tex Services Internet Services providers, Web Hosting, Web content creation & Management, email/application hosting, and related Internet Services and to acquire such business in India or outside India.

- 4A. To carry on the business, in India or abroad, of providing Information Technology Enabled Services, (ITES) third party or capitative, Human Resource Support Services and provision of all related services and to engage in the above mentioned business through business development, merger and acquisition and to provide technical know-how, lease infrastructure and space inclusive of technical support, consult, support in all sorts of Information Technology Enabled Services and buy and sell equipment for set-up of new units or for expansion of existing units including that of Research and Development (R&D) facilities for utilization of new technologies in the ITES or contact relationship management sphere and to market the proven technologies globally.

**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 alteration in object clause thereof with the Registrar of Companies, Maharashtra, Mumbai and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause 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.”

## **ITEM NO. 2: CHANGE OF NAME**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and 15 read with ( Incorporation) Rules, 2014, ( the “Rules”)and other applicable provisions if any of the companies Act, 2013 read with ( Management and Administration) Rules, 2014 ( the “rules”) including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs, Stock Exchanges where the shares of the company are listed and other authorities as may be applicable and subject to such terms. Conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the name of the company be and is hereby changed from **“Bell Agro Machina Limited”** to **“Amaze Entertech Limited”** or such other name as may be approved by the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the Company **“Bell Agro Machina Limited”** where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name **“Amaze Entertech Limited** or such other name as may be approved by the Ministry of Corporate Affairs.”

**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 change of name thereof with the Registrar of Companies, Maharashtra, Mumbai and stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed change of name 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.”

**By Order of the Board of Directors  
For Bell Agro Machina Limited,  
Sd/-  
Yatin Mehta  
Managing Director  
DIN 07431944**

**Place: Mumbai**

**Dated: 14<sup>th</sup> November, 2016**

**Notes:**

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section “voting through electronic means” in the notice.
3. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.

4. A copy of each of the documents referred to in the accompanying Explanatory Statement is 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 date of declaration of results of postal ballot i.e. Tuesday, 17<sup>th</sup> January, 2017.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on Friday, the 9<sup>th</sup> December, 2016 i.e. "the cut-off date". Any person who acquires shares of the Company and becomes a member of the company after the dispatch of the notice and holding shares may cast their vote by e-voting. The notice will be displayed on the website of the Company [www.bellagro.com](http://www.bellagro.com) and on the website of NSDL
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) Business Standard in English language and (ii) Apla Mahanagar in Marathi language having wide circulation in the district where the Registered Office of the Company is situated.
7. The Company has appointed Mr. Jaymin Modi (ACS- 44248), Proprietor of M/s Jaymin Modi & Co., Mumbai Practicing Company Secretary, as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.
8. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form can download the postal ballot form from the Company's corporate website [www.bellagro.com](http://www.bellagro.com) or seek duplicate postal ballot form from M/s. System Support Services, the Registrar and Share Transfer Agent or Registered Office of the Company. Members shall fill in the requisite details and send the duly completed, and

signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Saturday, the 14<sup>th</sup> January, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Saturday, the 14<sup>th</sup> January, 2017, would be strictly treated as if reply from the Members has not been received.

9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
10. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney (“POA”) on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer’s decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Tuesday, the 17<sup>th</sup> January, 2017 at the Registered office of the company situated at Unit No. F-30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West), Mumbai – 400 067.
11. The results, together with the Scrutinizer’s Report, will be displayed at the registered Office of the Company and on the website of Company (<https://www.bellagro.com>), besides being communicated to BSE Limited and the National Securities Depository Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolutions are assented to by the requisite majority of Members by means of

Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

12. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

13. The vote on postal ballot cannot be exercised through proxy.

14. Voting through electronic means:

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

(i) Open email and open PDF file viz; “Bell Agro machina Limited e-Voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:  
*<https://www.evoting.nsdl.com>*

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select “EVEN” of Bell Agro Machina Limited.

- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

**OTHER INSTRUCTIONS**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 9<sup>th</sup> December, 2016, are entitled to vote on the Resolutions set forth in this Notice.**

V. The remote e-voting period will commence at 9.00 a.m. on 16<sup>th</sup> December, 2016 and will end at 5.00 p.m. 14<sup>th</sup> January, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> December, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9<sup>th</sup> December, 2016.

VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares may obtain the login ID and password by sending an email to [bellagro@rediffmail.com](mailto:bellagro@rediffmail.com) \_or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

VIII. The Scrutinizer shall, immediately after the conclusion of voting through postal ballot, count the votes cast through postal ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the voting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

X. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

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

**Item 1 & 2**

The Company was incorporated as a Private Limited Company on 17<sup>th</sup> March, 1989 under the name M/s Bell Agro-Machina Private Limited. The Company was engaged in business of manufacturing of Tractor trailers such as MB ploughs, Spring Cultivators, Reversible Ploughs and Disc Harrow.

Subsequently the company changed the status from Private Company to a Public Company on 18<sup>th</sup> May, 1994 and the name of company was changed to M/s. Bell Agro Machina Limited and a fresh incorporation certificate was issued by the Registrar of Companies, Karnataka, Bangalore. Currently the Company is into the job work to ancillaries unit of auto industry.

The Board of Directors from time to time has always considered the proposals for diversification into the areas which would be profitable for the Company.

For this purpose, the object clause of the Company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

Therefore as a part of diversification plans, for further growth of the Company and for increasing operations and profits of the Company, the Board has decided to extend its scope of working in the areas of Information Technology and allied areas of operations on its own or joint venture with others.

With the growing prospects of Digitalization and government initiate to improve online infrastructure in India and liberal policies of the government, easy availability of finance, tax benefits / holidays etc, the Board of Directors of your Company wishes to enter into Information Technology Business..

The Board of Directors after due consideration has decided to delete existing clauses no 1, 2, 3 and 4 forming part of III-(A) of the Main Objects and substituted by insertion of new clauses 1, 2, 3, 4 and 4A forming part of III-(A) of Main Object of the Memorandum of Association of the Company.

Pursuant to Section 13 And other applicable provisions if any of the Companies Act, 2013, alteration of the Objects Clause and commencement of new business activities require approval of the members of the Company by way of passing a Special Resolution and particulars of the same are required to be filled with the concerned Registrar of Companies who shall certify the same.

The proposed amendment to the Other Objects Clause will enable the Company to carry on the new activities, which may conveniently or advantageously be combined with the business of the Company, as envisaged in Section 13 of the Companies Act, 2013.

Also Section 110 of the Companies Act, 2013 read with the Companies ( Management And Administration) Rules, 2014 stipulates that the consent of the members of the company for the matter is required to be obtained through Postal Ballot.

Therefore as a part of diversification plans and to avail the benefit of the Current economic scenario, for further growth of the Company and for increasing operations and profits of the Company, the Board has decided to extend its scope of working.

The Company proposes to Change the name from **“Bell Agro Machina Ltd”** to **“Amaze Entertech Limited”** to bring in line with the proposed change in Object Clause of the Company or such other name as may be approved by the Ministry of Corporate Affairs.

The Company vide SRN G17032095 had made an application for reservation of name change to Central Registration Centre, MCA and the desired name **“Amaze Entertech Limited”** was made available vide their letter dated 24-10-2016 to the Company. The Company proposes to amend/alter sub-clause 1, 2, 3 and 4 of Clause IIIA of the Memorandum of Association by way of substitution of the new object clauses 1, 2, 3, 4, and 4 A with its existing sub-clause to reflect the main business of the Company.

The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company by way of Special Resolution.



Further in view of the change in object clauses of the Company the Board of Directors of the company decided to change the name of the Company as the old name is not in line with the revised objectives of the company. Hence in order to ensure that the name of the Company adequately reflects the business being carried on by the Company. Accordingly it is proposed to appropriately change the name of the Company from **“Bell Agro Machina Ltd”** to **“Amaze Entertech Limited”** as made available for adoption by the Registrar of Companies Maharashtra, Mumbai / Ministry of Corporate Affairs or such other name as may be approved by the Ministry of Corporate Affairs.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013.

The proposed amendment to the Name clause will reflect the activities to be carried on by the Company.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company 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 date of declaration of results of postal ballot i.e. Tuesday, 17<sup>th</sup> January, 2017.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Maharashtra, Mumbai.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Section 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires

approval of the members of the Company by way of passing a Special Resolution to that effect.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 & 2 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

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

**By Order of the Board of Directors  
For Bell AgroMachina Limited,  
Sd/-  
Yatin Mehta  
Managing Director  
DIN 07431944**

**Place: Mumbai**

**Dated: 14<sup>th</sup> November, 2016**

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## BELL AGRO MACHINA LIMITED

Unit No. F-30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot,  
Kandivali (West), Mumbai – 400 067  
CIN: L85110MH1989PLC255933

Email Id: bellagro@rediffmail.com website: www.bellagro.com Tel No. 022- 65575578

### POSTAL BALLOT FORM

Sr. No. :

1. Name & Registered Address of the :  
Sole/ /first named Member

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No./DP ID & Client ID No.:

4. No. of Shares held :

5. I/ We hereby exercise my/ our vote in respect of the following Special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 14<sup>th</sup> November, 2016 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Sr. no.	Description	No. of Shares	Type of the Resolution	(For) I/We assent to the Resolution	(Against)I/We dissent to the Resolution
1.	Change in Object clause of the company		Special		
2	Change of Name of the Company		Special		

Place :

Date :

Signature of the Member/Beneficial Owner

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

## **IMPORTANT INSTRUCTIONS**

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier / Speed Post / Registered Post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
4. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 14<sup>th</sup> January, 2017 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date, providing sufficient time for postal transit.
6. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
7. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
8. Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.



**BOOK-POST**

If undelivered please return to:

**BELL AGRO MACHINA LIMITED**

Unit No. F-30, First Floor, Raghuleela Mega Mall,  
Behind Poisar Depot, Kandivali (West), Mumbai – 400 067  
CIN: L85110MH1989PLC255933