

Public Announcement (“PA”) under Regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Amaze Entertech Limited

Corporate Identification Number (“CIN”): L72100MH1989PLC255933

Registered Office: 156,1st Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Kandivali (West),
Mumbai 400 067, Maharashtra, India.

Tel. No. +91-8655075578; **Email:** amazeentertech@gmail.com

Web: www.amazeentertechlimited.com

Open Offer (the “Offer”) for acquisition of upto 2,02,51,400 (Two Crore Two Lakh Fifty-One Thousand and Four Hundred) fully paid-up equity shares of Rs. 10.00 each (the “Equity Shares”) of Amaze Entertech Limited (the “Target Company”) representing 26% of the Diluted Share and Voting Capital (as defined below) from the Shareholders (as defined below) of the Target Company by Mr. Jaspalsingh Prehladsingh Chandock (“Acquirer”) alongwith persons acting in concert (“PAC”), namely Mr. Trimaan Jaspalsingh Chandock (“PAC 1”) and Mr. Jaikaran Jaspalsingh Chandock (“PAC 2”) (PAC 1 and PAC 2 are jointly referred to as the “PACs”) with an intention to acquire control of the Target Company pursuant to and in compliance with Regulation 3(1) and 4 read with Regulations 13(1) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations” and reference to a particular “Regulation” shall mean the particular regulation of the SEBI (SAST) Regulations) (the “Open Offer”).

This Public Announcement (“PA” or “Public Announcement”) is being issued by Systematix Corporate Services Limited (“Manager to the Offer”) for and on behalf of the Acquirer and the PACs, to the Public Shareholders (as defined below) of the Target Company.

1. Definitions

- 1.1. **“Business Succession Agreement” or “BSA”** means Business Succession Agreement dated August 03, 2020 entered between the Acquirer, who is the sole proprietor of M/s. Balu India, and the Target Company, prescribing the details of succession of Balu India by the Target Company, wherein the Acquirer will receive Consideration (other than cash) by way of allotment of Equity Shares of the Target Company equivalent to the fair market value of Balu India.
- 1.2. **“Diluted Share and Voting Capital”** means the total voting equity share capital of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the Tendering Period (“TP”) of the Offer. The same has been calculated by adding proposed preferential allotment in the current outstanding Equity Shares of the Target Company. In the instant case, the Diluted Share and Voting Capital of the Company is Rs.77,89,00,000 divided into 6,86,90,000 Equity Shares and 92,00,000 Convertible Warrants (“Warrants”) and each Warrant is convertible into one Equity Share of the Target Company.
- 1.3. **“Equity Shares”** means the fully paid up Equity Shares of face value of Rs.10.00 (Rupees Ten) each of the Target Company.
- 1.4. **“Open Offer Shares”** means 2,02,51,400 (Two Crore Two Lakh Fifty-One Thousand and Four Hundred) Equity Shares constituting 26% of the Diluted Share and Voting Capital of the Target Company.
- 1.5. **“Pre-Issue Share Capital”** means paid up Equity Share Capital of the Target Company prior to the proposed Preferential Issue i.e.; Rs.35,00,000 divided into 3,50,000 Equity Shares of Rs.10/- each.
- 1.6. **“Proposed Preferential Issue”** means the proposed preferential allotment as approved by the Board of Directors of the Target Company at their meeting held on August 03, 2020 subject to approval of the members and other regulatory approvals of 6,83,40,000 fully paid up Equity Shares of face value of Rs.10 each at par per Equity Share for ‘Cash’ to Public and ‘Other than Cash’ to the Acquirer and also 92,00,000

Warrants for 'Cash' to the Acquirer and to Public. Each Warrants are convertible into equal number of Equity Shares of the Target Company aggregating to 7,75,40,000 Equity Shares of Rs. 10 each fully paid-up on fully diluted basis.

- 1.7. **“Public Shareholders”** means all the equity shareholders of the Target Company except the current Promoter & Promoter Group, the Acquirer and the PACs.
- 1.8. **“Negotiated Price”** means the price (i.e. Rs. 10 per Equity Shares) mutually agreed between the parties to the SPA.
- 1.9. **“SPA”** means the Share Purchase Agreement dated August 03, 2020 whereby 86,050 (Eighty Six Thousand and fifty) Equity Shares agreed to be acquired by the PACs at a price of Rs.10.00 (Rupees Ten only) per Equity Share aggregating to Rs. 8,60,500 (Rupees Eight Lakh Sixty Thousand Five Hundred only) (“SPA Consideration”) from the current Promoters of the Target Company (“the Sellers”).
- 1.10. **“SPA Shares”** means 86,050 (Eighty Six Thousand and fifty) Equity Shares agreed to sell and purchase between the Sellers and the PACs in terms of the SPA.

2. Offer Details

- 2.1. **Offer Size (No. of Equity Shares):** The Offer is for acquisition of 2,02,51,400 (Two Crore Two Lakh Fifty-One Thousand and Four Hundred) Equity Shares constituting 26% of Diluted Share and Voting Capital of the Target Company. The face value of Equity Shares of the Target Company is Rs.10.00 (Rupees Ten only).
- 2.2. **Offer Price / Consideration (in Rs.):** The Equity Shares of the Target Company are infrequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price is Rs. 10.00 (Rupees Ten only) per Equity Share calculated in accordance with Regulation 8(1) of the SEBI (SAST) Regulations. The total funds required by the Acquirer and the PACs for implementation of the Offer (assuming full acceptances) aggregates to Rs. 20,25,14,000 (Rupees Twenty Crore Twenty-Five Lakh and Fourteen Thousand only) (“**Offer Consideration**”).
- 2.3. **Mode of payment (cash / security):** The Offer Price is payable in “Cash” in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 2.4. **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** This is a “**Triggered Offer**” under the Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

3. Transaction which has triggered the open offer obligations (Underlying Transaction):

- 3.1 The Acquirer in the capacity of Proprietor of M/s. Balu India, has entered into a Business Succession Agreement dated August 03, 2020, with the Target Company wherein it is agreed that the Acquirer will receive Consideration (other than cash) by way of preferential allotment of Equity Shares of the Target Company against the fair market valuation of M/s. Balu India.
- 3.2 Simultaneously, the PACs have entered into a Share Purchase Agreement dated August 03, 2020 (“SPA”) with the current promoters of the Target Company (“Sellers”) to acquire 86,050 Equity Shares or the SPA Shares at a price of Rs. 10 each in compliance with the provisions of the SEBI (SAST) Regulations.

Note: The BSA and the SPA are jointly referred to as the “Agreements”.

| Details of Underlying Transaction | | | | | | |
|---|---|---|--|--|---------------------------------------|---|
| Type of Transaction (Direct / Indirect) | Mode of Transaction (Agreement / Allotment / Market Purchase) | Shares / Voting rights acquired / proposed to be acquired | | Total Consideration for shares / Voting Rights (VR) acquired (Rs. in Lakh) | Mode of payment (Cash / Securities) | Regulation which has triggered |
| | | Number | % vis-a-vis total diluted share and voting capital | | | |
| Direct Acquisition | Allotment under the Proposed Preferential Issue | 4,78,40,000 Equity Shares | 61.42% | Rs. 4784.00 Lakh | Other than cash (in terms of the BSA) | Regulation 3(1) and 4 of SEBI (SAST) Regulation |
| | | 66,00,000 Convertible Warrants | 8.47% | Rs. 660.00 Lakh* | Cash | |
| Direct Acquisition | Share Purchase Agreement dated August 03, 2020# | 86,050 Equity Shares | 0.11% | Rs. 8.61 Lakh | Cash | Regulation 3(1) and 4 of SEBI (SAST) Regulation |

Note: *The Acquirer will pay a minimum of 25% (i.e. Rs. 165.00 Lakh) towards subscription for each Convertible Warrants ("Warrants") at the time of allotment and balance shall be paid at the time of conversion of Warrants into Equity Shares. Each Warrant shall be converted into one Equity Share of the Target Company.
#For further details, please refer "Details of Selling Shareholders" mentioned below.

4. Acquirer/PACs:

| Details | Acquirer | PAC 1 | PAC 2 | Total |
|--|--|--|--|--------------|
| Name of Acquirer/PACs | Mr. Jaspalsingh Prehladsingh Chandock | Mr. Trimaan Jaspalsingh Chandock | Mr. Jaikaran Jaspalsingh Chandock | 3 |
| Residential Address of the Acquirer/PACs | Hari Niwas, Plot No. 554, 33rd Road, Behind Mcdonald's, Khar West, Mumbai 400052, Maharashtra, India | Hari Niwas, Plot No. 554, 33rd Road, Behind Mcdonald's, Khar West, Mumbai 400052, Maharashtra, India | Hari Niwas, Plot No. 554, 33rd Road, Behind Mcdonald's, Khar West, Mumbai 400052, Maharashtra, India | - |
| Name(s) of persons in control/promoters of Acquirer/PACs / where Acquirer/PACs are companies | Not Applicable | Not Applicable | Not Applicable | - |
| Name of the Group, if any, to which the Acquirer/PACs belongs to | Not Applicable | Not Applicable | Not Applicable | - |
| Pre-Transaction shareholding | | | | |
| - Number of Equity Shares | 0 | 0 | 0 | 0 |
| - % of total share capital and total voting capital | 0.00% | 0.00% | 0.00% | 0.00% |
| Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer | | | | |

| | | | | |
|--|--|--|--|--------------------|
| A. Number of Equity Shares | 4,78,40,000 | 75,900 | 10,150 | 4,79,26,050 |
| B. Convertible Warrants | 66,00,000 | - | - | 66,00,000 |
| Total (A+B) | 5,44,40,000 | 75,900 | 10,150 | 5,45,26,050 |
| % of total share capital and total voting capital* | 69.89% | 0.10% | 0.01% | 70.00% |
| Any other interest in the Target Company | To the extent of shareholding and management control | To the extent of shareholding and management control | To the extent of shareholding and management control | |

* As a percentage of the fully Diluted Share & Voting Capital.

5. Details of Selling Shareholders

| Name of the Promoter / Seller | Part of the Promoter / Promoter Group (Yes / No) | Name of the PAC | Details of shares / voting rights held by the selling shareholder | | | |
|-------------------------------|--|-----------------------------------|---|---------------|------------------|------------|
| | | | Pre-Transaction | | Post-Transaction | |
| | | | Number | % | Number | % |
| Mr. Shivputra G Bellad | Yes | Mr. Trimaan Jaspalsingh Chandock | 75,900 | 0.10% | NIL | NIL |
| Mr. Prashant Shivputra Bellad | Yes | Mr. Jaikaran Jaspalsingh Chandock | 10,150 | 0.01% | NIL | NIL |
| Total | | - | 86,050 | 0.11%* | NIL | NIL |

*As a percentage of the Diluted Shares & Voting Capital.

6. Details of Target Company


- 6.1. **Name:** Amaze Entertech Limited (previously known as Bell Agromachina Limited)
- 6.2. **CIN of the Target Company:** L72100MH1989PLC255933
- 6.3. **Registered Office:** 156,1st Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Kandivali (West), Mumbai 400 067, Maharashtra, India.
- 6.4. **Exchange where Equity Shares of the Target Company is listed:** The Equity Shares of the Target Company are listed on BSE Limited, Mumbai, Maharashtra (“BSE”) with Security Code and Security ID as “531112” and “AMAZEENT” respectively. The Equity Shares of the Target Company are infrequently traded on BSE in terms of the SEBI (SAST) Regulations. The ISIN of Equity Shares of the Target Company is INE011E01029.

7. Other details

- 7.1. The Equity Shares proposed to be issued under the Proposed Preferential Issue, if allotted, during the Offer Period, shall be kept in a separate ‘DP Escrow Account’ in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations.
- 7.2. The PA is made in compliance with Regulation 13(1) of the SEBI (SAST) Regulations.
- 7.3. The details of the Offer would be published in the newspapers vide a Detailed Public Statement (“DPS”) on or before Monday, August 10, 2020 in compliance with Regulation 13(4) of the SEBI (SAST) Regulations.
- 7.4. The Acquirer and the PACs are aware of and will comply with the obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the Offer obligations.

- 7.5. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.6. This PA is expected to be available on the websites of SEBI (www.sebi.gov.in) and BSE (www.bseindia.com).
- 7.7. The Acquirer and the PACs are responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. All information contained in this PA is true and correct.

Issued by Manager to the Offer on behalf of the Acquirer and the PACs

| | |
|---|---|
|  <p>SYSTEMATIX GROUP Investments Re-defined</p> | <p><i>Systematix Corporate Services Limited</i> <i>SEBI Registration No. INM 00004224</i> <i>The Capital, A-Wing, 6th Floor, No. 603-606, Plot No. C-70, G-Block, Bandra-Kurla Complex (BKC), Bandra (East), Mumbai 400 051, Maharashtra, India.</i> <i>Telephone</i> +91-22-6704 8000; <i>Facsimile</i> +91-22-6704 8022 <i>Email:</i> ecm@systematixgroup.in; <i>Website:</i> www.systematixgroup.in <i>Contact Person:</i> Mr. Amit Kumar</p> |
|---|---|

Sd/-

Mr. Jaspalsingh Prehladsingh Chandock (“Acquirer”)

Sd/-

Mr. Trimaan Jaspalsingh Chandock (“PAC 1”)

Sd/-

Mr. Jaikaran Jaspalsingh Chandock (“PAC 2”)

Place: Mumbai

Date: August 03, 2020.