

CHOTHANI FOODS LIMITED

(Formerly known as Ashok Masala Mart Limited)

CIN: L15122MH2014PLC252200

Reg. Office: Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East,
Mumbai-400075.

E-mail id: chothaniniraj@gmail.com Website: www.chothanifoodslimited.com

Date: 19th December, 2020

To,
BSE Limited
Manager (CRD)
P.J. Towers, Dalal Street,
Mumbai – 400001.

Script Code – 540681

Sub.: Addendum to the Notice of 7th Annual General Meeting

Ref: Our intimation dated 7th December, 2020 regarding the Notice of 7th Annual General Meeting

With reference to the above and our letter dated 7th December, 2020, we enclose herewith an Addendum to the Notice of 7th Annual General Meeting to be held on Wednesday, 30th December, 2020 at 10 a.m. at the registered office of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully

For CHOTHANI FOODS LIMITED

Sd/-
NEERAJ ASHOK CHOTHANI
MANAGING DIRECTOR
DIN: 06732169

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Yours faithfully

For Chothani Foods Limited
Formerly known as Ashok Masala Mart Ltd



N A Chothani

Neeraj Ashok Chothani
Managing Director
DIN: 06732169

ADDENDUM TO THE NOTICE OF 07TH ANNUAL GENERAL MEETING

Chothani Foods Limited ("The Company") had issued a Notice (Original Notice), dated 07th December, 2020 of the 07th Annual General Meeting (AGM) to be held on Wednesday, 30th December, 2020 at 10.00 A.M at the registered office of the Company at Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (East), Mumbai-400075, to transact four business items (3 Ordinary Business and 1 Special Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No. 5:

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

Approval for granting loan, giving guarantee or providing security in respect of any loan to **Getalong Enterprise Private Limited**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and as may be amended from time to time ('the Act'), consent of the members of the Company, be and is hereby accorded to grant loan or give guarantee or provide security in respect of any loan to **Getalong Enterprise Private Limited**, upto an amount of INR 50.00 Lakhs, from time to time and that the resolution is subject to Section 185 being amended with provisions enabling granting of such loan, giving guarantee or providing security in respect of any loan to **Getalong Enterprise Private Limited**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By Order of the Board of Directors of
CHOTHANI FOODS LIMITED

SD/-
NEERAJ CHOTHANI
MANAGING DIRECTOR
(DIN: 06732169)

Date: 18th December, 2020
Place: Mumbai

NOTES:

- (a) In compliance with MCA circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.chothanifoodslimited.com. and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The duly completed and signed Proxy Form should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of Meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy for any other person or shareholder.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive).
- (d) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is attached hereto.
- (e) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
- (f) The notice of 7th Annual General Meeting of the Company and Annual Report 2019-20, is being sent by electronic mode to those Members whose email id(s) are registered with the Company/Depositories. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company at www.chothanifoodslimited.com.
- (g) Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
- (h) Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
- (i) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (j) Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (k) The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent Kfin Technologies Private Limited. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.

- (l) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
- (m) Non- Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of: Change in their residential status on return to India for permanent settlement. Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
- (n) Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
- (o) Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- (p) All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
- (q) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
- (r) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered e-mail id, bank details, NECS, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agent M/s. Kfin Technologies Private Limited, to provide efficient and better service to the members. Members holding shares in physical form if any are requested to advice such changes to the Company's Registrar and Share Transfer Agent M/s. Kfin Technologies Private Limited.
- (s) A Route Map to reach the venue of the Annual General Meeting is annexed with the Notice of Annual General Meeting.
- (t) M/s. K Pratik & Associates, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.

- (u) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- (v) The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.
- (w) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.chothanifoodslimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- (x) The Company has listed its shares on the SME Platform of Bombay Stock Exchange Limited on August 22, 2017.
- (y) The listing fees till date have been paid.
- (z) The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines /advisories /SOP issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.

ANNEXURE TO THE NOTICE

Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 05:

Mr. Neeraj Ashok Chothani, Managing Director of the Company has entered into new venture with his venture partners and has promoted company in the name and style of Getalong Enterprise Private Limited (hereinafter referred to as 'Getalong'). He holds 30% of the equity capital in Getalong. The said company is engaged in the business of textile and garment products. Since, Getalong is in its initial state of operations, it would require funds for its business operations. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to Getalong for its principal business activities.

Section 185 of the Companies Act, 2013 in its current form, restricts granting of loan or giving guarantee or security in connection with a loan to certain category of persons. However, the Companies (Amendment) Act, 2017 amended the existing provisions of Section 185 and the provisions of which, subject to members' approval, allows granting of loans or giving guarantee or security in connection with a loan.

Accordingly, the Board of Directors, have recommended the Special Resolution at Item No. 55 for members' approval for granting such loan or giving guarantee or providing security in connection with any such loan to Getalong.

Save and Except Mr. Neeraj Chothani, Mr. Ashok Chothani and Mr. Sunil Chothani, None of the Directors, Key Managerial Personnel and their relatives thereof have any concern or interest, financial or otherwise, in the resolution at Item No. 05 of this Notice.

Proxy Form

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014-Form No. MGT-11)

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CIN: L15122MH2014PLC252200

Regd. Office: OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI- 400075

Phone: +91-22-25006871 / 25006871

E-mail: ashokmasalamart@gmail.com;

Website: www.chothanifoodslimited.com

07th Annual General Meeting

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint:

1. Name :
Address :
Email ID :
Signature : _____ or failing him;
2. Name :
Address :
Email ID :
Signature : _____ or failing him;
3. Name :
Address :
Email ID :
Signature : _____ .

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the company, to be held on the Wednesday, 30th December 2020 at 10:00 a.m. at OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI - 400075 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
1	Adoption of Balance sheet as at 31 st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (<i>Ordinary Resolution</i>)		
2	Appointment of Mr. Ashok Chothani as a Director liable to retire by rotation. (<i>Ordinary Resolution</i>)		
3	To ratify the appointment of M/s. Rakesh Agarwal & Associates, as Statutory Auditors of the Company. (<i>Ordinary Resolution</i>)		
4	To re-appoint Mrs. Mansi Harsh Dave as an Independent Directors for second term (<i>Special Resolution</i>)		
5	To grant Loan, give guarantee or provide security in respect of loan to Getalong Enterprise Private Limited		

.....
Signature of the Member

.....
Signature of Proxy Holder(s)

Please affix
Re. 1/-
Revenue
Stamp and
Sign

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. For, the resolutions statement setting out material facts concerning items of special business, please refer the Notice Convening 07th Annual General Meeting.

CHOTHANI FOODS LIMITED
CIN: L15122MH2014PLC252200

Regd. Office: OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST,
MUMBAI- 400075

Phone: +91-22-25006871 / 25006872

E-mail:ashokmasalamart@gmail.com;

Website:www.chothanifoodslimited

ATTENDANCE SLIP

(To be presented at the entrance)

07th Annual General Meeting on Wednesday, 30th December, 2020

Wednesday, 30th December 2020 at 10:00 a.m. at the OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI - 400 075.

Folio No. _____ DP ID: _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxy holder: _____ Signature : _____

I/We hereby record my/our presence at the **07thAnnual General Meeting** of the Company being held on Wednesday, 30th December 2020 at 10:00 a.m. at the : OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI-400075.

Note: Members are requested to bring their copies of Annual Report to the Meeting.