

CHOTHANI FOODS LIMITED

(Formerly known as Ashok Masala Mart Limited)

CIN: L15122MH2014PLC252200

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

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

Date: 31st August, 2021

To,
Bombay Stock Exchange Limited
Phiroje Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Sub.: Notice of Annual General Meeting for the F.Y. 2020-2021

Ref: Company Code : Script Code: 540681

Dear Sir / Madam,

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Company for the financial year ended March 31, 2021 will be held on Thursday, 30th September, 2021, at 10.00 a.m. at Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai-400075.

Kindly acknowledge receipt of the same.

Thanking you.

For Chothani Foods Limited

N.A. Chothani



Neeraj Ashok Chothani

Managing Director

DIN : 06732169

CHOTHANI FOODS LIMITED

CIN: L15122MH2014PLC252200

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NOTICE

08TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 08th Annual General Meeting of the members of Chothani Foods Limited will be held on Thursday, 30th September, 2021 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 the following business:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance sheet as at 31st March, 2021, Profit and Loss Account for the year ended on that date, Cash Flow Statement and the Notes together with the director's report and auditor's report thereon.
2. To appoint a Director in place of Mr. Monil Ashok Chothani (DIN: 07978664), who retires by rotation under the applicable provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration.

To consider and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary resolution**;

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Urvesh Tanna & Company, Chartered Accountants (Firm Registration No. 143047W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Rakesh Agarwal & Associates, Chartered Accountants (Firm Registration No. 119168W), to hold office from the conclusion of this 8th AGM until the conclusion of the 13th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Nikunj Vasantlal Chheda (DIN: 08033201) as an Independent Director (Non-Executive) of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Nikunj Vasantlal Chheda (DIN: 08033201), as an Additional Director in the capacity of Independent Director of the Company w.e.f. August 31, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years with effect from August 31, 2021 till August 30, 2026 and the term shall not be subject to retirement by rotation.

Registered Office:

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

For Chothani Foods Limited

Sd/-

Neeraj Chothani
Managing Director
(DIN: 06732169)

Date : 31/08/2021

Place: Mumbai

NOTES:

1. **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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
3. 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.
4. 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.
5. The notice of 8th Annual General Meeting of the Company and Annual Report 2020-21, 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
14. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
15. 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.

16. 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.
17. 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 advise such changes to the Company's Registrar and Share Transfer Agent M/s. Kfin Technologies Private Limited.
18. A Route Map to reach the venue of the Annual General Meeting is annexed with the Notice of Annual General Meeting.
19. M/s. K Pratik & Associates, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.
20. 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.
21. 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.
22. 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.
23. The Company has listed its shares on the SME Platform of Bombay Stock Exchange Limited on August 22, 2017.
24. The listing fees till date have been paid.
25. 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.

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

Date : 31/08/2021

Place: Mumbai

For **Chothani Foods Limited**

Sd/-
Neeraj Chothani
Managing Director
(DIN: 06732169)

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

Item No. 3 : Appointment of M/s. Urvesh Tanna & Company as statutory auditors of the Company

M/s. Rakesh Agarwal & Associates, Chartered Accountants (Firm Registration No. 119168W) were appointed as statutory auditors of the company at 3rd AGM for a period of 5 years. In terms of their appointment made at the 3rd AGM held on 30.09.2016, they are holding office of the auditors up to the conclusion of the 8th AGM and hence, would retire at the conclusion of the forthcoming 8th AGM.

As per Section 139(2) of the Companies Act, 2013 ('the Act'), No listed company shall appoint or re-appoint an individual as auditor for more than one term of five consecutive years.

Accordingly, as per the said requirements of the Act and pursuant to the recommendations of the Audit Committee, M/s. Urvesh Tanna & Company (Proprietor), Chartered Accountants, (Firm Registration No. 143047W) is proposed to be appointed as statutory auditors of the company, at remuneration of Rs. 50,000/- for a period of 5 years, commencing from the conclusion of 8th AGM till the conclusion of the 13th AGM.

M/s. Urvesh Tanna & Company, Chartered Accountants, have consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. He has further confirmed that he is not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

Item No.4: Appointment of Mr. Nikunj Vasantlal Chheda (DIN: 08033201) as an Independent Director (Non-Executive) of the Company.

The Nomination & Remuneration Committee at its Meeting held on 31st August, 2021 considered, approved and recommended to the Board and/or Shareholders (Members), the appointment of Mr. Nikunj Vasantlal Chheda (DIN: 08033201), as an Independent Director for a period of five (5) years effective from 31st August, 2021. Subsequently, the Board of Directors of the Company at its meeting held on 31st August, 2021 appointed Mr. Nikunj Vasantlal Chheda (DIN: 08033201), as an Additional (Non-Executive Independent) Director with effect from the said date. Pursuant to the provision of the section 161 of the Companies Act 2013, Mr. Nikunj Vasantlal Chheda (DIN: 08033201), holds office up to the date of this Annual General meeting of the Company. A notice has been received from him proposing his candidature for the office of Director of the Company.

Mr. Nikunj Vasantlal Chheda (DIN: 08033201), have given the declaration to the Board that he meet the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the board, he fulfill the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director.

The terms and conditions of appointment of above Director shall be open for the inspection by the Members at the registered office of the company any working day during business hours of the company up to the date of Annual General Meeting.

The brief profile of the Independent director to be appointed is given below:

Mr. Nikunj Vasantlal Chheda (DIN: 08033201), aged, 32 years is a LL.B. and the Member of The Institute of Company Secretaries of India. He started his career in 2010 having vast experience in fields of Accounts, Finance, Corporate Laws, Legal Compliances, Corporate Governance, CSR.

The Board considers that appointment of Mr. Nikunj Vasantlal Chheda, as an Independent Directors of this Company would be in the interest of the Company. Accordingly, the Board recommends his appointed as an Independent Directors of the Company for a period of 5 (five) years with effect from the 31st August, 2021 and whose office shall not be liable to retirement of rotation.

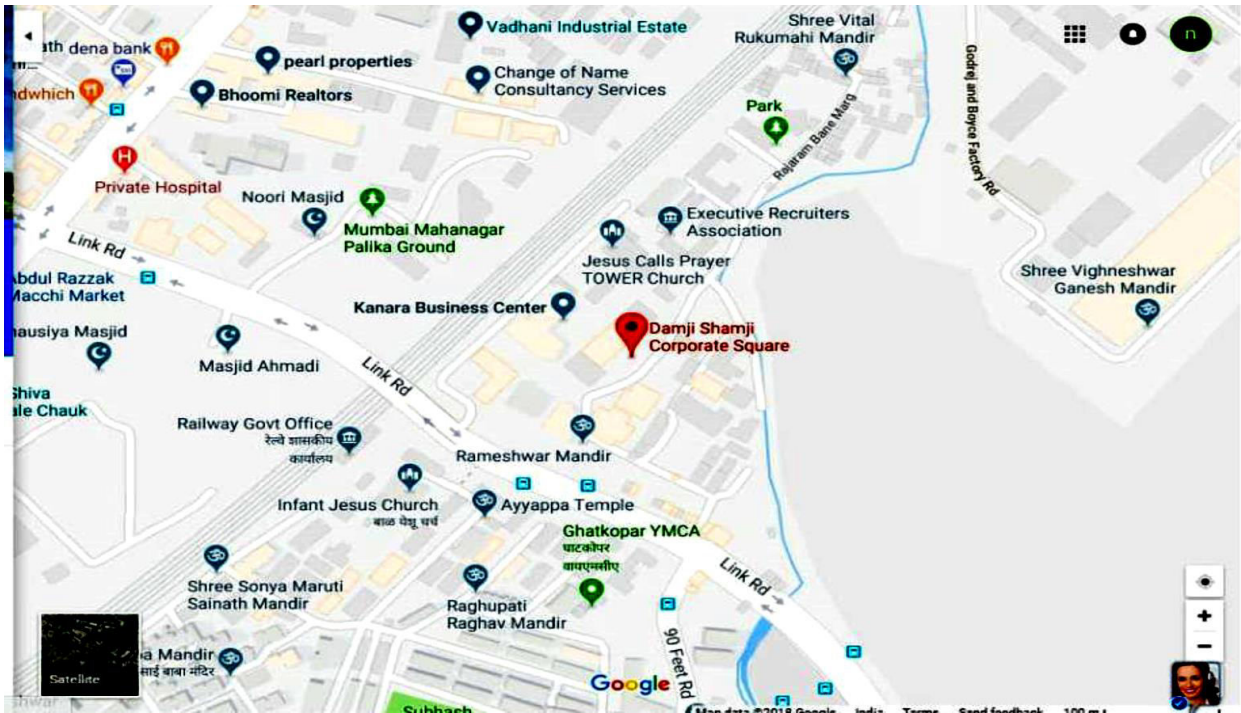
Your Board recommends passing the proposed Resolution given in the resolution no. 4 as Special Resolution.

Particulars of the Directors seeking appointment/ re-appointment at the ensuring Annual General Meeting pursuant to the regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Information required be furnishing under provisions of the Companies Act, 2013, Secretarial Standards and Regulation 36(3) of SEBI (LODR) Regulation, 2015, in respect of Director seeking to be appointed:

Particulars	Director	Independent Director
Name of the Director	Mr. Monil Ashok Chothani	Mr. Nikunj Vasantlal Chheda
Brief Resume	Mr. Monil is Non-Executive Director. He joined the Board on 13 th November, 2017. He has Bachelor of Engineering and has 7 years of expertise in Information Technology, Software development, Web Designing etc.	Mr. Nikunj Chheda has done his graduation in Commerce's from KES College of Arts and Commerce's Mumbai, and Post Graduation from Mumbai University. He is also Qualified Member of ICSI and also Completed LLB from Ambedkar Law College, Mumbai.
Qualification	B.E.	LL.B. and CS
Expertise in specific functional areas and Experience	Expertise in Information Technology, Software development, Web Designing	He has vast experience of 10 years in fields of Accounts, Finance, Corporate Laws, Legal Compliances, Corporate Governance, CSR
Executive & Non -Executive Director	Non- Executive	Non- Executive Independent Director
Promoter Group	Yes	No
Directorship held in other Companies	None	None
Disclosure of relationships between directors inter-se	Son of Mr. Ashok Chothani - Chairman and Brother of Mr. Neeraj Chothani - Managing Director and Nephew of Mr. Sunil Chothani- Whole time Director	No relationship with any director
Committee positions held in other Companies	None	None
Name of the Listed Companies from which director resigned in past 3 years	None	East West Holdings Limited w.e.f. 18 th May, 2018.
No. of Equity Shares held in the Company as on 31.03.2021	625 Equity Shares	NIL
Skills and Capabilities required (Applicable to Independent Director)	NA	Leadership, Integrity, Knowledge and skills in accounting and finance, Industry, Law, Compliances, Experience in developing and implementing good corporate governance practices.
Manner in which the proposed director meets such requirement (Applicable to Independent Director)	NA	With his vast experience in various areas the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services.

With reference to SS-2, for the easy convenience of recipients of notice, Route map to the venue of Annual General Meeting of the Company is as under



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)

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 / 25006871 **E-mail :** ashokmasalamart@gmail.com; **Website:**www.chothanifoodslimited.com

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
2. Name :
Address :
Email ID:
Signature : _____ or
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 08th Annual General Meeting of the company, to be held on the Thursday, 30th September, 2021 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, 2021 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 (Ordinary Resolution)		
2	Appointment of Mr. Monil Chothani as a Director liable to retire by rotation. (Ordinary Resolution)		
3	To appoint M/s. Urvesh Tanna & Company, as Statutory Auditors of the Company. (Ordinary Resolution)		
4	To appoint Mr. Nikunj Vasantlal Chheda (DIN: 08033201) as an Independent Director (Non-Executive) of the Company. (Special Resolution)		

.....
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.

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)

08th Annual General Meeting on Thursday, 30th September, 2021

Thursday, 30th September, 2021 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 **08thAnnual General Meeting** of the Company being held on Thursday, 30th September, 2021 at 10:00 a.m. at 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.