

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: 7th December, 2020

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

Sub.: Notice of Annual General Meeting for the F.Y. 2019-2020

Ref: Company Code : Script Code: 540681

Dear Sir / Madam,

Notice is hereby given that the 7th Annual General Meeting (AGM) of the Company for the financial year ended March 31, 2020 will be held on 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.

Kindly acknowledge receipt of the same.

Thanking you.

For **Chothani Foods Limited**

Sd/-

Neeraj Ashok Chothani
Managing Director
DIN: 06732169

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For Chothani Foods Limited
Formerly known as Ashok Masala Mart Ltd



N.A. Chothani

Neeraj Ashok Chothani
Managing Director
DIN: 06732169



NOTICE

07TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 07th Annual General Meeting of the members of Chothani Foods Limited will 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 the following business:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance sheet as at 31st March, 2020, 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. Ashok Shivji Chothani (DIN: 06732163), who retires by rotation under the applicable provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s. Rakesh Agarwal & Associates, Chartered Accountants (Firm Registration No: 119168W), Mumbai as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 8th Annual General Meeting at a remuneration as may be fixed by the Board of Directors in consultation with them.

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 the Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, appointment of M/s. Rakesh Agarwal & Associates, Chartered Accountants, Mumbai (Firm Registration No: 119168W) as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting (AGM) i.e. 8th AGM at a remuneration as may be determined by the Audit Committee in consultation with Auditors and to be agreed upon between the Auditors and the Board."

SPECIAL BUSINESS:

4. To re-appoint Mrs. Mansi Harsh Dave (DIN: 07663806) as an Independent Director for second term and for the purpose, To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), Mrs. Mansi Harsh Dave (DIN: 07663806), who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 14th November, 2020 to 13th November, 2025.



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RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard." "

Registered Office:

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

Date : 07/12/2020

Place: Mumbai

For Chothani Foods Limited

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



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.



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- (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 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.
- (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.

Registered Office:

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

Date : 07/12/ 2020

Place: Mumbai

For **Chothani Foods Limited**

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



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

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

Item No. 4 : Re- Appointment of Mrs. Mansi Harsh Dave as an Independent Director

Mrs. Mansi Harsh Dave was appointed as an Independent Director of the Company. She is eligible for re-appointment under the applicable provisions of Companies Act, 2013. On the recommendation of Nomination and Remuneration Committee, the Board of Directors on basis of such recommendation have approved, subject to approval of members, re-appointment of Mrs. Mansi Harsh Dave as an Independent Director for a second term of five (5) consecutive years respectively with effect from 14th November, 2020 to 13th November, 2025.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Therefore, it is proposed to re-appoint Mrs. Mansi Harsh Dave as an Independent Director of the Company, not liable to retire by rotation.

Mrs. Mansi Harsh Dave is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of for the office of Independent Director of the Company. The Company has also received declaration from that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board Mrs. Mansi Harsh Dave fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mrs. Mansi Harsh Dave is independent of the management.

Mrs. Mansi Harsh Dave does not hold any equity shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mrs. Mansi Harsh Dave, being an appointee, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mrs. Mansi Harsh Dave is not related.

Brief Profile of the Director seeking re-appointment – Mrs. Mansi Harsh Dave [DIN: 07663806]

Mrs. Mansi Harsh Dave is the Non- Executive Independent Director of our Company. She holds degree in Bachelor of Commerce from Mumbai University and also holds the degree in Bachelor of Law. She worked as Legal Advisor at Ami Housing Limited for 8 years. As an Independent Director of our Company with corporate acumen & experience, she brings value addition to our Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.



Particulars of the Directors seeking appointment/ re-appointment at the ensuing 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
Brief Profile	Mr. Ashok Shivji Chothani is Director and chairman of our Company. He is having more than 30 years of experience in operations and spices industry. He takes keen interest in business policies and decision-making. He is on Board of Company since incorporation. His ability to foresight the market condition and long vision would lead the Company to the growth.	Mrs. Mansi Harsh Dave is the Non-Executive Independent Director of our Company. She holds degree in Bachelor of Commerce from Mumbai University and also holds the degree in Bachelor of Law. She worked as Legal Advisor at Ami Housing Limited for 8 years. As an Independent Director of our Company with corporate acumen & experience, she brings value addition to our Company.
Name of Director	Mr. Ashok Shivji Chothani	Mrs. Mansi Harsh Dave
Date of Birth	17/07/1961	22/02/1989
DIN	06732163	07663806
Date of Appointment	17/01/2014	28/01/2017
Qualification	H.S.C.	B.com, LLB
Expertise in specific functional areas and Experience	He is having more than 30 years of experience in operations and spices industry.	Expertise in Legal for 8 years.
Executive & Non -Executive Director	Executive Director	Non-Executive Independent Director
Promoter Group	Yes	No
Directorship held in other Companies	BONNE VOLONTE COMMUNICATIONS LLP	NIL
Disclosure of relationships between directors inter-se	Father of Mr. Neeraj Chothani- MD and Mr. Monil Chothani- Director Brother of Mr. Sunil Chothani - Whole-time Director	No relationship with any director
Committee positions held in other Companies	NIL	NIL
No. of Equity Shares held in the Company as on 31.03.2020	4,82,500 Equity Shares	NIL



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With reference to SS-2, for the easy convenience of recipients of notice, Route map to the venue of 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:

- Name :
Address :
Email ID:
Signature : _____ or
- Name :
Address :
Email ID:
Signature : _____ or
- 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 (Ordinary Resolution)		
2	Appointment of Mr. Ashok Chothani as a Director liable to retire by rotation. (Ordinary Resolution)		
3	To ratify the appointment of M/s. Rakesh Agarwal & Associates, as Statutory Auditors of the Company. (Ordinary Resolution)		
4	To re-appoint Mrs. Mansi Harsh Dave as an Independent Directors for second term (Special Resolution)		

.....
Signature of the Member

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

<p>Please affix Re. 1/- Revenue Stamp and Sign</p>
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Note:

- 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.
- A proxy need not be a member of the Company.



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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 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.