

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.: Regulation 34 of the SEBI (Listing Obligation and disclosure Requirements) Regulation, 2015-Annual Report for the year ended 31st March, 2020

Ref: Chothani Foods Limited (Script Code: 540681)

Dear Sir / Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are submitting herewith Annual Report for the year ended 31st March, 2020 and the same has also been uploaded on Company's Website.

Kindly find the same in order

Thanking you.

For **Chothani Foods Limited**

Sd/-

Neeraj Ashok Chothani

Managing Director

DIN: 06732169

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CIN: L15122MH2014PLC252200

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Thanking you.

For Chothani Foods Limited
Formerly known as Ashok Masala Mart Ltd



N A Chothani

Neeraj Ashok Chothani
Managing Director
DIN: 06732169



CHOTHANI FOODS LIMITED

ANNUAL REPORT

2019-2020



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CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel:

NEERAJ ASHOK CHOTHANI (DIN: 06732169)	Chairman and Managing Director
ASHOK SHIVJI CHOTHANI (DIN: 06732163)	Executive
SUNIL SHIVJI CHOTHANI (DIN: 06732173)	Whole time Director
MONIL ASHOK CHOTHANI (DIN : 07978664)	Director
MANSI AJIT PANDYA (DIN: 07663806)	Independent Director
NEERAJ ASHOK CHOTHANI	Chief Financial Officer
KHUSHBOO NIKHIL DESAI	Company Secretary and Compliance Officer (w.e.f. 26.11.2019)

Committees:

1. Audit Committee:	
Mrs. Mansi Harsh Dave	Chairman
Mr. Sunil Shivji Chothani	Member
Mr. Neeraj Ashok Chothani	Member
2. Nomination & Remuneration Committee	
Mrs. Mansi Harsh Dave	Chairman
Mr. Sunil Shivji Chothani	Member
Mr. Monil Ashok Chothani	Member
3. Stakeholders Relationship Committee	
Mrs. Mansi Harsh Dave	Chairman
Mr. Monil Ashok Chothani	Member
Mr. Neeraj Ashok Chothani	Member



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OTHER INFORMATION:

REGISTERED OFFICE:

OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE,
LAXMI NAGAR, GHATKOPAR EAST, MUMBAI - 400075, Maharashtra, India

Tel: +91-22-2344 6871; 2346 5315

Email: ashokmasalamart@gmail.com

Website: www.chothanifoodslimited.com

GODOWN AND PROCESSING UNIT:

Building No. C, Gala No. 3, Ground Floor,
Jai Matadi Compound, Kalher,
Bhivandi, Thane.

Email: ashokmasalamart@gmail.com

Website: www.chothanifoodslimited.com

REGISTRAR & TRANSFER AGENT :

Kfin Technologies Private Limited.

Selenium Building, Tower-B,

Plot No 31 & 32,

Financial District, Nanakramguda,

Serilingampally, Hyderabad,

Rangareddi, Telangana

India - 500 032.

Tel No.: +91 - 040 - 67162222

Fax No.: +91 - 040 - 23431551

www.kfintech.com

STATUTORY AUDITORS:

M/S. RAKESH R AGARWAL & ASSOCIATES,

Chartered Accountants

M-2, Sharda Chamber No. 1,

31, Keshavji Naik Road,

Bhat bazaar, Masjid Bunder (west)

Mumbai - 400 009

Tel: +91-22-23716074

E-mail: rakeshragarwal.associates@gmail.com

Firm Registration No- 119168W

REGISTRAR OF COMPANIES: Registrar of Companies, Mumbai, Maharashtra

100, Everest, Marine Drive, Mumbai - 400 002

Tel: +91-22-2284 6955, 2281 2627, 2281 2645

Fax: +91-22-22811977

Email: roc.mumbai@mca.gov.in

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE:

SME PLATFORM OF BSE

P.J. Towers, Dalal Street, Mumbai, Maharashtra, 400 001

BANKERS:

Union Bank of India, Mumbai



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



CHOTHANI FOODS LIMITED (Formerly known as "Ashok Masala Mart Limited")

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



**BOARD OF DIRECTOR'S REPORT**

To
The Members
CHOTHANIFOODS LIMITED

The directors take pleasure in presenting the 07th Annual report together with the Audited financial accounts for the Year ended 31st March, 2020.

FINANCIAL RESULTS

The working results of the company for the year ended are as follows:

Particulars	Financial Year ended	
	31/03/2020	31/03/2019
Total Income	4,57,43,908.40	4,77,78,254.74
Finance Charges	8,99,431.00	8,79,025.00
Depreciation	8,89,924.28	10,16,476.73
Income Tax (Current and prior year)	0.00	3,61,335.00
Deferred Tax Liability	22,400.84	53,389.46
Extra-ordinary Items	NIL	NIL
Net Profit/(Loss) After Tax	16,36,669.80	13,16,425.36
Profit/(Loss) carried to Balance Sheet	16,36,669.80	13,16,425.36

FINANCIAL HIGHLIGHTS

During the year, the net profit from operations of your Company is **INR 16,36,669.80** (Rupees Sixteen Lakhs Thirty Six Thousand Six Hundred Sixty Nine and Eighty Paise only).

CAPITAL STRUCTURE

The Authorized Share Capital of your Company as on 31st March, 2020, stood at **INR 5,50,00,000.00** (Indian Rupees Five Crore Fifty Lakhs Only), comprising of 55,00,000 Equity Shares (Fifty Five Lakhs) of INR 10/- each.

As on 31st March, 2020, the issued, subscribed and paid up share capital of your Company stood at **INR 5,16,00,000.00** ((Indian Rupees Five Crore Sixteen Lakhs Only), comprising of 51,60,000 Equity Shares (Fifty One Lakhs Sixty Thousand) of INR 10.00 each. During the year under review, the Company has not made any allotment of Shares / Securities.

DIVIDEND

No dividend is being recommended by the Directors for the year ending on 31st March, 2020. As the Board of Directors wants to plough back the profit in the business.



DEPOSIT

During the year under review your company has not accepted any deposits from the public and therefore no information is required to be furnished in respect of outstanding deposits.

CHANGES IN NATURE OF BUSINESS

There is no significant change made in the nature of the company during the financial year.

NAME OF THE COMPANIES, WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

Not Applicable as the company has no subsidiaries, joint ventures or associates company.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company on various activities also puts necessary internal control systems in place across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

DEMATERIALIZATION OF SHARES

100% Shareholding of the Company is in dematerialized form and the Company has entered into Tripartite Agreement with NSDL and CDSL for providing demat facilities to its shareholders KFin Technologies Private Limited continue to be our Registrar and Share Transfer Agent.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Particulars of contract or arrangements with related parties is annexed herewith in Form AOC- 2 as "Annexure - A"

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts, which would impact the going concern status of the Company and its future operations.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

During the year, Mr. Neeraj Chothani was liable to retire by rotation and was re-appointed in the 6th AGM and Ms. Prachi Kolwankar who was appointed as the Company Secretary and Compliance Officer of the Company has resigned w.e.f. 30th May, 2019.

Ms. Khushboo Desai, an Associate Member of the Institute of Company Secretaries of India (ICSI) was appointed as the Company Secretary and Compliance Officer of the Company by the Board at their meeting held on April 26, 2019.

The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of Companies Act, 2013.



STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR(S) UNDER SECTION 149

The Board confirms that all the Independent Directors on the Board have given a declaration of their Independence to the Board as required under Section 149(6) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2019-20.

RESERVES

Your Company has transferred a net profit of INR 16,36,669.80 (Rupees Sixteen Lakhs Thirty Six Thousand Six Hundred Sixty Nine and Eighty Paise only) to Reserves during the financial year under review.

DIRECTORS

Retire by Rotation- Ashok Chothani

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashok Chothani, Director (DIN: 06732163) of the company is liable to retire by rotation in the forth coming Annual General Meeting and being eligible, he offer himself for re-appointment.

BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and other provisions, if any, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Nomination & Remuneration Committee and Shareholder's Grievance Committee.

MEETING OF BOARD OF DIRECTORS

A) Number of Board Meetings in the year

During the year 05 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date on which board Meetings were held
1.	30 th May, 2019
2.	7 th September, 2019
3.	14 th November, 2019
4.	27 th November, 2019
5.	11 th January, 2020



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B) Attendance of Directors at Board meetings held in the previous year are as follows:

Sr. No.	Name of Director	Category of Director	No. of Board Meeting attended	Attendance at the last AGM	No. of Committee Membership in which he/she is a Chair Person
1	Neeraj Ashok Chothani (DIN:06732169)	Managing Director	5	Yes	Member in Two Committee
2	Ashok Shivji Chothani (DIN : 06732163)	Chairman & Director	5	Yes	Not member in any committee
3	Sunil Shivji Chothani (DIN:06732173)	Executive Non Independent Director	5	Yes	Member in Two Committee
4	Mansi Harsh Dave (DIN:07663806)	Independent Director	5	Yes	Member in Three Committee
5	Monil Chothani (DIN:07978664)	Non-Executive Non Independent Director	5	Yes	Member in Two Committee

COMMITTEES

There are three Committees constituted as per Companies Act, 2013. They are:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholders & Relationship Committee

A. Audit Committee

During the year, Four (4) Audit Committee meetings were held on 30-05-2019, 07-09-2019, 14-11-2019 and 11-01-2020.

Sr. No.	Name	Designation	Position in committee	No. of Meetings Attended
1	Ms. Mansi Harsh Dave	Independent Director	Chairman	4
2	Mr. Sunil Shivji Chothani	Whole-Time Director	Member	4
3	Mr. Neeraj Ashok Chothani	Managing Director	Member	4

B. Nomination and Remuneration Committee

During the year Two (2) Nomination & Remuneration Committee meetings were held on 30-05-2019 and 14-11-2019.

Sr. No.	Name	Designation	Position in Committee	No. of Meetings Attended
1	Ms. Mansi Harsh Dave	Independent Director	Chairperson	02
2	Mr. Sunil Shivji Chothani	Whole-Time Director	Member	02
3	Mr. Monil Chothani	Director	Member	02

**C. Stakeholders Relationship Committee**

During the year Two (2) Stakeholders Relationship Committee meetings were held on 30-05-2019 and 14-11-2019.

Sr. No.	Name	Designation	Position in Committee	No. of Meetings Attended
1	Ms. Mansi Dave	Independent Director	Chairman	02
2	Mr. Monil Chothani	Whole-Time Director	Member	02
3	Mr. Neeraj Ashok Chothani	Managing Director	Member	02

D. Independent Director Meeting:

During the year, no Independent Director meeting was held as the Company has only one director as an Independent Director. The Company is in process to identify the appropriate candidate who can act as an Independent Director.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Pursuant to rule 8(3) of the Companies (Accounts) Rules, 2014, it is stated that the Company has no particulars to be furnished under the head Energy Conservation and Technology Absorption because it has carried manufacturing activity manually and not on machines during the year under review. The operations of the Company are not power intensive. The Company is, however, taking every possible steps to conserve the energy wherever possible. It has imported no technology.

During the year there is no expenditure/Income of foreign exchange.

EXPLANATION/COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE IN AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT

During the audit Period, only 1 Independent Directors is on board of directors of the Company, One Director had resigned from the Board of Directors of the Company in the year 2018-19 and since then the place of 1 Independent Director is vacant.

The Company is in process to identify the appropriate candidate who can act as an Independent Director.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Auditors have not reported any fraud(s) during the period under review.



DISCLOSURE ABOUT CORPORATE SOCIAL RESPONSIBILITY

In line with the provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - B".

DIRECTORS' RESPONSIBILITY STATEMENT

- (i) To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013.
- (ii) That in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (iii) That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- (iv) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (v) That the annual financial statements have been prepared on a going concern basis;
- (vi) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vii) That proper system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

AUDITORS

(I) Statutory Auditors

At the Annual General Meeting held on September 30, 2016, M/s. Rakesh Agarwal & Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a period of five years to examine and audit the accounts of the Company for the financial year 2016-2017, 2017-18, 2018-19, 2019-20 and 2020-21.

M/s. Rakesh Agarwal & Associates, Chartered Accountants (Firm Registration No: 119168W) being eligible, offer themselves for ratification of their appointment for the year 2020-2021. Your Directors' recommend their ratification until the conclusion of the 8th Annual General Meeting of the Company.



(II) Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s K Pratik & Associates, Practicing Company Secretary, have been appointed as a Secretarial Auditors of the Company. The Secretarial Audit report of the Secretarial Auditor is enclosed as “**Annexure-C** to this Report”

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report and is marked as “**Annexure-D**” to this Report.

Further during the year, no employees of the Company were in receipt of remuneration in terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the financial year under review is annexed as a part of this Annual Report as “**Annexure-E.**”

CORPORATE GOVERNANCE

Company is listed on BSE-SME. Hence, Corporate Governance Report is not applicable to the company for financial year 2019-20.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy (WBP) to deal with instances of fraud and mismanagement, if any. This mechanism is looked after by the Audit Committee of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

SEXUAL HARASSMENT

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

ACKNOWLEDGEMENT

The Board wishes to place on record their sincere appreciation and acknowledge with gratitude the effort put in and co-operation extended by bankers, shareholders, employees at all levels and all other associated persons, bodies or agencies for their continued support.

Date: 7th December, 2020
Place: Mumbai

For Chothani Foods Limited

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



ANNEXURE TO DIRECTOR'S REPORT:

ANNEXURE A

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis

1	Name(s) of the related party and nature of relationship	Nil
2	Nature of contracts/arrangements/transactions	Nil
3	Nature of contracts/arrangements/transactions	Nil
4	Salient terms of the contracts or arrangements or transactions including the value, if any-	Nil
5	Justification for entering into such contracts or arrangements or transactions	Nil
6	Date(s) of approval by the Board	Nil
7	Amount paid as advances, if any	Nil
8	Date on which the special resolution was passed in general meeting as required under first Proviso to section	Nil

Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any N.A.
- (e) Date(s) of approval by the Board (if any): N.A.
- (f) Amount paid as advances, if any: - Nil
- (g) Date on which the special resolution was passed in general meeting (if any): - NA

Date: 07th December, 2020

Place: Mumbai

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



ANNEXURE B

FORM MGT- 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L15122MH2014PLC252200
Registration Date	17 TH JANUARY, 2014
Name of the Company	CHOTHANI FOODS LIMITED (Formerly known as "ASHOK MASALA MART LIMITED")
Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
Address of the Registered office and contact details	OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI-400075
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	KFIN TECHNOLOGIES PRIVATE LIMITED Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032. Tel No.: +91 - 040 - 67162222

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service*	% to total turnover of the Company
1	WHOLESALE TRADE OF SPICES	4630	100%

* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address Of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	NA	NA	NA	NA	NA



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding: need to check the shareholding pattern as on 31.03.2020

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year %				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
1. Indian									
i. Individual/HUF	1118450	NIL	1118450	21.68	1118450	NIL	1118450	21.68	NIL
ii. Central Government	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iii. State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iv. Bodies Corporates	1381550	NIL	1381550	26.77	1381550	NIL	1381550	26.77	NIL
v. Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
vi. Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1)	2500000	NIL	2500000	48.45	2500000	NIL	2500000	48.45	NIL
2. Foreign									
i. NRI - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii. Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iii. Bodies Corporates	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iv. Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
v. Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2)		NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2500000	NIL	2500000	48.45	2500000	NIL	2500000	48.45	NIL
B Public Shareholding									
1. Institutions									
i. Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii. Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iii. Central Government	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
iv. State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
v. Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
vi. Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
vii. FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
viii. Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ix. Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B) (1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-Institutions									
(a) Bodies Corporates									
i. Indian	747091	NIL	747091	14.48	770001	NIL	770001	14.92	0.44
ii. Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b) Individuals									
i. Individual Shareholders holding nominal Share Capital upto 1 Lakhs	1232909	NIL	1410000	23.89	1179999	NIL	1179999	22.87	(1.03)
ii. Individual Shareholders holding nominal Share Capital in excess of 1 Lakhs	670000	NIL	670000	12.98	700000	NIL	700000	13.57	0.58
(c) Others (specify)	10000	NIL	10000	0.19	10000	NIL	10000	0.19	NIL
NRI Non- Repatriation									
Sub-total (B) (2)	2660000	NIL	2660000	51.55	1902909	NIL	1902909	51.55	NIL
Total Public Shareholding (B) = (B)(1)+(B)(2)	2660000	NIL	2660000	51.55	2660000	NIL	2660000	51.55	NIL
C Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	5160000	NIL	5160000	100%	5160000	NIL	5160000	100%	NIL



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

iii. Change in Promoter's Shareholding : During the year there is no Change in Promoters Shareholding.

iv. Shareholding of Top Ten Shareholders:
(Other than Directors, Promoters, and Holders of ADRs and GDRs)

SR. No.	Shareholder's Name and Type of transaction	Shareholding at the beginning of the Year		Transactions during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	Type of transaction	Date of transaction	No. of Shares	No. of Shares	% of total shares of the Company
1	Westpac Investment Pvt. Ltd	6,50,000	12.60				650000	12.60
				Transfer	18/10/2019	10000	660000	12.79
				Transfer	13/12/2019	10000	670000	12.98
				Transfer	20/12/2019	-10000	660000	12.79
	AT THE YEAR END						660000	12.79
2	UDHAY CHOWDHARY	100000	1.94	-	-	-	100000	1.94
	AT THE YEAR END						100000	1.94
3	SUJIT RAMDEV DAS	90000	1.74	-	-	-	90000	1.74
	AT THE YEAR END						90000	1.74
4	SUBHANKAR HOME	70000	1.36	-	-	-	70000	1.36
	AT THE YEAR END						70000	1.36
5	LAKHIPRASAD CHOWDHARY	60000	1.16	-	-	-	60000	1.16
	AT THE YEAR						60000	1.16
6	PAWANKUMAR CHOWDHARY	60000	1.16	-	-	-	60000	1.16
	AT THE YEAR END						60000	1.16
7	GHANSHYAMS. MODI	40000	0.78	-	-	-	40000	0.78
	AT THE YEAR END						40000	0.78
8	PAWANKUMAR CHOWDHARY	30000	0.58				30000	0.58
	AT THE YEAR END						30000	0.58
9	SUMAN TULSIYAN	30000	0.58				30000	0.58
					24/01/2020	Transfer 10,000	40000	0.78
					21/02/2020	Transfer -10,000	30000	0.58
	AT THE YEAR END						30000	0.58
10	SHIVARAJKUMAR KURATTI	30000	0.58	-	-	-	30000	0.58
	AT THE YEAR END						30000	0.58
11	RASADA ENTERPRISES PRIVATE LIMITED	20000	0.39				20000	0.39
					08/11/2019	Transfer 10,000	30000	0.58
					27/12/2019	Transfer 10,000	40000	0.78
					21/02/2020	Transfer -10,000	30000	0.58
					28/02/2020	Transfer 10,000	40000	0.78
					13/03/2020	Transfer -10,000	30000	0.58
	AT THE YEAR END						30000	0.58



v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	As on 1 April, 2019				
1.	Neeraj Chothani	1,50,950	2.93	1,50,950	2.93
2.	Ashok Chothani	4,82,500	9.35	4,82,500	9.35
3.	Sunil Chothani	4,82,500	9.35	4,82,500	9.35
4.	Monil Chothani	625	0.01	625	0.01
5.	Mansi Dave	0	0	0	0
6.	Khushboo Desai	0	0	0	0
	TOTAL	11,16,575		11,16,575	
	Date wise Increase / Decrease in Share holding during the year speci-fying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	As on 31 March, 2020				
1.	Neeraj Chothani	1,50,950	2.93	1,50,950	2.93
2.	Ashok Chothani	4,82,500	9.35	4,82,500	9.35
3.	Sunil Chothani	4,82,500	9.35	4,82,500	9.35
4.	Monil Chothani	625	0.01	625	0.01
5.	Mansi Dave	0	0	0	0
6.	Khushboo Desai	0	0	0	0
	TOTAL	11,16,575		11,16,575	



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i.	Principal Amount	81,88,993.24	NIL	NIL	81,88,993.24
ii.	Interest due but not paid	NIL	NIL	NIL	NIL
iii.	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ ii + iii)		81,88,993.24	NIL	NIL	81,88,993.24
Change in Indebtedness during the financial year					
i.	Addition	86,893.48	NIL	NIL	86,893.48
ii.	Reduction	NIL	NIL	NIL	NIL
Net Change		86,893.48	NIL	NIL	86,893.48
Indebtedness at the end of the financial year					
i.	Principal Amount	82,75,886.72	NIL	NIL	82,75,886.72
ii.	Interest due but not paid	NIL	NIL	NIL	NIL
iii.	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ ii + iii)		82,75,886.72	NIL	NIL	82,75,886.72

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		NEERAJ CHOTHANI (MD)	ASHOK CHOTHANI (CHAIRMAN)	SUNIL CHOTHANI (WTD)	
1.	Gross salary	NIL	NIL	NIL	NIL
a.	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
b.	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
c.	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL



4.	Commission - as % of profit - Others (specify)	NIL	NIL	NIL	NIL
5.	Others, please specify	4,20,000	4,20,000	4,20,000	12,60,000
	Total (1+ 2 + 3 + 4 + 5)	4,20,000	4,20,000	4,20,000	12,60,000
	Ceiling as per the Act				

B. Remuneration to Other Director:

Sr. No	Particulars of Remuneration	Name of Director	Total Amount
1. Independent Directors			
a.	Fee for attending Board / Committee Meetings	-----NIL-----	
b.	Commission		
c.	Others, please specify		
	Total (1)		
2. Other Executive & Non-Executive Directors			
a.	Fee for attending Board / Committee Meetings	-----NIL-----	
b.	Commission		
c.	Others, please specify		
	Total (2)		

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,36,000	NIL	1,36,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total	1,36,000	NIL	1,36,000



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

Date: 07th December, 2020

Place: Mumbai

For Chothani Foods Limited

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



ANNEXURE- C
FORM NO. MR- 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31STMARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CHOTHANI FOODS LIMITED
(Formerly known as "ASHOK MASALA MART LIMITED")
OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE,
LAXMINAGAR, GHATKOPAR EAST, MUMBAI - 400075.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. CHOTHANI FOODS LIMITED. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company 's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. CHOTHANI FOODS LIMITED for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (v) Other laws specifically applicable to the Company, namely;
 - i. Factories Act, 1948
 - ii. Industrial Disputes Act, 1947
 - iii. Payment of Wages Act, 1936
 - iv. The Minimum Wages Act, 1948
 - v. The Maternity Benefit Act, 1961



- vi. The Child Labour (Prohibition and Regulation) Act, 1986
- vii. The Industrial Employment (Standing Orders) Act, 1946
- viii. The Employees' Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923)
- ix. Equal Remuneration Act, 1976
- x. The Environment (Protection) Act, 1986
- xi. The Environment (Protection) Rules, 1986
- xii. The Hazardous Wastes (Management, Handling And Transboundary Movement) Rules, 2008
- xiii. The Water (Prevention & Control of Pollution) Act, 1974
- xiv. Water (Prevention & Control of Pollution) Rules, 1975
- xv. The Air (Prevention & Control of Pollution) Act, 1981
- xvi. The Air (Prevention & Control Of Pollution) Rules, 1982
- xvii. Sale of Goods Act, 1930
- xviii. Income Tax Act, 1961
- xix. Central Excise Act, 1944
- xx. Central Excise Rules, 2002
- xxi. Central Sales Act, 1956
- xxii. Service Tax Rules, 1994
- xxiii. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xxiv. Customs Act, 1962
- xxv. Wealth Tax Act, 1957

The management of the Company has informed us that other than the Acts as mentioned above, there is no industry specific law which is applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the year under report, the Company has complied with the provisions of the Act, Rules Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that,

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



During the audit Period, only 1 Independent Directors is on board of directors of the Company, One Director had resigned from the Board of Directors of the Company in the year 2018-19 and since then the place of 1 Independent Director is vacant.

For K PRATIK & ASSOCIATES
Practising Company Secretary

Date: 05/12/2020
Place: Mumbai

Sd/-

CS PRATIK HARSHAD KALSARIYA
Proprietor
Membership No. A33502
COP No.: 12368
*UDIN: A033502B001414145

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

* Note: Unique Document Identification Number (UDIN) is generated for this certificate and same is reported to the Institute of Company Secretaries of India and the UDIN is issued in accordance with the applicable provisions of the ICSI Unique Document Identification Number (UDIN) Guidelines, 2019.



"ANNEXURE - A"

To,
The Members,
CHOTHANI FOODS LIMITED
(Formerly known as "ASHOK MASALA MART LIMITED")
OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE,
LAXMI NAGAR, GHATKOPAR EAST, MUMBAI - 400075.

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **K PRATIK & ASSOCIATES**
Practising Company Secretary

Date: 05/12/2020
Place: Mumbai

CS PRATIK HARSHAD KALSARIYA
Proprietor
Membership No. A33502
COP No.: 12368



ANNEXURE D

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2019-20	% Increase in Remuneration In the Financial Year 2019-20	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Neeraj Chothani (Managing Director)	4,20,000	75%	21:1	Revenue has decreased by 4.25% whereas Remuneration has increased by 75% as compared to last year.
2.	Mr. Sunil Chothani (Whole-time Director & CFO)	4,20,000	40%	21:1	Revenue has decreased by 4.25% whereas Remuneration has increased by 40% as compared to last year.
3.	Mr. Ashok Chothani (Chairman)	4,20,000	40%	21:1	Revenue has decreased by 4.25% whereas Remuneration has increased by 40% as compared to last year.
3.	Ms. Khushboo Desai (Company Secretary)	1,00,000	-	-	-

*None of the Independent Directors drew remuneration.

*Ms. Khushboo Desai was appointed as Company Secretary w.e.f. 26.11.2019

i The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs. 20,000/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was marginal change in the median remuneration of employees.

iii. The number of permanent employees on the rolls of Company:

There are 15 (Including KMP) permanent employees on the rolls of the Company as on March 31, 2020.



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

There has been no increase in remuneration of employees including managerial personnel.

- v. **Affirmation that the remuneration is as per the remuneration policy of the company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

Date: 07th December, 2020
Place: Mumbai

For Chothani Foods Limited

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



ANNEXURE- E

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis is given in a separate section forming part of the Director's Report in this Annual Report.

1. Industry Structure & Development:

India, known as the home of spices, boasts a long history of trading with the ancient civilisations of Rome and China. Today, Indian spices are the most sought-after globally, given their exquisite aroma, texture, taste and medicinal value. India has the largest domestic market for spices in the world. Traditionally, spices in India have been grown in small land holdings, with organic farming gaining prominence in recent times.

Our Company "Chothani Foods Limited" ("Ashok Masala Mart Limited") is growing Indian Food processing Company i.e. manufacturer of whole and blended spices, incorporated in 2014 with an aim to process, produce, manufacture all types of masala and spices, food products in and outside India.

We have started our progressive journey in 1975, when Mr. Shivji Chothani laid the foundation of our company in the year 1975 as a sole proprietary concern namely "M/s. Ashok Masala Mart" in Mumbai. He began with himself sourcing of raw material and grinding and blending of spices and selling them in retail market. After completion of successful journey of 38 years, we have been established as a limited company to increase the spectrum and volume of operations.

We are presently engaged into manufacturing and supplying of blended spices, whole spices and grinded spices. We have been supplying the traditional and delectable range of spices. We are committed to manufacture and supply different types of spices, meeting highest quality standards in line with customer requirements.

We have two brands "APPU MASALA" & "GAYATRI MASALA" with more than 30 types of Spices and Masalas including instant mix range such as Pav Bhaji Masala, Chaat Masala, Tea Masala, Garam Masala, Sambhar Masala, Punjabi Chole Masala, Biryani / Pulav Masala, Kitchen King Masala and various Powders like Red Chilli Powder, Jeera Powder, White Pepper Powder, Turmeric Powder. We are positioned as professional and built a reliable reputation within Maharashtra's spices arena.

2. Opportunities and Threats

Opportunities

The Indian spices market is worth INR 40,000 crore annually. Main spices created in the nation incorporate pepper, cardamom, bean stew, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, Ajwain, dill seed, garlic, tamarind, clove, and nutmeg among others. Over the last 6 years, Indian spices industry or market has shown tremendous growth. The nation is the real maker of ginger, turmeric, Chilies and tree types of spices. India has the biggest household showcase for spices on the planet. Generally, spices in India have been developed in little land property, with organic farming gaining quality in recent times. India is the world's largest producer, consumer and exporter of spices; the country produces about 75 of the 109 varieties listed by the International Organization for Standardization (ISO) and accounts for half of the global trading in spices.

As growing acceptance by consumers, rise in the demand for Spices worldwide, we are constantly striving to expand our line of products and we are always on the lookout for complementary products that will add to our solution bouquet. We would seek product lines, which have better scope for value addition and therefore offer us higher than average margins.



Threats

Spices Industry is prone to changes in government policies. Any material changes in the duty and fluctuations in raw material prices may adversely impact our financials. There are no entry barriers in our industry, which puts us to the threat of competition from new entrants. Other factors which may have impact on the performance are intense competitive pressure, rising labour wages and perishable items. It is difficult to estimate the revival period of the Company.

3. Future Outlook

We are focused on establishing and increasing our spices processing facilities as this will allow us to exercise control over costs and the quality of the finished products. We believe that an increase in manufacturing capacity will help us reap the benefits of economies of scale. Higher volumes would enable us to also make competitive raw material purchases and this would eventually lead to an improvement in the price competitiveness of our products.

At present we are getting blended spices from other suppliers but soon we intend to start blending process of spices by acquiring our own blending machines which will be supported by a team of dedicated and experienced professionals who will make sure that all the business activities are accomplished properly in the given time frame.

We are looking forward to enter into global markets and we plan to target countries where we can leverage our track record and experience in India to compete effectively and expand our revenue base.

4. Segment Wise Performance

The Company is engaged in manufacturing of masala and spices. The turnover of the Company for the year ended 31st March, 2020 is Rs. 4,30,93,341.81/-

5. Risk & Concern

The Company continuously works towards de-risking its business by adopting preventive measures. However, there are certain potential risks being more industry oriented and the management strongly feels the same could be mitigated by having systematic decisions and measures. These Industry Oriented risks are as listed below:

Procurement Risk: Adequate availability of key raw materials at the right prices is crucial for the Company. The major raw material being agro based, availability of same depends on the vagaries of nature. Therefore, any disruption in the supply due to a natural or other calamity or violent changes in the cost structure could adversely affect the Company's ability to reach its consumers with the right value proposition. However, the Company is adopting best possible measures to ensure constant supply at right prices.

Intense competition from unorganized sector: One of the characteristics of this industry is the presence of unorganized sector offering products in loose unbranded form which intensifies competition. The Company has invested significantly in building strong brands which helps differentiate its products.

6. Internal Control System and their Adequacy

The Company's well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls ensure optimal utilisation and protection of resources, accurate reporting of financial transactions and compliance with applicable laws and regulations. The Company's internal auditors review business processes and controls. The Audit Committee of the Board then discusses significant findings and corrective measures initiated.



7. Financial performance and Operational Performance

The company has achieved a total income of ₹436.90 Lakhs and net profit is at ₹16.16 Lakhs during the year ended 31st March, 2020 as compared to ₹490.78 Lakhs and net profit ₹12.87 Lakhs respectively for the last financial year.

8. Human Resources/Industrial Relations:

Your Company considers its intellectual capital as its most valuable asset. Personnel policies of the Company are designed to ensure fairness to and growth of all individuals in the organization and aim to provide a challenging work environment. The Industrial Relations was harmonious cordial during the year under review.

9. There were no significant changes (i.e. 25% % or more as compared to the immediately previous financial year) in key financial ratios.

9. Return on Net worth was 2.02% in the previous year while return on net worth in current year is 2.50%

COVID-19 UPDATES:

In light of the unprecedented situation owing to the spread of COVID-19, the Company is facing slowdown in the production which is likely to continue for a couple of months. Though there is no significant reduction in demand, the capacity to fulfill the orders has been reduced mainly on account of limited manpower and logistics challenges caused by lockdown restrictions.

The Company is taking necessary steps to ensure smooth functioning. The Work from home facility has been extended to most of the employees. The Government directives regarding health and safety of the workforce at the factories are strictly followed. Adequate stock of important ingredients is maintained. Purchases from alternate local suppliers have been facilitated and efforts are being made to ensure timely dispatches of the finished goods.

CAUTIONARY STATEMENT:

Statement made in this report in describing the company's objectives, estimates and expectations are "Forward looking Statement" within the meaning of applicable laws and regulations. They are based on certain assumptions and expectations of future events but the company, however, cannot guarantee that these assumptions are accurate or will be materialized by the company. Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and/ or other related factors.



CEO/CFO CERTIFICATION

To,

The Board of Directors
Chothani Foods Limited

I, Neeraj Chothani, the Chief Financial Officer (CFO) of the Company do here by certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2020 and that to the best of their knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting;

Date: 07th December, 2020
Place: Mumbai

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



INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF CHOTHANI FOODS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **CHOTHANI FOODS LIMITED**, which comprise the Balance Sheet as at **31/03/2020**, the Statement of Profit and Loss, **the cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2020**, and its **Profit and its cash flows** for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to notes to the financial results which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

Responsibility of Management and Those Charged with Governance (TCWG)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- 4.** Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 5.** Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 6.** Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 7.** Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 8.** Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the **cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2020** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2020** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**AnnXX**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 30/07/2020
Place : MUMBAI

FOR RAKESH R. AGARWAL & ASSOCIATES
(Chartered Accountants)
Reg No. :119168W

RAKESH R. AGARWAL
Proprietor
M.No. : 100223



“AnnXX” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of CHOTHANI FOODS LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of CHOTHANI FOODS LIMITED as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : 30/07/2020
Place : MUMBAI

FOR RAKESH R. AGARWAL & ASSOCIATES
(Chartered Accountants)
Reg No. :119168W

RAKESH R. AGARWAL
Proprietor
M.No. : 100223



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

ANNEXURE - A
Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the
year ended on 31st March 2020

To,
The Members of CHOTHANI FOODS LIMITED

We report that:-

Sl. No.	Comment Required on	Auditor's Opinion on Following Matter	Auditor's Remark
(i)	Fixed Assets	a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets?	The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
		b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?	Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
		c) Whether the title deeds of immovable properties are held in the name of the company? If not, provide the details thereof.	YES
(ii)	Inventory	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account?	Physical verification of inventory has been conducted at reasonable intervals by the management.
(iii)	Loans Secured or Unsecured Granted	Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of The Companies Act, 2013? if so,	The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.
		a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest?	N.A.
		b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular?	N.A.
		c) If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest?	N.A.
(iv)	Loan to director and investment by the company	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	Public Deposits	In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	The company has not accepted any Deposits.
(vi)	Cost Accounting Records	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained?	The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
(vii)	Statutory Compliance	a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated?	The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.



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		b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute)	There is no dispute with the revenue authorities regarding any duty or tax payable.
(viii)	Loan from Banks/ Financial Institution	Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and government, lender wise details to be provided)	The company has not defaulted in repayment of dues to financial institution, or a bank.
(ix)	Application of Money Received from Equity or Loan	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.	The Company has not applied term loans for the purposes other than for which those are raised
(x)	Fraud Reporting	Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year? If yes, the nature and the amount involved is to be indicated;	Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
(xi)	Managerial Remuneration	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
(xii)	Nidhi Company - Compliance with Deposits	Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability?	As per information and records available with us The company is not Nidhi Company.
(xiii)	Related Party Transactions	Whether all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards?	Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
(xiv)	Issue of Share Capital and use of Amount Raised	Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance?	N.A.
(xv)	Transaction with Director	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with?	The company has not entered into any non-cash transactions with directors or persons connected with him.
(xvi)	Registration from RBI	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

**FOR RAKESH R. AGARWAL & ASSOCIATES
(Chartered Accountants)**

Reg No. :119168W

Place : MUMBAI

Date : 30/07/2020

**RAKESH R. AGARWAL
(Proprietor)**

Membership No : 100223



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

BALANCESHEET AS AT 31ST MARCH, 2020

<u>PARTICULARS</u>	<u>NOTE</u>	<u>31-03-2020</u>	<u>31-03-2019</u>
		<u>RS.</u>	<u>RS.</u>
I) EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUND			
(a) SHARE CAPITAL	'2'	51600000.00	51600000.00
(b) RESERVE & SURPLUS	'3'	13324731.20	12103299.79
2) SHARE APPLICATION MONEY PENDING ALLOTMENT			
		NIL	NIL
3) NON-CURRENT LIABILITIES			
(a) LONG TERM BORROWINGS	'4'	8188993.24	8275886.72
(b) DEFERRED TAX LIABILITIES		221511.33	199672.09
(c) OTHER LONG TERM LIABILITIES		NIL	NIL
(d) LONG-TERM PROVISIONS		NIL	NIL
4) CURRENT LIABILITIES			
(a) SHORT TERM BORROWINGS		NIL	NIL
(b) TRADE PAYABLES	'5'	30390741.86	18283873.88
(c) OTHER CURRENT LIABILITIES		NIL	NIL
(d) SHORT - TERM PROVISIONS	'6'	359899.00	361335.00
Total		104085876.63	90824067.48
II) ASSETS			
1) NON-CURRENT ASSETS			
(a) FIXED ASSETS			
(i) TANGIBLE ASSETS	'7'	9419388.92	10043922.46
(ii) INTANGIBLE ASSETS	'7'	644603.25	859471.00
(iii) CAPITAL WORK-IN-PROGRESS		NIL	NIL
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT		NIL	NIL
(b) NON-CURRENT INVESTMENTS		NIL	NIL
(c) DEFERRED TAX ASSETS (NET)		NIL	NIL
(d) LONG-TERM LOANS & ADVANCES		NIL	NIL
(e) OTHER NON-CURRENT ASSETS		NIL	NIL
2) CURRENT ASSETS			
(a) CURRENT INVESTMENTS	'8'	399378.00	399378.00
(b) INVENTORIES	'9'	35060922.45	33006645.86
(c) TRADE RECEIVABLES	'10'	44959021.25	32092920.25
(d) CASH AND CASH EQUIVALENTS	'11'	5967886.73	4287139.73
(e) SHORT - TERM LOANS AND ADVANCES	'12'	6962509.63	8992026.59
(f) OTHER CURRENT ASSETS	'13'	672166.40	1142563.60
Total		104085876.63	90824067.49

AS PER OUR REPORT ATTACHED HERETO

Signature to the Balance Sheet and Notes 1 to 13

For and on behalf of
Rakesh R. Agarwal & Associates
Chartered Accountants

For and on behalf of
M/S CHOTHANI FOODS LTD.
(Formerly known as Ashok Masala Mart Ltd.)

Sd/-
(Rakesh Agarwal)
Proprietor
MEM. NO.100223

Sd/-
(Ashok Chothani)
Chairman & Director
DIN NO. 06732163

Sd/-
(Sunil Chothani)
Whole-Time Director
DIN NO. 06732173

Sd/-
(Neeraj Chothani)
Managing Director & C.F.O.
DIN NO. 06732169

Place : Mumbai
Date : 30.07.2020

**TRADING AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2020**

PARTICULARS	NOTE	(amount in RS.)	
		31-03-2020	31-03-2019
I. REVENUE FROM OPERATIONS			
SALES		43093341.81	48368144.95
ACCRETION TO STOCKS OF FINISHED GOODS & STOCK-IN-PROGRESS	'15'	2054276.59	(12,99,857.21)
II. OTHER INCOME	'14'	596290.00	709967.00
III. TOTAL REVENUE (I + II)		45743908.40	47778254.74
IV. EXPENSES			
COST OF MATERIALS CONSUMED		NIL	NIL
PURCHASES OF STOCK-IN-TRADE		33835152.69	36075849.28
CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE		NIL	NIL
MANUFACTURING OVERHEADS		NIL	NIL
EMPLOYEE BENEFITS EXPENSE	'17'	2224482.00	2164152.00
FINANCE COSTS		899431.00	879025.00
DEPRECIATION & AMORTISATION EXPENSE	'7'	889924.28	977295.38
OTHER EXPENSES		NIL	NIL
ADMINISTRATIVE & OTHER EXPENSES	'16'	5817950.58	5480386.06
PRELIMINARY EXPENSES	'13'	470397.20	470397.20
TOTAL EXPENSES		44137337.75	46047104.92
V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)		1606570.65	1731149.82
VI. EXCEPTIONAL ITEMS		NIL	NIL
VII. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		1606570.65	1731149.82
VIII. EXTRAORDINARY ITEMS		NIL	NIL
IX. PROFIT BEFORE TAX (VII - VIII)		1606570.65	1731149.82
X. TAX EXPENSES			
(1) CURRENT TAX		359899.00	361335.00
(2) DEFERRED TAX		21839.24	53389.46
XI. PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS (VII - VIII)		1224832.40	1316425.36
XII. PROFIT/LOSS FROM DISCONTINUING OPERATION		NIL	NIL
XIII. TAX EXPENSES OF DISCONTINUING OPERATION		NIL	NIL
XIV. PROFIT/LOSS FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII - XIII)		NIL	NIL
XV. PROFIT/LOSS FOR THE PERIOD (XI + XIV)		1224832.40	1316425.36
XVI. EARNINGS PER EQUITY SHARE:			
(1) BASIC		0.24	0.26
(2) DILUTED		0.24	0.26

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

'1'

NOTES REFERRED TO ABOVE FORM AN INTEGRAL PART OF THE PROFIT AND LOSS ACCOUNT

AS PER OUR REPORT ATTACHED HERETO

Signature to the Profit & Loss Account and Notes 14 to 17 & 1, 7

For and on behalf of
Rakesh R. Agarwal & Associates
Chartered Accountants

For and on behalf of
M/S CHOTHANI FOODS LTD.
(Formerly known as Ashok Masala Mart Ltd.)

Sd/-
(Rakesh Agarwal)
Proprietor
MEM. NO.100223
Place : Mumbai
Date : 30.07.2020

Sd/-
(Ashok Chothani)
Chairman & Director
DIN NO. 06732163

Sd/-
(Sunil Chothani)
Whole-Time Director
DIN NO. 06732173

Sd/-
(Neeraj Chothani)
Managing Director & C.F.O.
DIN NO. 06732169



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Cash Flow From Operating Activities			
Net Profit After Tax	1224832.40		
Adjustment For :			
Add : Non Operating Profit and Non Cash Exp			
Depreciation			
Deferred Tax Liability	21839.24		
Interest and Other Financial Cost Paid	899431.00		
Less : Non Operative and Non Cash Income			
Provision written off	3401.00		
Operating Profit Before Working Capital Change	3032625.93		
Movements in Working Capital			
Increase/(Decrease) in Liability	12106867.98		
Increase/(Decrease) in Provisions	(1,436.00)		
(Increase)/Decrease in Miscellaneous Expenditure	Nil		
(Increase)/Decrease In Sundry Debtors	(1,28,66,101.00)		
(Increase)/Decrease In Inventory	(20,54,276.59)		
(Increase)/Decrease In Current Investments	Nil		
(Increase)/Decrease In Loans and Advances	2029516.96		
(Increase)/Decrease In Other Current Assets	470397.20		
Net Cash (Used in) from Operating Activities	(3,15,031.45)		
Cash Flow From Investing Activities			
Purchase of Fixed Assets	(50,523.00)		
Sale of Fixed Assets	Nil		
Net Cash Flow From Investing Activities	(50,523.00)		
Cash Flow From Finance Activities			
Interest Paid			
Issue of Share Capital	Nil		
Loan Repaid			
Tax on Regular Assessment	Nil		
Dividend Paid			
Net Cash Flow from Financing Activities	(9,86,324.48)		
Net Cash Flow			
Cash and Cash Equivalents 01-04-2019	4287139.73		
Cash and Cash Equivalents 31-03-2020	5967886.73		
For and on behalf of Rakesh R. Agarwal & Associates Chartered Accountants	For and on behalf of M/S CHOTHANI FOODS LTD. (Formerly known as Ashok Masala Mart Ltd.)		
Sd/- (Rakesh Agarwal) Proprietor MEM. NO.100223 Place : Mumbai Date : 30.07.2020	Sd/- (Ashok Chothani) Chairman & Director DIN NO. 06732163	Sd/- (Sunil Chothani) Whole-Time Director DIN NO. 06732173	Sd/- (Neeraj Chothani) Managing Director & C.F.O. DIN NO. 06732169



Schedules annexed to and forming part of the Balance Sheet as on 31st March, 2020.

NOTE '2'

SHARE CAPITAL

AUTHORISED CAPITAL

5500000 SHARES OF Rs. 10/- EACH - 55000000.00 - 55000000.00

ISSUED, SUBSCRIBED & PAID UP CAPITAL

5160000 EQUITY SHARES OF Rs. 10/- EACH

FULLY PAID UP - 51600000.00 - 51600000.00

Note-1 - F.V. per shares has been consolidated from Rs.1/- to Rs.10/- per share vide resolution dated 12th December, 2016.

Note-2 - The Company has only one class of shares referred to as Equity Shares having F.V. o Rs.10/- per share.

Note-3 - Each holder of Equity share is entitled to one vote per share.

RECONCILIATION OF SHARE CAPITAL

<u>EQUITY SHARES OF RS.10/- EACH WITH VOTING RIGHTS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT (RS.)</u>	<u>NO. OF SHARES</u>	<u>AMOUNT (RS.)</u>
BALANCE AT THE BEGINNING OF THE YEAR	5160000.00	51600000.00	5160000.00	51600000.00
SHARES ISSUED DURING THE YEAR	NIL	NIL	NIL	NIL
SHARES BOUGHT BACK DURING THE YEAR	NIL	NIL	NIL	NIL
BALANCE AT THE END OF THE YEAR	5160000.00	51600000.00	5160000.00	51600000.00

**SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5 PERCENT SHARES IN
THE COMPANY**

<u>PARTICULARS</u>	<u>NO. OF SHARES</u>	<u>%AGE OF HOLDING</u>	<u>NO. OF SHARES</u>	<u>%AGE OF HOLDING</u>
ASHOK SHIVJI CHOTHANI	482500	9.35%	482500	9.35%
NEERAJ ASHOK CHOTHANI	150950	2.93%	150950	2.93%
SUNIL SHIVJI CHOTHANI	482500	9.35%	482500	9.35%
BONNE VOLONTE COMMUNICATION LLP	1381550	26.77%	1381550	26.77%
WESTPAC INVESTMENTS PVT. LTD.	650000	12.60%	650000	12.60%
	3147500	61.00%	3147500	61.00%



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

NOTE '3'

RESERVES & SURPLUS

A) PROFIT & LOSS ACCOUNT

OPENING BALANCE	4555797.79	3269576.63
ADD : PROFIT/LOSS OF THE YEAR	1224832.40	1287431.16
LESS : PROVISION WRITTEN OFF	3401.00	1210.00
TOTAL (A)	5777229.20	4555797.79

B) SECURITY PREMIUM ACCOUNT

OPENING BALANCE	7547502.00	7547502.00
ADD : ADDITION DURING THE YEAR	NIL	NIL
TOTAL RESERVE & SURPLUS (B)	7547502.00	7547502.00
TOTAL	13324731.20	12103299.79

NOTE '4'

NON-CURRENT LIABILITIES

LONG - TERM BORROWINGS

UNION BANK OF INDIA - OD A/C *	2313609.24	2181919.72
HDFC BANK - OFFICE LOAN	5875384.00	6093967.00
TOTAL	8188993.24	8275886.72

Note : Secured by hypothecation of Stock and Debtors with Union Bank of India, Khand Bazar Branch.

NOTE '5'

TRADE PAYABLES

SUNDRY CREDITORS FOR PURCHASES

(AS PER SCHEDULE - 2)	28440892.50	16542462.70
TOTAL (i)	28440892.50	16542462.70

SUNDRY CREDITORS FOR EXPENSES

(AS PER SCHEDULE - 3)	1886493.36	1678055.18
TOTAL (ii)	1886493.36	1678055.18

SUNDRY CREDITORS FOR FIXED

ASSETS

LIPPI SYSTEMS LTD.	4720.00	4720.00
TOTAL (iii)	4720.00	4720.00

OTHERS

WRONG CREDIT BY BANK

BANK	58636.00	58636.00
TOTAL (iv)	58636.00	58636.00
(B) (i + ii + iii + iv)	30390741.86	18283873.88



NOTE '6'

SHORT - TERM PROVISIONS

PROVISION FOR TAXATION (A.Y. 2020-2021)	359899.00	NIL
PROVISION FOR TAXATION (A.Y. 2019-2020)	NIL	361335.00
(C)	<u>359899.00</u>	<u>361335.00</u>
TOTAL CURRENT LIABILITIES (A + B + C)	<u>30750640.86</u>	<u>18645208.88</u>

NOTE '7'

NON - CURRENT ASSETS

FIXED ASSETS	Depreciation	COST			PROVISION FOR DEPRECIATION			WDV as on 31-03-2020
		Opening Balance	Additions (Delitions)	Total	Opening Balance	During the year	Total	
TANGIBLE ASSETS								
Air Compressor	0.1810	17231.76	NIL	17231.76	3118.95	NIL	3118.95	14112.81
Auger Filler Mach	0.1810	340112.68	NIL	340112.68	61560.40	NIL	61560.40	278552.28
Bag Sealing Mach.	0.1810	2023.70	7850.00	9873.70	366.29	201.86	568.15	9305.55
Band Sealer	0.1810	NIL	19500.00	19500.00	NIL	3131.23	3131.23	16368.77
Camera & Led	0.1810	NIL	17800.00	17800.00	NIL	2801.31	2801.31	14998.69
Computer/Printer	0.4000	45998.80	NIL	45998.80	18399.52	NIL	18399.52	27599.28
Cylinder Dye	0.1810	457507.84	5373.00	462880.84	82808.92	677.56	83486.48	379394.36
Furniture/Fixtures	0.2589	244486.80	NIL	244486.80	63297.63	NIL	63297.63	181189.17
Office Premises	0.0487	8910239.20	NIL	8910239.20	433928.65	NIL	433928.65	8476310.55
Weighing Scale	0.1810	26321.66	NIL	26321.66	4764.22	NIL	4764.22	21557.44
TOTAL		10043922.44	50523.00	10094445.44	668244.57	6811.96	675056.53	9419388.92
INTANGIBLE ASSETS								
Goodwill	0.25	856042.00	NIL	856042.00	214010.50	NIL	214010.50	642031.50
Trade Mark	0.25	3429.00	NIL	3429.00	857.25	NIL	857.25	2571.75
TOTAL		859471.00	NIL	859471.00	214867.75	NIL	214867.75	644603.25
(A)		10903393.44	50523.00	10953916.44	883112.32	6811.96	889924.28	10063992.17



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

NOTE '8'

NON-CURRENT INVESTMENTS

GOLD BAR - 106.410 GMS	300928.00		300928.00
GOLD BAR - 30.000 GMS	89100.00		89100.00
SHARES OF SARASWAT CO-OP. BANK LTD. - (935 Shares @ Rs.10/- each)	9350.00		9350.00
TOTAL	(B)	399378.00	399378.00
TOTAL NON-CURRENT INVESTMENTS	(A + B)	10463370.17	12154787.18

NOTE '9'

CURRENT ASSETS

INVENTORIES

INVENTORY OF GOODS (As taken, valued and certified by the Management)	35060922.45		33006645.86
TOTAL	(A)	35060922.45	33006645.86

NOTE '10'

TRADE RECEIVABLES (UNSECURED)

MORE THAN SIX MONTHS	NIL		NIL
OTHERS - (AS PER SCHEDULE - 1)	44959021.25		32092920.25
TOTAL	(B)	44959021.25	32092920.25

NOTE '11'

CASH AND CASH EQUIVALENTS

(a) CASH IN HAND (As Certified by the Management)	4376779.00		2981780.00
(b) BANK BALANCE			
HDFC BANK	61538.75		61538.75
THE SARASWAT CO-OP. BK. LTD.	601.43		8,716.97
UNION BANK OF INDIA	224105.55		22969.95
(c) FIXED DEPOSIT - Maturity 12 months			
F.D. RECEIPT NO. 071678 WITH UNION BANK OF INDIA	1304862.00		1229568.00
TOTAL	(C)	5967886.73	4287139.73

NOTE '12'

SHORT - TERM LOANS AND ADVANCES

BALANCE WITH GOVERNMENT AUTHORITIES (UNSECURED, CONSIDERED GOOD)

M VAT DEPOSIT	25000.00		25000.00
ADVANCE TAX FOR A.Y. 2019-2020	NIL		200000.00
ADVANCE TAX FOR A.Y. 2020-2021	200000.00		NIL
T.D.S. A.Y. 2019-2020	NIL		70996.00
T.D.S. A.Y. 2020-2021	59629.00		NIL
VAT RECEIVABLE			
F.Y. 2015-16	6132.17		6132.17
F.Y. 2016-17	13323.38		13323.38
VAT C/F - 30.06.2017	2819.98		2819.98
CGST REFUND	NIL		6111.03
IGST REFUND	NIL		245929.59
SGST REFUND	NIL		6889.44



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G.S.T. C/F	240780.10	NIL
<u>OTHERS (UNSECURED, CONSIDERED GOOD)</u>		
VIJAY M. SOMAIYA - STAFF	500000.00	500000.00
ALACRITY SECURITY LTD.	350000.00	350000.00
ARYAMAN FINANCIAL SERVICES LTD.	100000.00	100000.00
VIRCHAND L. GADA - DEPOSIT	107000.00	NIL
GITA MUKESH SUMARIA - FOR BHIVANDI FACTORY	NIL	107000.00
B.S.E. DEPOSIT	201000.00	201000.00
M. TARUN & CO.	5000000.00	7000000.00
TAX PAYMENTS	156825.00	156825.00
	(D)	
	6962509.63	8992026.59
TOTAL CURRENT ASSETS	(A + B + C + D)	92950340.06
		78378732.43

NOTE '13'

OTHER CURRENT ASSETS

PRELIMINARY EXPENSES

OPENING BALANCE	1142563.60	1612960.80
INCURRED DURING THE YEAR	NIL	NIL
LESS : AMOUNT WRITTEN OFF	470397.20	470397.20
	TOTAL	672166.40
		1142563.60

Schedules annexed to and forming part of the Profit & Loss Account for the year ended on 31st March, 2020.

NOTE '14'

OTHER INCOME

INTEREST ON F.D.	83660.00	79967.00
INTEREST RECD. ON LOANS AND ADVANCES	512630.00	630000.00
MISC. INCOME	NIL	NIL
	TOTAL	596290.00
		709967.00

NOTE '15'

ACCRETION TO STOCKS OF FINISHED GOODS & STOCK IN PROGRESS

CLOSING STOCK	35060922.45	33006645.86
LESS: OPENING STOCK	33006645.86	34306503.07
	TOTAL	-
	2054276.59	12,99,857.21



CHOTHANI FOODS LIMITED
(Formerly known as "Ashok Masala Mart Limited")

NOTE '16'

ADMINISTRATIVE AND OTHER EXPENSES

ADVERTISMENT EXPENSES	17069.20	6750.00
AUDIT & PROF. FEES	35000.00	35000.00
A.P.M.C. CHARGES	18237.39	14578.38
BANK CHARGES	241315.52	267835.43
CLAIM	20573.00	NIL
COMMISSION PAID	9000.00	NIL
CONVEYANCE CHARGES	45675.00	53335.00
DIRECTORS' REMUNERATION	1260000.00	840000.00
DISCOUNT	122620.83	1,305.24
DONATION	1300.00	NIL
DR/CR BAL WRITTEN OFF	285305.72	352281.76
ELECTRICITY CHARGES	38331.00	31221.00
GENERAL EXPENSES	117396.11	199783.45
GRINDING CHARGES TO LABOURS	365262.00	318160.00
HAMALI CHARGES	NIL	1570.00
INSURANCE CHARGES	36579.00	26914.00
LEGAL FEES	5000.00	NIL
LOADING/UNLOADING	1555.29	1398.00
OFFICE EXPENSES	7993.00	79435.00
PACKING CHARGES	784659.30	806422.79
PENALTY CHARGES	250.00	170.00
POSTAGE & COURIER	10078.40	14669.55
PRINTING & STATIONERY EXPS.	119727.00	90943.42
PROFESSIONAL FEES	238000.00	443000.00
PROFESSION TAX - COMPANY	NIL	2500.00
PROFESSION TAX - EMPLOYEES	NIL	15000.00
PROPERTY TAX	87066.00	NIL
REGISTRATION CHARGES	14000.00	NIL
RENT PAID	362793.00	345480.00
REPAIRS & MAINTENANCE	NIL	3500.00
ROC FEES	8150.00	10624.00
ROUND OFF	411.18	23.02
SOCIETY MAINTENANCE	97925.00	30505.00
TELEPHONE & MOBILE EXPENSES	32144.00	40751.00
TRANSPORTATION EXPS.	1013391.00	964546.54
TRAVELLING EXPENSES	421965.00	485340.00
TOTAL	5817950.58	5480386.06

NOTE '17'

EMPLOYEE BENEFIT EXPENSES

SALARY	1622208.00	1636108.00
STAFF WELFARE	19648.00	19244.00
WAGES PAID	582626.00	508800.00
TOTAL	2224482.00	2164152.00

**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 : _____
2. Name : _____
Address : _____
Email ID: _____
Signature : _____
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 (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)

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
(Formerly known as "Ashok Masala Mart Limited")

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 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.