



NOTICE

09TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 09th Annual General Meeting of the members of Chothani Foods Limited will be held on Friday, 30th September, 2022 at 11:00 a.m. at the Registered Office of the Company at Office No. 408, B Wing, Damji 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, 2022, 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 appoint Statutory Auditors for a period of five years and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), as may be applicable, M/s. A Y & Company, Chartered Accountants (Firm Registration No. 020829C), be and is hereby appointed as statutory auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. Appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486) as an Independent Director (Non-Executive) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486), as an Additional Director in the capacity of Independent Director of the Company w.e.f. 19th April, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 and who holds office up to the date of the ensuring Annual General



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

Meeting be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years with effect from 19th April, 2022 till 18th April, 2027 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Registered Office:

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

For Chothani Foods Limited

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

Date : 30/08/2022

Place: Mumbai

NOTES:

- (a) **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. Proxy form, in order to be effective, must be deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

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.

- (b) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
- (c) 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.
- (d) 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.
- (e) The notice of 9th Annual General Meeting of the Company and Annual Report 2021-22, 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- (f) 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.



- (g) 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.
- (h) 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.
- (i) 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.
- (j) The cut off date for the purpose of determining the eligibility of the Members to vote at the 9th Annual General Meeting of the Company is September 23, 2022.
- (k) Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- (l) The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Kfin Technologies 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.
- (m) Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- (n) 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.
- (o) 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 11.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
- (p) 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.
- (q) 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 Limited, to provide efficient and better service to the members.
- (r) A Route Map to reach the venue of the Annual General Meeting is annexed with the Notice of Annual General Meeting.
- (s) M/s. K Pratik & Associates, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.



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

- (t) 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.
- (u) 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.
- (v) 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 BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- (w) The Company has listed its shares on the SME Platform of Bombay Stock Exchange Limited on August 22, 2017.

Registered Office:

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

Date : 30/08/2022

Place: Mumbai

For Chothani Foods Limited

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



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

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

M/s. A Y & Company, Chartered Accountants, were appointed as Statutory Auditor to fill the casual vacancy caused due to resignation in the Extra-Ordinary General Meeting held on 5th February, 2022 to hold office up to the date of this Annual General Meeting and eligible for re-appointment.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. A Y & Company as the Auditors of the Company for a period of five years from the conclusion of this AGM until the conclusion of the 14th Annual General Meeting thereafter. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members.

M/s. A Y & Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. M/s. A Y & Company, Chartered Accountants (Firm Registration Number 020829C) have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Proposed fees payable - upto Rs. 60,000/- per annum

Term of appointment - From conclusion of this 9th Annual General Meeting until the conclusion of the 14th consecutive Annual General Meeting.

The Board of Directors recommend the passing of the resolution set out in Item No. 3 of the accompanying Notice as an Ordinary resolution.

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

Brief profile / credentials of M/s. A Y & Company:

AY & Company is firm of Chartered Accountants and has experience in various types of audits including: Internal Audit, Statutory Audit, Bank Audits, Management Audit and Information system Audit. They also provide various services in Direct and Indirect Taxation, International Taxation, Company Law Advisory Service, Project Consultancy etc.

Item No.4: Appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486) as an Independent Director (Non-Executive) of the Company.

The Nomination & Remuneration Committee at its Meeting held on 19th April, 2022 considered, approved and recommended to the Board the appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486), as an Independent Director for a period of five (5) years effective from 19th April, 2022. Subsequently, the Board of Directors of the Company at its meeting held on 19th April, 2022 appointed Mr. Raviprakash Narayan Vyas (DIN: 07893486), as an Additional (Non-Executive Independent) Director with effect from the said date. Pursuant to the provision of the section 161 of the Companies Act 2013, Mr. Raviprakash Narayan Vyas (DIN: 07893486), holds office up to the date of this Annual General meeting of the Company. A notice has been received from him proposing his candidature for the office of Director of the Company.

The brief profile of Mr. Raviprakash Narayan Vyas:

Mr. Raviprakash Narayan Vyas aged 29 years is a Commerce Graduate from Jai Hind College, Mumbai University. He is a member of Institute of Actuaries of India and Institute and Faculty of Actuaries, UK. He has successfully cleared 7 out of 15 levels of exams of both the Institute.



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

Mr. Raviprakash Narayan Vyas is founder of S.MONK, School of Actuaries, visiting faculty at RA Podar College, Member of Board of Studies of HSNC University and Chief Executive Office of Omayo, a student housing brand owned by Address Financial and Technology Advisory Private Limited.

He has served as an Independent Director in multiple organisations and contributed excellently in its capacities. With total experience of more than 8 years in diversified fields, he has garnered variety of leadership and management skills and completed various certifications all along.

Mr. Raviprakash Narayan Vyas (DIN: 07893486), have given the declaration to the Board that he meets the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the board, he fulfills the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

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

Mr. Raviprakash Narayan Vyas does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Raviprakash Narayan Vyas and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

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



Particulars of the Directors seeking appointment/ re-appointment at the 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
Name of the Director	Mr. Ashok Shivji Chothani	Mr. Raviprakash Narayan Vyas
Brief Resume	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.	Mr. Raviprakash Narayan Vyas aged 29 years is a Commerce Graduate from Jai Hind College, Mumbai University. He is a member of Institute of Actuaries of India and Institute and Faculty of Actuaries, UK. He has successfully cleared 7 out of 15 levels of exams of both the Institute.
Qualification	H.S.C.	B.com
Expertise in specific functional areas and Experience	He is having more than 30 years of experience in operations and spices industry.	Mr. Raviprakash Narayan Vyas has more than 8 years in diversified fields, he has garnered variety of leadership and management skills.
Executive & Non -Executive Director	Executive	Non- Executive Independent Director
Promoter Group	Yes	No
Directorship held in other Companies	BONNE VOLONTE COMMUNICATIONS LLP	PARLE INDUSTRIES LIMITED HAZOR MULTI PROJECTS LIMITED
Disclosure of relationships between directors inter-se	Brother of Mr. Sunil Chothani - Whole-time and Father of Mr. Neeraj Chothani - Managing Director and Monil Chothani- Non-Executive Director	No relationship with any director
Committee positions held in other Companies	None	None
Name of the Listed Companies from which director resigned in past 3 years	None	None
No. of Equity Shares held in the Company as on 31.03.2022	4,82,500 Equity Shares	NIL
Skills and Capabilities required (Applicable to Independent Director)	NA	Leadership, Integrity, Knowledge and skills in accounting and finance, Industry, Law, Compliances, Experience in developing and implementing good corporate governance practices.
Manner in which the proposed director meets such requirement (Applicable to Independent Director)	NA	With his vast experience in various areas the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services.



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



**Proxy Form**

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

CHOTHANI FOODS LIMITED**CIN: L15122MH2014PLC252200**

Regd. Office: OFFICE NO. 408, B WING, DAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI- 400075 **Phone:** +91-22-25006871 / 25006871 **E-mail :** ashokmasalamart@gmail.com; **Website:** www.chothanifoodslimited.com

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09th Annual General Meeting of the company, to be held on the Friday, 30th September, 2022 at 11:00 a.m. at OFFICE NO. 408, B WING, DAMJI 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, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (<i>Ordinary Resolution</i>)		
2	Appointment of Mr. Ashok Chothani as a Director liable to retire by rotation. (Ordinary Resolution)		
3	To appoint M/s. A Y & Company, as Statutory Auditors of the Company. (Ordinary Resolution)		
4	To appoint Mr. Raviprakash Narayan Vyas (DIN: 07893486) as an Independent Director (Non-Executive) of the Company. (Special Resolution)		

.....
Signature of the Member

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

Please affix
Re. 1/-
Revenue
Stamp and
Sign

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.



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

CHOTHANI FOODS LIMITED

CIN: L15122MH2014PLC252200

Regd. Office: OFFICE NO. 408, B WING, DAMJI 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)

09th Annual General Meeting on Friday, 30th September, 2022

Friday, 30th September, 2022 at 11:00 a.m. at the Office No. 408, B Wing, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai - 400075.

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 **09th Annual General Meeting** of the Company being held on Friday, 30th September, 2022 at 11:00 a.m. at Office No. 408, B Wing, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai- 400075.

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

**CHOTHANI FOODS LIMITED**

CIN: L15122MH2014PLC252200

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

BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

9th Annual General Meeting

1.	Name(s) of Shareholder(s) (in block letters) including joint holders, (if any).	:	
2.	Registered Folio No. / DP ID No. / Client ID No.	:	
3.	Address	:	
4.	No. of Equity Shares held	:	

I/We hereby exercise my/ our vote in respect of the Ordinary Resolutions/Special Resolutions enumerated below and as set out in the Notice of 9th Annual General Meeting (AGM) of the Company scheduled on Friday, 30th September, 2022 by recording my/our assent or dissent to the said resolutions by

placing tick (Vv) mark in the appropriate box below:

Agenda Item No.	Description of Resolution	I/We assent to the resolution (Vote in Favour)	I/We dissent to the resolution (vote against)
		Place the tick (Place the tick [√] mark)	
1.	Adoption of the Audited Balance Sheet as at 31st March, 2022 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2.	Re-appointment of Mr. Ashok Shivji Chothani (DIN: 06732163), as a Director liable to retire by rotation. (Ordinary Resolution)		
3.	Appointment of M/s. M/s. A Y & Company, Chartered Accountants, as the Statutory Auditors of the Company. (Ordinary Resolution)		
4.	Appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486) as an Independent Director (Non-Executive) of the Company. (Special Resolution)		

Place:

Date:

Signature of the Member/Authorised Representative

Note: Please read the instructions given below carefully before exercising your vote.



INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the AGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website within two days of the passing of the Resolutions at the AGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.