

ASHOK MASALA MART LIMITED

REGT OFFICE: Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai-400075
CIN: U15122MH2014PLC252200

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and rules made thereunder)

To,
The Member(s),

Sub.: Passing of Resolutions by Postal Ballot

NOTICE is hereby given to the members of Ashok Masala Mart Limited (the "Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules 2014 (herein after referred to as the 'Rules') including any statutory modifications, amendments or re-enactments thereof for the time being in force, and in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges as amended, the Company is seeking consent of its Members for the proposed following Special Resolutions by the way of Postal Ballot.

The proposed resolutions and explanatory statements stating material facts and the reasons for the resolutions are enclosed and a postal ballot form is enclosed for your consideration. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising his/her vote in respect of the said resolutions.

The Company has appointed K Pratik & Associates, a Practicing Company Secretary, as Scrutinizer (the "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer/Company before the close of working hours on or before 13th January, 2018. The Result of the Postal Ballots shall be announced on Friday, 15th January, 2018 at the Registered Office of the Company and communicating to the stock exchange on which the shares of the Company are listed.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Computershare Pvt. Ltd. (Karvy) to provide e-voting facility.

**By order of the Board
For Ashok Masala Mart Limited**

Date : 07.12.2017
Place: Mumbai

Sd/-
Neeraj Chothani
Managing Director
DIN: 06732169

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Registrar of Companies – Maharashtra, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **"ASHOK MASALA MART LIMITED"** to **"CHOTHANI FOODS LIMITED"**.

RESOLVED FURTHER THAT post aforesaid approvals, the name **"ASHOK MASALA MART LIMITED"** whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name **"CHOTHANI FOODS LIMITED"**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps and to do all such acts, deeds and things as may be required from time to time to obtain the consent of the Registrar of Companies, Maharashtra Mumbai and Fresh Certificate of Incorporation consequent on Change of Name of the Company."

**By order of the Board
For Ashok Masala Mart Limited**

Date : 07.12.2017
Place: Mumbai

Sd/-
Neeraj Chothani
Managing Director
DIN: 06732169

NOTES :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed K Pratik & Associates, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process. After completion of their scrutiny, they will submit their report to the Chairman and in their absence to other Director of the Company.
3. The Notice is being sent electronically by e-mail to those shareholders who have registered their e-mail addresses with the Company and through the Speed/ Registered Post to all the remaining shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 01st December, 2017.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of Company as on 01st December 2017. A person who is not a Member as on the said date, shall treat this notice for the information purpose only.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 13th January, 2018.

6. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited ('Karvy').

The instructions for members voting electronically are as under:

(i) The voting period begins on 9.00 a.m. on Thursday, 14th December, 2017 till 5.00 p.m. on Saturday, 13th January, 2018. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date of 01st December, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

(ii) The process and manner for remote e-voting are as under:

A. In case a Member receives email copy of the Notice of Postal Ballot [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

i. Open your web browser during voting period and navigate to "https://evoting.karvy.com".

ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP/Client ID will be your user-ID

User – ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

iii. After entering these details appropriately, click on "LOGIN".

iv. System will prompt you to change your password and update any contact details like mobile number, email ID etc. on 1st login. Members will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy e-Voting platform. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

vii. If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any company, then your existing login id and password are to be used.

viii. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the members do not want to cast, select 'ABSTAIN'.

ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xi. Corporate / Institutional Members (Corporate/FIs/FILs /Trusts /Mutual Funds/Banks, etc) are required to send scanned certified true copy (PDF format) of the relevant Board Resolution / Authority letter to the Scrutinizer through e-mail to team@cskda.com with a copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

xii. Members can cast their vote online from 9.00 a.m. on Thursday, 14th December, 2017 till 5.00 p.m. on Saturday, 13th January, 2018. The voting shall not be allowed beyond this time schedule.

xiii. Please contact Karvy's toll free No. 1800 345 4001 for any further clarifications.

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy].

i. Initial password is provided at the bottom of Postal Ballot Form, in the following format:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

In case a Member is desirous of casting his/her vote online through the e-voting process, please follow all steps from Sl. No. i to xiii of (A) above, to cast vote. Such Members can cast their vote online from 9.00 a.m. on Thursday, 14th December, 2017 till 5.00 p.m. on Saturday, 13th January, 2018. In case a Member does not wish to exercise his/her voting right through the e-voting process, please follow the instructions mentioned in the Postal Ballot Form enclosed with this notice.

ii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of [https:// evoting.karvy.com](https://evoting.karvy.com) (Karvy Website) or contact Mr. S V Raju, of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1800 345 4001 for any further clarifications. If you are already registered with Karvy for e-voting, Then you can use your existing user ID and password/PIN for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

STATEMENT FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The foundation of the company was laid by Mr. Shivji Chothani 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, promoters established as a limited company to increase the spectrum and volume of operations. The management believes the name "Chothani" reflects the surname of Promoters and the Word Foods reflect Business Activity of the Company which is wide in scope. They also believes that the proposed new name is more clear; covers the Chothani family and it will also involve all the generation of management.

The Company proposes to change the name of the Company from "ASHOK MASALA MART LIMITED" TO "CHOTHANI FOODS LIMITED".

Accordingly, The Company has received the approval from the Registrar of Companies, Mumbai confirming the availability of the new name "CHOTHANI FOODS LIMITED". The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association. After obtaining the approval of Shareholders, an application will be made to the Registrar of Companies, for change of name of company and if approved, the name will be effective from the date of Registrar of Companies approval.

So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the resolution provided above.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions except to the extent of his shareholdings in the Company.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions.

**By order of the Board
For Ashok Masala Mart Limited**

Date : 07.12.2017
Place: Mumbai

Sd/-
Neeraj Chothani
Managing Director
DIN: 06732169