



# Ceenik Exports (India) Ltd.

**Manufacturers & Exporters of Fashion Garments**

**Registered Office : D-396/2, TTC Industrial Area, Turbhe MIDC, Jui Nagar, Navi Mumbai - 400705.**

**CIN : L51311MH1995PLC085007 • Website : [www.ceenik.in](http://www.ceenik.in)**

July 29, 2019

To,  
The Manager,  
Corporate Relationship Department,  
BSE Limited,  
Dalal Street,  
Mumbai.

Dear Sir,

**Ref: Scrip Code: BSE- 531119**

**Sub: Notice of 25<sup>th</sup> Annual General Meeting (AGM)**

This is to inform that the 25th Annual General Meeting (AGM) of Ceenik Exports (India) Limited is scheduled to be held on Tuesday, August 20, 2019 at 10.00 a.m. at D-396/2, TTC Industrial Area, MIDC, Turbhe, Navi Mumbai-400709, inter alia to transact the business stated in the Notice dated July 15, 2019 convening the AGM.

We submit herewith a copy of the Annual Report for F.Y. 2018-19 including the Notice of the 25th Annual General Meeting of the Company scheduled as aforesaid, which is being sent through email/dispatched through the permitted modes, to the Members of the Company.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For CEENIK EXPORTS (INDIA) LTD.

Narain Hingorani  
Managing Director

Encl.: As above



**25<sup>th</sup>**

**ANNUAL REPORT**

**2018-2019**



**CEENIK EXPORTS (INDIA) LIMITED**

# BOARD OF DIRECTORS

NARAIN N. HINGORANI, Chairman & Managing Director  
 ROOPA H. TECKCHANDANI (w.e.f. 27.04.2015)  
 CHANDRU K. BAKHTIANI  
 KAVITA N. HINGORANI

# BANKERS

- 1) KARNATAKA BANK LTD.  
BANDRA (W) MUMBAI - 400 050
- 2) HDFC BANK LTD.  
LOWER PAREL, MUMBAI - 400 013.

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# AUDITORS

M/S VIJAY DARJI AND ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 1062, HUBTOWN SOLARIS, N S PHADAKE MARG,  
 ANDHERI (E) MUMBAI- 400 069

# REGISTRARS AND TRANSFER AGENTS

UNIVERSAL CAPITAL SECURITIES PVT. LTD.  
 21, SHAKIL NIWAS, MAHAKALI CAVES ROAD,  
 ANDHERI(E), MUMBAI - 400 093.

# ANNUAL GENERAL MEETING

On Tuesday ,20th August,2019  
 at 10.00 a.m. at Registered office

# NOTE :

Shareholders are requested to bring their Copy of the  
 Annual Report alongwith them as the same will not be  
 distributed at the Meeting.

# REGISTERED OFFICE

D/396/2, TTC INDUSTRIAL AREA, TURBHE MIDC,  
 JUI NAGAR, NAVI MUMBAI - 400 705,  
 CIN : L51311MH1995PLC85007  
 www.ceenik.in  
 Tel.: 91-22-6143 9600  
 Email : ceenikexports@gmail.com

**NOTICE**

NOTICE is hereby given that the Twentyfifth Annual General Meeting of the members of Ceenik Exports (India) Limited will be held at 10.00 a.m. on Tuesday, the 20<sup>th</sup> day of August, 2019 the Registered Office of the Company at D-396/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai-400709, to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited Balance Sheet as on 31st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with Directors' Report and Auditors' Report thereon.
- 2) To appoint a Director in place of Mrs. Kavita N. Hingorani, who retires by rotation and being eligible offers herself for reappointment.
- 3) To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. J.S. Uberoi & Company, Chartered Accountants (Registration No. 111107W), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

- 4) To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs Rimpj Jeswani (DIN: 07936444), who was appointed as an Additional Independent Non-Executive Director by the Board of Directors in its meeting held on 15<sup>th</sup> July, 2019 and who holds the office till the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 15<sup>th</sup> July, 2019 to 14<sup>th</sup> July, 2024 (both days inclusive) and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this Resolution."

Place:Navi Mumbai  
Date: 15.07.2019

For and on behalf of the Board of Directors

(N.N. HINGORANI)  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00275453

## NOTES:

1. **A Member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote instead of himself and the proxy (ies) need not be a member.**
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, profile of Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice
5. The Register of Members and the Share Transfer Books will remain closed from 14.08.2019 to 20.08.2019 (both days inclusive).
6. Pursuant to Section 124 of the Companies Act, 2013 all unclaimed/unpaid dividend over a period of 7 years have been transferred by the Company to the Investors Education & Protection Fund constituted by the Central Government and there is no outstanding unclaimed/unpaid dividend amount.
7. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
8. The members, who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
9. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
10. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
12. Electronic copy of the Annual Report for the financial year 2018-19 is being sent to all the members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any member has requested for a hard copy of the same. For the members, who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018-19 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a financial year to the member to register his e-mail address and any change therein. In compliance with the same, we request the members, who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facilities as an alternative mode to voting at the meeting. Necessary arrangements have been made by the Company with the Central Depository Services Ltd. (CDSL) to facilitate e-voting.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 17.08.2019 (9.00 a.m.) and ends on 19.08.2019 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13.08.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>· Members, who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as serial no affixed on Annual Report, in the PAN field.</li> <li>· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>· If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Ceenik Exports (India) Ltd." on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 13.08.2019.
- b) Mr. Upendra Shukla, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members, who do not have access to the e-voting process) in a fair and transparent manner.
- c) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against if any, forthwith to the Chairman of the Company.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ceenik.in](http://www.ceenik.in) and on the website on CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the 25<sup>th</sup> AGM and communicated to BSE Ltd., where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4:**

Rimpy Jeswani as an Independent Director of the Company to hold office for a consecutive term of five years commencing from 15th July, 2019.

The Company has received from Mrs Rimpy Jeswani (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013. Mrs Jeswani is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. In the opinion of the Board of Directors, Mrs Rimpy Jeswani, proposed to be appointed as an Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter of appointment proposed to be issued to Mrs Rimpy Jeswani on her appointment as

an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working days upto the date of the Annual General Meeting. Brief resume of Mrs Rimpy Jeswani, nature of her experience in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between director inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements), 2015 are provided in the annexure 'A' to the notice.



The Board considers that the continued association of Mrs Rimpy Jeswani would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Copy of the documents, if any, referred to in the above mentioned Resolution and explanatory statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 1:00 p.m. on all working days except on Saturday, Sunday and public holidays, up to and including the last date of voting through Postal Ballot/Remote E-voting.

Mrs Rimpy Jeswani and her relatives may be deemed to be interested to the extent of her appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested financial or otherwise in the proposed Resolution.

Place: Navi Mumbai

Date: 15.07.2019

For and on behalf of the Board of Directors

(N.N. HINGORANI)

CHAIRMAN & MANAGING DIRECTOR

DIN: 00275453

## Annexure A

**Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on Tuesday, the 20<sup>th</sup> August, 2019 as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015.**

<b>Name of the Director</b>	<b>Mrs.Rimpy Jeswani</b>	<b>Mrs. Kavita Hingorani</b>
Director Identification Number	07936444	00275442
Date of Birth	31/12/1991	24.01.1967
Age	27 years	52 years
Date of Appointment	15.07.2019	14.03.2015
Qualification	B.B.A.	B.A.
Relationship with Director/Manager/KMP	—	Wife of Managing Director
Brief Profile	-	Has about 21 years' experience of running garment and property business.
Directorship held in other Companies (excluding Section 25 And foreign Companies)	-	Niktin Properties Estates Pvt. Ltd. Viking Advanced Technologies Pvt. Ltd.
Memberships/Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	Nil	Nil
Shareholding in the Company (Equity)	Nil	10,50,000 Equity Shares

Place: Navi Mumbai  
Date: 15.07.2019

For and on behalf of the Board of Directors  
(N.N. HINGORANI)  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00275453