

ANNUAL REPORT

2010-11



SEASONS[®]
TEXTILES LIMITED

GENERAL INFORMATION

Board of Directors

Mr. Inderjeet Singh Wadhwa
Chairman & Managing Director

Mr. Mandeep Singh Wadhwa
Non Executive Director

Mr. Rajendra Kumar Gupta
Non Executive Independent Director

Mr. Kailash Chandra Mehra
Non Executive Independent Director

Mr. Chand Krishna Tikku
Non Executive Independent Director

Dr. Bijoya Kumar Behera
Non Executive Independent Director

Dr. Pramod Kumar Hari
Non Executive Independent Director

Registered Office

D - 29, Defence Colony (Ground Floor)
New Delhi - 110024

Manufacturing Plants

A-29, Sector-5, Noida-201301, UP
Plot No. 466-67,
HSIIDC Industrial Estate,
Barhi Sonapat (Haryana)

Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd.
D – 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110065
Tel: 011-26812682, 83, 84
Fax: 011-26292681
E-mail: admin@skylinerta.com

Committees of the Board

Audit Committee

Mr. Kailash Chandra Mehra (Chairman)
Mr. Mandeep Singh Wadhwa
Mr. Rajendra Kumar Gupta
Mr. Chand Krishna Tikku

Remuneration Committee

Mr. Kailash Chandra Mehra (Chairman)
Mr. Rajendra Kumar Gupta
Mr. Chand Krishna Tikku

Investors Grievance Committee

Mr. Mandeep Singh Wadhwa (Chairman)
Mr. Inderjeet Singh Wadhwa

Company Secretary & Compliance Officer

Ms. Kavita Rani

Investors Help

cskavita@seasonsworld.com
Tel. No. (0120) 4690000
Fax No. (0120) 4351485

Corporate Office

Seasons House
B-18, Sector-5, Noida-201301, UP
Tel: 0120-4690000

Statutory Auditors

K. L. Datta & Company
Chartered Accountants
C - 121, Greater Kailash - I
New Delhi - 110048

Internal Auditors

Ashok Kantoor & Co.
Chartered Accountants
2659/2, Gurudwara Road,
Karol Bagh, New Delhi - 110005

Cost Auditors

M/s J. K. Kabra & Company,
Cost Accountants,
552/1B, Arjun Street,
Main Vishwas Road, Vishwas Nagar,
Delhi - 110032

Bankers

Canara Bank
Parliament Street, New Delhi - 110001

IDBI Bank Ltd.
Virendra Smriti
15/54-B, Civil Line, Kanpur - 208001

25th ANNUAL REPORT - 2010-11

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NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **SEASONS TEXTILES LIMITED** will be held at 11.00 AM on Friday, the 30th day of September, 2011 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082, to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended on 31st March, 2011, the Balance Sheet as on that date and Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Dr. Pramod Kumar Hari, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kailash Chandra Mehra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Anuj Garg & Co., Chartered Accountants, New Delhi, as Statutory Auditors of the Company in place of M/s K L Datta and Co., the retiring auditor of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

“RESOLVED THAT M/s Anuj Garg & Co. Chartered Accountants, New Delhi, be and are hereby appointed as the Auditors of the Company, in place of M/s K L Datta and Company, Chartered Accountants, Alwar Rajasthan, to hold the office of Auditors from the conclusion of this Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by the Board.”

By Order of the Board of Directors
For **Seasons Textiles Limited**

Place : **New Delhi**
Date : **12.08.2011**

(**Kavita Rani**)
Company Secretary

NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. Proxies in order to be effective must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 21st September, 2011 to 30th September, 2011 (both days inclusive).
- 3) A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 4) Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or its Share Transfer Agents. In case the shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants.
- 5) In all correspondence with the Company, Members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 6) At the ensuing Annual General Meeting, Dr. Pramod Kumar Hari and Mr. Kailash Chandra Mehra retire by rotation and being eligible, offers themselves for re-appointment.
- 7) Members are requested to bring their copies of the Annual Report in the meeting and the Attendance Slip, duly filled-in and signed as per the specimen signature recorded with the Company / Depository Participant for attending the meeting.
- 8) Members, who hold shares in dematerialized Form, are requested to write their Client ID and DP ID Nos., and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 9) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing service of notice/documents including Annual Report by email to its members.
Those who are holding shares in demat form may register their email address to their respective Depository Participants.
Those holding shares in physical form may register their email address with Registrar & Share Transfer Agent Skyline Financial Services Private Limited or to the Company Secretary at cskavita@seasonsworld.com or corporate office of the Company.

EXPLANATORY STATEMENT

Item No. 4

As per the provision of the section 224 of the Companies Act, 1956 every company is required to appoint Statutory Auditor to hold office from the Conclusion of the Annual General Meeting upto the conclusion of the next Annual General Meeting.

M/s K. L. Datta and Company, Chartered Accountant , the retiring auditor of the Company has expressed their inability to continue as Statutory Auditor of the Company due to their professional over commitment and has tendered their resignation.

The Company has received a notice from member alongwith a draft Resolution u/s 224 of the Companies Act, 1956, proposing the name of M/s Anuj Garg & Co., Chartered Accountant, New Delhi, informing the signifying his intention for such appointment. In terms of the provision of section 225 of the Companies Act, 1956, the appointment of Auditors in place of existing Auditors of the Company requires the approval of General Meeting by way of Ordinary resolution.

The Company has already received a certificate from M/s Anuj Garg & Co., Chartered Accountant stating that their appointment, if made will be within the limits specified in section 224(1B) of Companies Act 1956.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 25th Annual Report along with the Audited Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

The financial results for the year under review are summarized below for your perusal

(₹ in lacs)

PARTICULARS	Year ended 31 st March, 2011	Year ended 31 st March, 2010
Total Income	3684.81	3584.17
Expenditure other than Interest and Depreciation	3047.28	2929.77
Interest and Finance charges	313.38	338.42
Depreciation	233.79	223.41
Profit before Tax	90.36	92.57
Provision for Tax	39.03	45.15
Profit after Tax	51.33	47.42
Surplus Brought forward	894.35	871.92
Amount available for appropriation	945.68	919.35
Amount transfer to general reserve	0	25.00
Surplus/(deficit) carried to Balance Sheet	945.68	894.35

REVIEW OF OPERATIONS

The gross revenue of the company during the year stands of ₹ 3684.81 Lacs as against ₹ 3584.17 Lacs in the previous year. The profit before tax during the year stands of ₹ 90.36 Lacs as against ₹ 92.57 Lacs. The profit after tax during the year has increased to ₹ 51.33 Lacs as against ₹ 47.42 Lacs.

No material changes have occurred since the date of the Balance sheet and this report, which has any adverse effect on the working of the company.

SECURED AND UNSECURED LOANS

During the year under review, your Company has both secured and unsecured Loan, aggregating to ₹ 2532.20 Lacs.

DIVIDEND

In order to Plough back profits for future requirements of the company, your Directors do not recommend any dividend for the year ended on March 31, 2011.

FIXED DEPOSITS

The Company has not accepted any deposits within the meaning of section 58A of the companies Act 1956 and the Rules there under.

INSURANCE

All the insurable interests of your Company including inventories, buildings, plant and machinery are adequately insured.

CHANGE OF REGISTERED OFFICE

As approved by the Board of Directors of the Company, the Registered Office of the Company has been shifted from 61, Ring Road (Ground Floor), Lajpat Nagar – III, New Delhi – 110024 to D – 29, Defence Colony (Ground Floor), New Delhi – 110024.

LISTING PARTICULARS

The Equity Shares of the Company are listed on the Bombay Stock Exchange and Calcutta Stock Exchange. The company has paid the listing fees up to 2011-12.

DIRECTORS

Dr. Pramod Kumar Hari and Mr. Kailash Chandra Mehra who retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment and your Board of Directors recommend for the same.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with the accounting and financial reporting requirements under section 217(2AA) of the Companies Act 1956, in respect of financial statements, your directors state and confirm:

- (i) That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial Year and of the profit and loss account of the Company for that period.;
- (iii) That Proper and sufficient care had taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) That the annual accounts of the Company have been prepared on a going concern basis.

AUDITORS

The Company has received resignation from M/s K L Datta and Company, Chartered Accountants, Statutory Auditor of the Company, informing that due to their professional over commitment, they are not able to continue as Statutory Auditor of the Company.

The Company also received a notice from a member alongwith a draft Resolution u/s 224 of the Companies Act, 1956, proposing the name of M/s Anuj Garg & Co., Chartered Accountant, New Delhi, informing and signifying his intention for such appointment.

The Company has already received a certificate from M/s Anuj Garg & Co., Chartered Accountant stating that their appointment, if made will be within the limits specified in section 224(1B) of Companies Act 1956.

The Board recommends appointing of M/s Anuj Garg & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s K L Datta and Company, Chartered Accountants to hold office of the Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

AUDITORS REPORT

The Auditors Report to the shareholders is enclosed with the Accounts for the year ended on March 31, 2011. There are no adverse qualifications in the audit report. The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under section 217(3) of the Companies Act, 1956.

COST AUDITOR

Pursuant to the directions of the Central Government under the provisions of Section 233B of the Company's Act, 1956 and subject to the approval of the Central Government, M/s J. K. Kabra & Company, Cost Accountants, has been appointed as Cost Auditors to conduct cost audit relating to the products manufactured by your Company.

PARTICULARS OF EMPLOYEES

None of the employees of the Company has drawn remuneration exceeding the limits laid down under the provisions of section 217(2A) of the Companies Act 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding the conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this report. (Annexure "A")

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS

Your Company follows principles of effective Corporate Governance. The endeavor of your Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay a strong emphasis on integrity transparency and overall accountability.

A separate Section on Management Discussion & Analysis and Corporate Governance is included in the Annual Report. A certificate from the Statutory Auditors of your Company regarding compliance with Corporate Governance norms stipulated in Clause 49 of the Listing Agreement is also annexed to the report on Corporate Governance.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made your company successful in the business.

For and behalf of the Board of Directors
For **Seasons Textiles Limited**

Place : **New Delhi**
Date : **12.08.2011**

(**Inderjeet Singh Wadhwa**)
Chairman & Managing Director

ANNEXURE 'A' FORMING PART OF DIRECTORS REPORT

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the directors report.

A) Conservation of energy:-		
1. Energy conservation measures taken:	The Company has installed Energy efficient-automatic shuttle less looms (imported).However efforts are being made to conserve and save energy wherever required.	
2. Additional Investment and proposals, if any being implemented for reduction of consumption of energy:	N.A.	
3. Impact of the measures at (1) and (2) Above for reduction of energy consumption and consequent impact on the cost of production of goods:	Continuously monitoring the energy consumed at processing plant at Barhi enabled the Company to set benchmarks for different machines which resulted in significant benefits in terms of lower cost of energy and other utilities.	
4. Total Energy consumption and per unit of Production:	As per Form A.	
B) Technology Absorption:-	As per Form B	
C) Foreign Exchange Earnings and Outgo:- The foreign exchange earning/outgo during the year are as under:	(₹/Lacs)	
Particulars	Current Year	Previous Year
Foreign Exchange Earnings:	1732.20	1507.23
Foreign Exchange Outgo:	81.99	167.68

Form A

Disclosure of particulars with respect to conservation of energy.

Power and Fuel Consumption:

Particulars	Year ended on 31.03.2011	Year ended on 31.03.2010
(a) Purchased		
Units	1645826	1327435
Total Amounts (Rs. In Lacs)	94.71	62.01
Rate/units(Rs.)	5.75	4.67
(b) Own Generation		
Through Diesel Generator (units)	112943	126256
Unit	3	3
Unit per ltr of diesel oil Costs/unit (Rs.)	11.98	10.65

Form B

Disclosure of Particulars with respect to technology absorption research and Development (R&D):	
1. Specific areas in which R&D Carried out by the Company:	Innovative fabrics designs and new products development.
2. Benefits derived as a result of the above R&D.	Increase in acceptability of new designs.
3. Future plan of action	Continue to introduce latest fabrics designs and patterns based on domestic and international market feedback.
4. Expenditure on R&D	
a. Capital	NIL
b. Recurring	NIL
c. Total	NIL
d. Total R&D expenditure as a percentage of total sales	NIL
Technology absorption, adoption and innovation:	
1. Efforts, in brief, made towards technology absorption, adaptation and innovation.	NIL
2. Benefits derived as a result of efforts e.g. product improvement, cost reduction, product development, import substitution, etc.	NIL
3. In case of improved technology imported during the last 5 years reckoned from the beginning of the financial year	NIL

MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN TEXTILE INDUSTRY

The Textiles Industry in India enjoys a distinctive position due to the pivotal role it plays by way of contribution to- industrial output, employment generation (second largest after agriculture) and export earnings of the country. The industry is rich and varied, embracing the hand-spun and hand-woven sector at one end and the capital intensive, sophisticated mill sector at the other. Its association with the ancient culture and tradition of the country lends it a unique advantage in comparison with textiles industry of other countries, thus giving it an uncommon edge to cater to a vast variety of products and market segments both domestically, as well as, globally.

The industry currently contributes about 14 per cent to industrial production, 4 per cent to GDP, and 17 per cent to the country's export earnings, according to the Annual Report 2010-11 of the Ministry of Textiles. The industry accounts for nearly 12 per cent share of the country's total exports basket. It provides direct employment to more than 35 million people.

Market size

The Vision Statement for the textiles industry for the 11th Five Year Plan (2007-12) sees India securing a 7 per cent share in the global textiles trade by 2012. At current prices, the Indian textiles industry is valued at US\$ 55 billion, 64 per cent of which caters to domestic demand.

The export of textiles and clothing (T&C) aggregated to US\$ 22.42 billion in 2009-10. The Government fixed the target for 2010-11 at US\$ 25.48 billion. So far during the period April- September 2010, exports of T&C have been achieved at US\$ 11.26 billion.

Production

During February 2011, total cloth production rose by 5.8 per cent year-on-year (y-o-y). During April- February 2011 cloth production increased by 4.5 per cent y-o-y.

Export

Total textile exports during April-December 2010 registered an increase of 16.54 per cent in rupee terms at Rs 87,582.83 crore as against ₹ 75,149.98 crore during the corresponding period of the previous year, according to the latest data released by DGCI&S, Kolkata. The same were valued at US\$ 19,217.12 million as against US\$ 15,695.07 million during the corresponding period of the previous year, registering an increase of 22.44 per cent.

The share of textile exports in total exports was 11.29 per cent during April-December 2010 as against 12.34 per cent during April-December 2009.

Technical Textile Segment

The technical textiles segment is expected to grow by 11 per cent per annum till 2012-13 and is likely to grow at 6-8 per cent per annum till 2020 without any policy interventions. If the government intervenes by way of regulatory push, the growth of technical textiles industry can be estimated at 12-15 per cent per annum till 2020, according to Rita Menon, Secretary, Union Ministry of Textiles. She added that the technical textiles segment in India has the potential to attract investment and create additional employment opportunities in coming years. She further said that investments of US\$ 1.1 billion are expected by 2012 and employment is expected to increase to 1.2 million by 2012.

COMPANY OVERVIEW

Seasons Textiles Limited (STL) is a widely held flagship Company of Seasons Group having more than 10000 shareholders and presently its shares are listed on Bombay Stock Exchange and Calcutta Stock Exchange. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company came with its Initial Public Offer in the year 1993. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award. During the fiscal 2010-11, the gross turnover of the Company was Rs. 3684.81 lacs. The employee strength of the Company is more than 180 people.

BUSINESS OVERVIEW

Production

STL is one of the Pioneer Company in India to manufacture furnishing fabrics in Organized Sector. At present the Company is engaged in manufacture of furnishing fabric, export and trading in furnishing fabric and made-ups. To ensure international quality standards the Company is using the latest technology. The Company's philosophy is to provide a safe, healthy and eco-friendly atmosphere conducive to men and machines.

During the year the Company produced 10,31,920 Mtrs. of quality furnishing fabric against its installed capacity of 14,50,000 Mtrs. To be competitive, both in export and domestic markets, continuous improvement in productivity and quality and creation of new designs have always been considered as the focus areas.

Design

The Company has In House Design Studio with a talented team of designers who ensure that innovative designs are created to attract the customers keeping in mind the latest trends and customers taste. During the year the Company has developed about 400 Designs in its own Design Studio for its customers.

The Company has been regularly participating in international fairs and exhibitions which enable it to keep itself abreast with the latest global trends and to show case its designs and manufacturing strengths.

During the year Company participated in international fairs & exhibitions at 'PROPOSTE' at COMO (Milan) Italy, 'MOOD' at Brussels – Belgium and 'HEIMTEXTIL' at Frankfurt – Germany.

Marketing and Exports

The Company has been exporting its products to US, Europe, Africa, Germany, Middle East – Dubai, Saudi Arabia and Asian Countries – Hongkong, Singapore, Philippines and Malaysia.

During the Financial year 2010-11

The export turnover of the Company during the current fiscal has been increased to 1732.20 lacs in comparison to previous years ₹ 1507.23 lacs. However the domestic turnover has decrease from previous years ₹ 1943.11 Lacs to ₹ 1760.79 Lacs. The profit after tax during the year has increased by 8.25 % (₹ 51.33 Lacs as against ₹ 47.42 Lacs for the previous year).

THE KEY FINANCIAL DATA OF THE COMPANY FOR THE YEAR 2010-11 VIS-A-VIS 2009-10

Financials:

₹ / Lacs

S. No.	Particulars	As on 31.03.2011	As on 31.03.2010
1.	Authorised Equity Share Capital	1200.00	1200.00
2.	Paid Up Share Capital	659.03	659.03
3.	Reserves & Surplus	1325.93	1274.60
4.	Secured & Unsecured Loans	2532.20	2731.95.
5.	Deferred Tax Liability	504.46	481.83
6.	Fixed Assets	2911.95	2958.85
7.	Capital Work in progress	168.06	142.53
8.	Sundry debtors	799.52	1003.30
9.	Inventories	1283.26	1301.53
10.	Net Current Assets	1941.61	2039.35

Operational Results

₹ / Lacs

S. No.	Particulars	As on 31.03.2011	As on 31.03.2010	Increase (%)	Decrease (%)
1.	Income from Operations	3647.98	3519.96	3.64	
2.	Other Income	36.83	64.21		42.64
3.	Expenditure excluding Interest, Depreciation and Tax	3047.28	2929.77	4.01	
4.	Earning before Interest, Depreciation & Tax	637.53	654.40		2.58
5.	Interest	313.38	338.42		7.40
6.	Depreciation	233.79	223.41	4.65	
7.	Profit before Tax	90.36	92.57		2.40
8.	Provision for Tax	39.03	45.15		13.58
9.	Net Profit	51.33	47.42	8.25	

Comparison chart- Expenditure during 2010-11 vis a vis 2009-10.

₹ / Lacs

S. No.	Particulars	As on 31.03.2011	As on 31.03.2010	Increase (%)	Decrease (%)
1.	Cost of Materials	1494.40	1934.64		22.76
2.	Manufacturing Overheads	796.04	669.16	18.96	
3.	Administrative and other Overheads	283.62	281.24	0.85	
4.	Selling and distribution overheads	290.89	299.72		2.95
5.	Financial Overheads	313.38	338.42		7.40
6.	Depreciations	233.79	223.41	4.65	

ISSUES AND RISKS

1. Competition

As far as domestic market is concern the unorganized sector in furnishing industry has always posed a challenge to the Company. However, the stringent quality control practices and in depth knowledge of home furnishing industry puts the company a step ahead from its competitors.

2. Foreign Currency Risk.

As the Company's sizeable turnover is contributed by exports and it deals in foreign currencies, any devaluation in USD as compared to INR may affect its Receivables

3. Management Risk.

The Company ensures a well defined Risk Management Policy to identify major risks and their timely mitigation to protect the present and futures performance of the company. The risks are broadly classified as follows:

1. Market led business risk;
2. Financial risk;
3. Change of trends and designs;
4. Technology Obsolescence risk;
5. Safety, Health & Environment risk;
6. Regulatory issues impacting the industry.

The Company has sustained moderate growth in recent periods and plans for rapid growth in the future. This will place significant demand on its managerial and other resources. Continued growth in a competitive environment increased the challenges involved in recruiting and retaining skilled personnel. Failure to manage this vital resource effectively could have an adverse effect on the Company's business prospects. The Company is constantly reviewing its HR practices and incentives to maintain its talent pool for keeping their performance at optimum levels.

Any change in government policies with respect to exports may impact the working of the Company.

CAUTIONARY STATEMENT

Investors are cautioned that this discussion contains forward looking reasonable statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, government policies, taxation laws, domestic as well as export market conditions, fluctuations in exchange rates, dependence on availability of qualified and trained manpower and other factors. The discussion and analysis must be read in conjunction with the Company's financial statements and notes on accounts.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY

Core values are the beliefs and principles that an organization holds treasured. The core values are actually the basic ideology of the organization. They are not consciously created but are part of the fabric of the organization. Your Company is driven by its core values viz., ethical practices, concern for people at work, delight of customers and wealth creation for shareholders. It strives for better health of its employees, a clean environment for sustainable development.

Good Corporate Governance appears to be the most effective policy decision for any Corporate's Success. It has always been the Company's endeavour to excel through better Corporate Governance and fair and transparent practices, many of which have already been in place even before they were mandated by the law of the land. The Company complies with all the provisions of Clause 49 of the Listing Agreement. The Company's Philosophy on Corporate Governance reveals that Good Corporate Governance has many things in common like: Participatory decision-making, accountability, responsibility, effectiveness, transparency. We always believe that Corporate Governance is more a way of business life than a mere legal compulsion. It is the application of best management practices, Compliance of law in true letter and spirit and adherence to ethical standards for effective management discharge of social responsibilities for sustainable development of all stakeholders.

The Corporate Governance philosophy of our Company is based on the following principles:

- Satisfaction of the spirit of the law through ethical business conduct;
- Transparency and a high degree of disclosure levels;
- Truthful communication about how the company is running internally;
- A simple and transparent corporate structure driven solely by the business needs;
- Establishment of an efficient corporate structure for the management of the Company's affairs;
- Management is the trustee of the shareholders' capital and not the owner.
- This freedom of management should be exercised within a framework of effective accountability.

The report on matters relating to corporate governance in accordance with the provisions of the listing agreement is as follows:

The certificate from the Practicing company secretary of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with stock exchanges is annexed to this report.

BOARD OF DIRECTORS AND BOARD PROCEDURES

Seasons Textiles Limited believes that at the core of its Corporate Governance practice is the Board, which oversees how the management serves and protects the long-term interests of all the stakeholders of the company. An active, well-informed and independent board is necessary to ensure the highest standards of Corporate Governance. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

Board Composition

The chairman of the company is executive director. The Board comprises of more than half of total numbers of directors as independent and non executive directors which is in conformity with clause- 49 the Listing Agreement. The details of composition of the board of directors are as follows:

Name of Director	No. of Board Meeting attended	Last AGM attended	Other Directorship/Committee membership/Chairmanship		
			Directorship	Committee membership	Committee chairmanship
Mr. Inderjeet Singh Wadhwa Chairman and Managing Director	4	Yes	1	2	1
Mr. Mandeep Singh Wadhwa Non Executive Director	4	Yes	1	1	0
Mr. Rajendra Kumar Gupta Non Executive Independent Director	3	No	2	0	0

Name of Director	No. of Board Meeting attended	Last AGM attended	Other Directorship/Committee membership/Chairmanship		
			Directorship	Committee membership	Committee chairmanship
Mr. Kailash Chandra Mehra Non Executive Independent Director	2	Yes	2	2	1
Mr. Chand Krishna Tikku Non Executive Independent Director	4	No	1	1	0
Dr. Pramod Kumar Hari Non Executive Independent Director	4	No	0	0	0
Dr. Bijoya Kumar Behera Non Executive Independent Director	3	No	1	1	1

Notes: Only Audit Committee and Shareholder's Grievance Committee are considered for the purpose of Committee positions as per listing agreement.

Details of Board Meetings

During the year under review the Board of Directors met Four times as follows:-

- (i) 29th May, 2010,
- (ii) 13th August, 2010
- (iii) 12th November, 2010
- (iv) 12th February, 2011

Information regarding Directors to be appointed/ re-appointed at ensuing Annual General Meeting pursuant to clause 49 of the Listing Agreement is as under:

Particulars	Name of Directors	
	Dr. Pramod Kumar Hari	Mr. Kailash Chandra Mehra
Date of Birth	26.01.1943	06.12.1921
Date of appointment	06.08.1994	21.04.1992
Expertise in specific areas	Production, Technology and Management	Finance, Accounts, Management and Administration
Directorship in other Companies	-	1. Prakash Industries Limited 2. Nijjer Agro Foods Limited
Committee Memberships/ Chairmanships in other Companies	-	Audit Committee 1. Prakash Industries Limited 2. Nijjer Agro Foods Limited

BOARD PROCEDURES

It has always been the Company's policy and practices that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigations, feedback reports, information on senior level appointments just below the Board level and minutes of all committee meetings.

Your Company has Audit Committee, Remuneration Committee and Investors' Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for the Committee Members of various Committees and delegates these powers to the Committees. Recommendations of the Committees are submitted to the Board of Directors for approval.

The frequency and agenda of meetings of each of these Committees is determined by the Chairman of the Board/ Executive Director in consultation with the Chairman of the concerned Committee. These Committees meet as and when the need arises.

The informations as required as per Clause 49 of the listing agreement are being made available to the Board as and when applicable.

AUDIT COMMITTEE

Seasons Textiles Limited has a qualified and independent Audit Committee, with Mr. Kailash Chandra Mehra as the Chairman. Other members of the Committee are Mr. Mandeep Singh Wadhwa, Mr. Rajendra Kumar Gupta and Mr. Chand Krishna Tikku. The Company Secretary acts as the Secretary of the Committee.

The terms of reference stipulated by the Board to the Audit Committee are, inter alia, as contained in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 as follows:

1. Oversight of company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and desirable.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in the case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee

The Audit Committee shall mandatory review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Composition

The constitution of the Audit committee is as follows:

S.No.	Name of Directors	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-Executive
2	Mr. Mandeep Singh Wadhwa	Member	Non -Executive
3	Mr. Rajendra Kumar Gupta	Member	Independent, Non-Executive
4	Mr. Chand Krishna Tikku	Member	Independent, Non-Executive

Details of Meetings

During the year, the Committee met 4 (Four) times on the following dates:

- (i) 29th May, 2010,
- (ii) 13th August, 2010
- (iii) 12th November, 2010
- (iv) 12th February, 2011

The gap between two meetings did not exceed four months.

S.No.	Members	Committee Meeting Held	Committee meeting attended
1.	Mr. Kailash Chandra Mehra	4	2
2.	Mr. Mandeep Singh Wadhwa	4	4
3.	Mr. Rajendra Kumar Gupta	4	3
4.	Mr. Chand Krishna Tikku	4	4

INTERNAL AUDITORS

The Company has appointed Ashok Kantoor & Co. Chartered Accountants as internal auditors to review the internal control systems of the company and to report thereon. The reports of the internal Auditors are reviewed by the Audit Committee.

REMUNERATION COMMITTEE

The company constituted remuneration committee with the requirement of the companies Act 1956. The Committee recommends payment of annual salaries, commission, service agreements and other employment conditions of the Executive Directors. The Committee fixes the remuneration after taking in consideration remuneration practices followed by companies of similar size and standing in the industry. The Committee periodically reviews and recommends suitable by revision in the remuneration package of Executive Directors to the Board.

The remuneration committee presently comprises of three directors as its members. All the members of the Committee are independent, non-executive and person of repute and have sound knowledge of management practices.

Composition

The constitution of the remuneration committee is as follows:

S.No.	Name of Directors	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-executive
2	Mr. Rajendra Kumar Gupta	Member	Independent, Non-executive
3	Mr. Chand Krishna Tikku	Member	Independent, Non-executive

REMUNERATION TO DIRECTORS

The Detailed terms of appointment of the Managing Director are governed under board and members resolution. None of the Non Executive directors draw any remuneration from the company except sitting fees of Rs. 5000/- for attending each meeting of Board of Directors and Audit Committee and reimbursement of actual travel expenses for attending the Board / Audit Committee Meeting.

- a) The details of remuneration paid to Managing Director.

Name	Salary	Perquisites & Other benefits	Total
Mr. Inderjeet Singh Wadhwa	Rs. 12,50,000/-	Rs. 3,30,000/-	Rs. 15,80,000/-

- b) The Non Executive Directors are paid by way of sitting fees for each meeting of Board of Directors and Audit committee. The details of remuneration paid to non Executive Directors are as under:

Director	Sitting Fees
Mr. Mandeep Singh Wadhwa	Rs. 40,000/-
Mr. Rajendra Kumar Gupta	Rs. 30,000/-
Mr. Kailash Chandra Mehra	Rs. 20,000/-
Mr. Chand Krishna Tikku	Rs. 40,000/-
Dr. Pramod Kumar Hari	Rs. 20,000/-
Dr. Bijoya Kumar Behera	Rs. 15,000/-

Apart from receiving remuneration by way of sitting fees for attending each meeting of the board and audit committee, none of the Non executive Director had any pecuniary relationship or transactions with the company during the year ended 31st March, 2011.

INVESTORS' GRIEVANCE COMMITTEE

Functions

The Board has constituted Committee of two members under the Chairmanship of a Non-executive Director. The Company attends to the Investor Grievances/ correspondence expeditiously and usually reply is sent within 10 days of the receipt except in the cases that are constrained by dispute or legal impediment. To expedite the process of share transfers, the Board of Directors of the company has delegated the power of share transfer to share transfer agent.

Composition

The constitution of the Shareholders'/ Investors' Grievance cum Share Transfer Committee is as under:-

Name of the Members	Category
Mr. Mandeep Singh Wadhwa	Chairman (Non-executive Director).
Mr. Inderjeet Singh Wadhwa	Member (Executive Director).

DETAILS OF SHAREHOLDERS'/INVESTORS' COMPLAINTS RECEIVED AND ATTENDED

Number of Shareholders Complaints received during the period 01.04. 2010 to 31.03.2011	1
Number of Complaints attended/resolved	1
Number of pending complaints as on 31.03.11	Nil

GENERAL BODY MEETING

Details Annual General Meetings (AGMs)/Extra-ordinary General Meeting (EGM) held in last three are given as under:

FINANCIAL YEAR	AGM DATE	LOCATION	Details of Special Resolution Passed
2007-2008	04.02.2008	Multi Purpose Community Centre, Khera Khurd, Alipur Block, Delhi – 110 082	1. Increase in Authorised Capital 2. Alterations of Memorandum of Association of the Company 3. Alterations of Article of Association of the Company 4. Issue of Warrants on Preferential Basis
2007-2008	30.09.2008	Multi Purpose Community Centre, Alipur Block, Delhi 110 082	-
2008-2009	30.09.2009	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082	-
2009-2010	30.09.2010	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082	1. Re-appointment of Managing Director 2. Appointment of Mr. Sumer Singh Wadhwa (Relative (son) of Mr. Inderjeet Singh Wadhwa, Managing Director of Company) as Vice president (Marketing) of the Company.

DISCLOSURE

i. Related Party transactions

The details of transactions, if any, with related parties are placed before the audit committee on quarterly basis.

ii. Disclosure of Accounting Treatment

The Company is following the Generally Accepted Accounting Policies of the trade which provides a true and fair view of the business of the Company.

iii. Compliance by the Company

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties have been imposed on the Company by the stock exchanges, SEBI or other statutory authorities relating to the above.

iv. Management Discussion and Analysis

A management Discussion and Analysis Report form part of the Annual Report and includes a discussion on various matters specified under clause 49(IV)(F).

v. Risk Management

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedures which is periodically reviewed by the Board.

vi. Declaration By CEO with regard to code of conduct

The Chairman & Managing director Mr. Inderjeet Singh Wadhwa has furnished a declaration affirming compliance of code of conduct by directors and senior Management personnel.

vii. CEO/CFO CERTIFICATION

A Certificate from Chairman & Managing Director and Finance Head on the financial statements of the company have sufficient access to the audit committees as and when they desire.

MEANS OF COMMUNICATION

The quarterly results of the Company are published in leading and widely circulated English/Hindi national as per the requirements of the Listing agreement with the stock exchanges. The results are also submitted to the Stock Exchanges where the company is listed. As per requirement the results are also published in the prescribed Performa within 48 hrs. of the conclusion of the meeting of the Board in which they are considered.

GENENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

The 25th Annual General Meeting is Scheduled as under:-

Date	:	30th September, 2011 (Friday)
Time	:	11.00 A.M.
Venue	:	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082

ii. Financial Calendar (Tentative):

Unaudited Financial results for the quarter ended 30th June, 2011	August, 2011
Unaudited Financial results for the quarter ended 30th September, 2011	November, 2011
Unaudited Financial results for the quarter ended 31st December, 2011	February, 2012
Unaudited Financial results for the quarter ended 31st March, 2012	May, 2012

iii. Book Closure Period

21st September, 2011 to 30th September, 2011 (both days inclusive).

iv. Listing On Stock Exchange

Your Company is presently listed at Bombay Stock Exchange Limited, and Calcutta Stock Exchange.

Stock Code: BSE 514264
NSDL/CDSL – ISIN INE707B01010

Listing Fee for the year 2011-12 has been paid on due date to the All the stock exchanges where the shares of the company are listed.

v. Stock Market Data:

The table mentioned herein below gives the monthly high and low closing price quotations traded at BSE for the fiscal year 2010-2011.

DATE	HIGH (₹)	Low (₹)
April 2010	10.15	6.7
May 2010	10.24	7.2
June 2010	9.14	6.53
July 2010	7.94	6.82
August 2010	7.99	6.75
September 2010	9.76	7.12
October 2010	18.46	9.26
November 2010	12.7	8.3
December 2010	9.65	6.65
January 2011	8.45	6.29
February 2011	7.2	5.52
March 2011	6.98	5.65

vii. Common Agency for Share Transfers and Electronic Connectivity:

Skyline Financial Services Pvt. Ltd.
D – 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110065
Tel: 011-26812682, 83, 84
Fax: 011-26292681
E-mail: admin@skylinerta.com

viii. Share Transfer System.

Share transfer request received in physical form are registered within 30 days from the date of receipt and demat request are normally confirmed within the prescribed time from the date of receipt.

ix. Shareholding Pattern and Distribution Schedule

The shareholding pattern of the Company as at 31st March, 2011 is as follows:

Category	No. of shares held	% OF HOLDING
Promoters	936472	14.21
Financial Institutions	0.00	0.00
Foreign Institution Investors	0.00	0.00
Bodies Corporate	932159	14.14
Indian Public	4412444	66.96
NRI/OCS	309225	4.69
Grand Total	6590300	100.00

The Distribution Schedule as on 31st March, 2011 is as under:

No. of Equity shares held		Number of Shareholders		No. of Shares	
From	To	Number	% to Total	Number	% to Total
up to	500	9649	91.36	1502597	22.80
501	1000	591	5.60	485055	7.36
1001	2000	185	1.75	286203	4.34
2001	3000	40	0.38	99046	1.50
3001	4000	21	0.20	76963	1.17
4001	5000	18	0.17	86391	1.31
5001	10000	23	0.22	159447	2.42
10001 and	above	34	0.32	3894598	59.10
TOTAL		10561	100	6590300	100

ix. Dematerialization of Shares

The equity shares of the company are eligible for dematerialization. The status of dematerialized shares as on 31st March, 2011 is given as under:

Name of Depository	Number of Shares	% of total Issued Capital
National Securities Depository Limited	3316228	50.32
Central Depository Services (India) Limited	510508	7.75

xi. Plant Location

1. A-29, Sector-5, Noida-201301, UP
2. Plot No. 466-67,
HSIIDC Industrial Estate,
Barhi Sonapat (Haryana)

xii. Address for correspondence

Seasons Textiles Limited.
Seasons House,
B-18, Sector-5,
Noida 201301 U P
Tel. Nos (0120) 4690000.
Fax Nos (0120) 4351485

xiii. Compliance Officer

Ms. Kavita Rani
cskavita@seasonsworld.com
Tel. No. (0120) 4690000
Fax No. (0120) 4351485

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of
Seasons Textiles Limited.

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31st March 2011, as stipulated in clause 49 of the Listing agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned listing Agreement.

We stated that no investor grievance is pending for a period exceeding one month against the company.

We further State that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For Garima Mahawar & Associates
Company Secretaries

Place : New Delhi
Date : 12th August, 2011

(Garima Mahawar)
Membership No. 23782
C.P. No. 8591

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

This is to certify that, to the best of my knowledge and belief, for the financial year ended 31st March, 2011, all the Board members and senior management personnel have affirmed compliance with code of ethics for Directors and Senior Management respectively.

For and on Seasons Textiles Limited

Place : New Delhi
Date : 12th August, 2011

INDERJEET SINGH WADHWA
Chairman & Managing Director

AUDITORS' REPORT

To,
The Members
Seasons Textiles Limited,
61, Lajpat Nagar, Ring Road,
New Delhi

1. We have audited the attached Balance Sheet of SEASONS TEXTILES LIMITED as at 31st March, 2011, the Profit and Loss Account and also the cash flow statement for the year ended on that date annexed thereto. We also state that these financial statements are the responsibility of the Company's management and our responsibility is to express an opinion on these financial statements based on our audit.
2. As far as the scope and basis of our opinion, we state that we have conducted our audit in accordance with Auditing Standards Generally Accepted in India and obtained reasonable assurance about whether the financial statements are free of material misstatements. Our audit includes, wherever necessary, examining on a test basis, the evidence supporting the amounts and disclosures in the financial statements and also including assessing adherence to the accounting principles and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further our comments on the Annexure referred to above, we report that:
 - (a) We have 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 appears from our examination of books;
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) The Balance sheet, profit and loss account and the cash flow statement dealt with by this report comply with the accounting standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the directors, as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011
 - (ii) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For K. L. Datta & Co.
Chartered Accountant

Place : New Delhi
Date : 28th May, 2011

V. K. Datta
Partner
Membership No. 70466
FRN 001127C

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date)

- 1 (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management according to a programme of periodic verification in a phased manner which in our opinion is reasonable having regard to the size of the company and nature of fixed assets. No material discrepancies were noticed on such verification.
(c) The Company has not disposed off substantial part of the fixed assets during the current year.
- 2 (a) The inventory have been physically verified by the management and internal auditors at regular interval during the year
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records have been dealt with in the records of inventory.
(d) In our opinion and according to the information and explanation given to us the method of valuation of inventory is in accordance with the normally accepted accounting principles and the basis of valuation of stock is same as in the preceeding year.
- 3 The Company has neither granted nor taken any loans to and from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there is generally adequate internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5 (a) According to the information and explanation given to us, we are of the opinion that the transactions that needs to be entered into the register maintained under section 301 have been so entered.
(b) According to the information and explanations given to us, the transactions referred to under sub clause (a) above which exceed Rs. 5,00,000/- in each case have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- 6 In our opinion and according to the information and explanations given to us, The company has not raised any deposit from Public, hence compliance of the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 with regard to the deposits are not applicable. We are informed that no order has been passed by the Company Law Board in this regard.
- 7 In our opinion, the Company has an internal audit system which, in our opinion, is commensurate with its size and nature of its business.
- 8 The Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.
- 9 (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, VAT Wealth Tax, Customs Duty, Service Tax, Cess and other material statutory dues applicable to it.
(b) According to the information and explanations given to us no undisputed amounts payable in respect of Income Tax, Fringe Benefits Tax, VAT Wealth Tax, Customs Duty, ,Service Tax and Cess were in arrears, as at 31st March, 2011 for a period of more than six months from the date they became payable.
(c) According to the information and explanation given to us, thre are no dues of VAT, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- 10 The Company has no accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year or in the immediately preceding financial year therefore the provisions of SicK Industrial Companies (Special Provisions) Act, 1985 does not apply to the company.

- 11 In our opinion and according to the information and explanations given to us, barring few exception, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has no debenture holders.
- 12 The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore the question of maintenance of documents and records in respect thereof does not arise.
- 13 The Company is not a chit fund, nidhi, mutual benefit or a society. Therefore, the provision of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- 14 The Company is not dealing in shares, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 15 In our opinion and according to the information and explanation given to us,, the terms and conditions on which the Company has given guarantees for loan taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- 16 In our opinion, the term loans taken during the year have been applied for the purpose for which the loans were taken.
- 17 According to the information and explanations given to us and an overall examination of the Balance Sheet and cash flow statement of the company, we report that no funds raised on short-term basis have been used for long term investments.
- 18 During the year, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- 19 The Company has not issued or raised money through debentures.
- 20 The Company has not raised any money by way of public issue during the year.
- 21 In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For K. L. Datta & Co.
Chartered Accountant

V. K. Datta
Partner

Membership No. 400-70466
FRN 001127C

Place : New Delhi
Date : 28th May, 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

PARTICULARS	SCHEDULE	(₹)	
		AS AT 31 ST MARCH, 2011	AS AT 31 ST MARCH, 2010
SOURCES OF FUNDS			
Shareholders' Fund			
Share Capital	1	6,59,03,000	6,59,03,000
Reserves & Surplus	2	13,25,93,098	12,74,60,082
Loan Funds			
Secured Loans	3	23,25,71,724	22,56,82,923
Unsecured Loans	4	2,06,48,574	4,75,12,364
Deferred Tax Liability		5,04,45,646	4,81,83,784
TOTAL		50,21,62,042	51,47,42,153
APPLICATIONS OF FUNDS			
Fixed Assets	5		
Gross Block		44,17,64,516	42,52,99,443
Less Depreciation		15,05,69,635	12,94,14,921
Net Block		29,11,94,881	29,58,84,522
Capital Work In Progress		1,68,06,016	1,42,53,288
Current Assets, Loans And Advances			
Inventories	6	12,83,25,687	130,153,174
Sundry Debtors	7	7,99,52,439	100,330,274
Cash & Bank Balances	8	48,55,554	2,454,812
Loans & Advances	9	1,10,90,060	7,547,839
		22,42,23,740	240,486,099
Less: Current Liabilities And Provisions	10		
Liabilities		2,82,67,922	3,64,33,720
Provisions		17,94,673	1,17,167
		3,00,62,595	3,65,50,887
Net Current Assets		19,41,61,145	20,39,35,212
Miscellaneous Expenditure	11	0	6,69,131
(To The Extent Not Written Off Or Adjusted)			
TOTAL		50,21,62,042	51,47,42,153
Notes on Accounts And Accounting Policy	20		

As per our report of even date

For K. L. Datta & Co.
Chartered Accountants

For and on behalf of the Board

V.K.Datta
Partner
Membership No. 400-70466
FRN. 001127C
Place : New Delhi
Date : 28th May, 2011

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHEDULE	(₹)	
		YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
INCOME			
Income From Operations	12	36,47,97,982	35,19,95,992
Increase/(Decrease) In Stock	13	(1,82,32,598)	2,55,00,994
Other Income	14	36,83,168	64,21,460
TOTAL		35,02,48,552	38,39,18,446
EXPENDITURE			
Cost Of Materials	15	14,94,40,465	19,34,64,314
Manufacturing Overheads	16	7,96,04,105	6,69,16,345
Administrative & Other Overheads	17	2,83,61,864	2,81,24,532
Selling & Distribution Overheads	18	2,90,89,098	2,99,72,370
Financial Overheads	19	3,13,37,957	3,38,42,414
Depreciation		2,33,79,400	2,23,41,184
TOTAL		34,12,12,889	37,46,61,159
Profit Before Tax		90,35,663	92,57,287
Less Provision For Taxation		16,75,212	14,30,250
		73,60,451	78,27,037
Add Income Tax Provision Written Back		34,427	34,051
		73,94,878	78,61,088
Less Provision For Deferred Tax		22,61,862	31,18,696
Net Profit After Tax		51,33,016	47,42,392
Add Balance Brought Forward From Last Year		8,94,34,818	8,71,92,426
Amount Available For Appropriation		9,45,67,834	9,19,34,818
Transfer To General Reserve		0	25,00,000
Profit Carried To Balance Sheet		9,45,67,834	8,94,34,818
		9,45,67,834	9,19,34,818
Earning Per Share Basic		0.78	0.72

As per our report of even date

For K. L. Datta & Co.
Chartered Accountants

For and on behalf of the Board

V.K.Datta
Partner
Membership No. 400-70466
FRN. 001127C

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

Place : New Delhi
Date : 28th May, 2011

SCHEDULES '1' TO '11' ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

(₹)

PARTICULARS	AS AT 31 ST MARCH, 2011	AS AT 31 ST MARCH, 2010
SCHEDULE 1 : SHARE CAPITAL		
AUTHORISED		
12000000 Equity Shares Of Rs.10 Each (Previous Year 12000000 Equity Shares)	<u>12,00,00,000</u>	<u>12,00,00,000</u>
Issued Subscribed And Paid Up 6590300 Equity Shares (Previous Year 6590300) Of Rs.10/- Each Fully Paid Up In Cash	<u>6,59,03,000</u>	<u>6,59,03,000</u>
TOTAL	<u><u>6,59,03,000</u></u>	<u><u>6,59,03,000</u></u>
SCHEDULE 2 : RESERVES & SURPLUS		
Capital Reserve	1,06,07,080	1,06,07,080
General Reserve		
Opening Balance	1,99,18,184	1,74,18,184
Add Transferred During The Year	<u>0</u>	<u>25,00,000</u>
Share Premium	<u>75,00,000</u>	<u>75,00,000</u>
Profit & Loss Account	<u>9,45,67,834</u>	<u>8,94,34,818</u>
TOTAL	<u><u>13,25,93,098</u></u>	<u><u>12,74,60,082</u></u>
SCHEDULE 3 : SECURED LOANS		
(A) Term Loan(s)		
(I) Industrial Development Bank Of India	11,83,61,720	12,92,18,313
(ii) ICICI Bank Ltd	4,16,462	18,96,896
(iii) Kotak Mahindra Primus Ltd	58,62,155	44,86,683
(iv) Bajaj Auto Finance Ltd	0	62,500
(B) Working Capital Loans / Limits		
Canara Bank	<u>10,79,31,387</u>	<u>9,00,18,531</u>
TOTAL	<u><u>23,25,71,724</u></u>	<u><u>22,56,82,923</u></u>

SECURITY :

- Term Loan(s) from IDBI are secured by way of first charge over the immovable properties at (1) A-29, Sector-5, Noida- 201301 (2) B-18, Sector -5, Noida (U.P.)-201 301 and (3) Plot No. 466-67, HSIIDC Industrial Estate, Barhi Sonapat (Haryana) and over moveable properties including moveable Plant & Machinery, Machinery Spares , tools & accessories both present & future.
- Loans from ICICI BANK & KOTAK MAHINDRA PRIMUS LTD are secured against hypothecation of respective vehicle / Assets purchased under such respective Hire Purchase Agreements.
- The Working Capital Loans from CANARA BANK are secured by way of First charge against hypothecation of stocks of raw materials, work in process, finished goods, stores, spares & book debts and second charge on factory land and building and plant and machinery at A-29 and B-18, Sector-5, Noida (U.P.) -201 301.
- In addition, all the above loans are personally guaranteed by the Company's Promoter Director(s).

(₹)

PARTICULARS	AS AT	AS AT
	31 ST MARCH, 2011	31 ST MARCH, 2010
SCHEDULE 4 : UNSECURED LOANS		
Short Term		
Loan From Directors/Promoters	31,00,000	36,91,668
Loan From Bank	0	0
Inter Corporate Loan	0	0
	<u>31,00,000</u>	<u>36,91,668</u>
Others		
Loan From Directors/Promoters	1,24,91,668	1,12,00,000
Loan From Bank	2,72,556	2,34,22,520
Inter Corporate Loan	47,84,350	91,98,176
	<u>1,75,48,574</u>	<u>4,38,20,696</u>
TOTAL	<u>2,06,48,574</u>	<u>4,75,12,364</u>

* The amount has been brought in by the Promoters / Directors by way of unsecured loans in pursuance of stipulation of Industrial Development Bank of India and otherwise.

SCHEDULE 5 : FIXED ASSETS

S. No.	DESCRIPTION (1)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT 01/04/2010 Rs. (2)	ADDI- TIONS Rs. (3)	DELE- TIONS Rs. (4)	AS AT 31/03/2011 Rs. (5)	AS AT 01/04/2010 Rs. (6)	FOR THE YEAR Rs. (7)	WRITTEN BACK Rs. (8)	AS AT 31/03/2011 Rs. (9)	AS AT 31/03/2011 Rs. (10)	AS AT 31/03/2010 Rs. (11)
		1	LAND & SITE DEVELOPMENT	1,70,04,109	0	0	1,70,04,109	0	0	0	0
2	BUILDING	6,37,39,150	5,03,584	0	6,42,42,734	81,73,304	21,29,671	0	1,03,02,975	5,39,39,759	5,55,65,846
3	PLANT & MACHINERY	26,96,29,665	2,04,72,359	16,18,058	28,84,83,966	8,60,41,383	1,43,23,137	12,53,331	9,91,11,189	18,93,72,777	18,35,88,282
4	ELECTRICAL FITTING	73,58,481	0	0	73,58,481	16,01,304	3,49,526	0	19,50,830	54,07,651	57,57,177
5	FURNITURE & FIXTURE	23,24,240	0	0	23,24,240	19,88,153	70,882	0	20,59,035	2,65,205	3,36,087
6	VEHICLES	1,57,37,551	0	30,52,277	1,26,85,274	38,90,949	12,62,970	9,71,355	41,82,564	85,02,710	1,18,46,602
7	OFFICE EQUIPMENTS & OTHERS	25,02,240	77,200	0	25,79,440	12,17,353	1,13,315	0	13,30,668	12,48,772	12,84,887
8	DATA PROCESSING EQUIPMENT	4,69,67,937	82,265	0	4,70,50,202	2,64,89,663	5,129,311	0	3,16,18,974	1,54,31,228	2,04,78,274
9	TUBE WELL	36,070	0	0	36,070	12,812	588	0	13,400	22,670	23,258
	TOTAL	42,52,99,443	2,11,35,408	46,70,335	44,17,64,516	12,94,14,921	2,33,79,400	22,24,686	15,05,69,635	29,11,94,881	29,58,84,522
	PREVIOUS YEAR 31.03.2010	33,76,76,541	13,00,09,423	4,23,86,521	42,52,99,443	14,23,23,199	2,23,41,184	3,52,49,462	12,94,14,921	29,58,84,522	
	CAPITAL WORK IN PROGRESS									1,68,06,016	1,42,53,288

(₹)

AS AT	AS AT
31 ST MARCH, 2011	31 ST MARCH, 2010

SCHEDULE 6 : CURRENT ASSETS, LOANS & ADVANCES

Inventories

(As Taken, Valued And Certified By The Management)

Raw Material	8,39,77,984	6,73,04,189
Stock In Process	84,11,572	72,27,417
Spare Parts (Stock)	28,43,413	12,68,966
Finished Goods	3,27,69,903	5,37,61,103
Dyes & Chemicals	3,22,815	5,91,499
TOTAL	<u>12,83,25,687</u>	<u>13,01,53,174</u>

(₹)

PARTICULARS	AS AT 31 ST MARCH, 2011	AS AT 31 ST MARCH, 2010
SCHEDULE 7 : SUNDRY DEBTORS		
(Unsecured But Considered Good By The Management For Which The Company Holds No Security Other Than The Debtors Personal Security)		
Debts Outstanding For A Period Exceeding Six Months	3,61,33,289	2,42,23,887
Others (Debts Due To Company Under The SAME MANAGEMENT Rs.387.84 LACS)	4,38,19,150	7,61,06,387
TOTAL	7,99,52,439	10,03,30,274
SCHEDULE 8 : CASH & BANK BALANCES		
Cash In Hand	73,127	1,83,874
Balances With Scheduled Banks In Current Account	35,37,358	11,03,526
In Fixed Deposits (Margin Money)	12,45,069	11,67,412
TOTAL	48,55,554	24,54,812
SCHEDULE 9 : LOANS & ADVANCES		
(Unsecured But Considered Good And Recoverable For Which The Company Holds No Security Other Than The Debtors Personal Security)		
Advance Recoverable In Cash Or In Kind Or For Value Thereof To Be Received. Exceeding Six Months	22,90,404	25,30,986
Others	59,20,724	21,37,921
Security Deposit (S)	28,78,932	28,78,932
TOTAL	1,10,90,060	75,47,839
SCHEDULE 10 : CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors		
A) Total Outstanding Due To Small Scale Industrial Undertakings	34,93,033	57,86,671
B) Total Outstanding Due To Creditors Other Than Small Scale Industrial Undertaking	35,96,582	41,27,658
Other Liabilities	1,55,28,307	2,20,69,391
Security Deposits	56,50,000	44,50,000
SUB TOTAL	2,82,67,922	3,64,33,720
Provisions		
Provision For Gratuity	4,92,935	0
Provision For Taxation (Net)	13,01,738	1,17,167
SUB TOTAL	17,94,673	1,17,167
TOTAL	3,00,62,595	3,65,50,887
SCHEDULE 11 : MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Deferred Revenue Expenditure	0	6,69,131
	0	6,69,131

SCHEDULES '12' TO '19' ANNEXED TO AND FORMING PART OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS AT 31ST MARCH, 2011

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
SCHEDULE 12 : INCOME FROM OPERATIONS		
Domestic Sales	17,60,79,084	19,43,11,047
Export Sales	17,32,19,943	15,07,23,186
Export Incentives	1,54,98,955	69,61,759
TOTAL	<u>36,47,97,982</u>	<u>35,19,95,992</u>
SCHEDULE 13 : INCREASE/ (DECREASE) IN STOCK		
Stock At Close		
Finished Goods	3,27,69,903	5,37,61,103
Stock In Process	84,11,572	72,27,417
Stores & Spares	28,43,413	12,68,966
	<u>4,40,24,888</u>	<u>6,22,57,486</u>
Less Stock At Commencement		
Finished Goods	5,37,61,103	3,50,78,105
Stock In Process	72,27,417	11,01,599
Stores & Spares	12,68,966	5,76,788
	<u>6,22,57,486</u>	<u>3,67,56,492</u>
Increase/(Decrease) In Stock	<u>(1,82,32,598)</u>	<u>2,55,00,994</u>
SCHEDULE 14 : OTHER INCOME		
Sundry Balance Written Back	0	18,90,862
Job Work Received	0	15,63,261
Rent Received	3,00,000	14,00,000
Miscellaneous	33,83,168	15,67,337
TOTAL	<u>36,83,168</u>	<u>64,21,460</u>
SCHEDULE 15 : COST OF MATERIALS CONSUMED		
Opening Stock (Yarn)	6,78,95,688	7,79,72,561
Add. Purchases		
Yarn	13,19,98,900	10,95,01,112
Fabric	3,38,46,676	7,25,46,950
Dyes & Chemicals	0	13,39,379
	<u>23,37,41,264</u>	<u>26,13,60,002</u>
Less Closing Stock	8,43,00,799	6,78,95,688
TOTAL	<u>14,94,40,465</u>	<u>19,34,64,314</u>
SCHEDULE 16 : MANUFACTURING OVERHEADS		
Power & Fuel	1,35,11,332	1,03,39,879
Job Work Charges	3,03,40,371	2,85,32,278
Design	1,72,823	1,37,099
Consumable Stores & Spares	565,227	2,33,084
Carriage Inward	11,57,997	11,42,313
Wages & Bonus	1,99,36,146	1,62,41,340
Contribution To Pf & Other Fund	24,75,738	18,57,104
Gratuity	16,31,194	3,42,229
Labour Welfare	8,11,469	4,85,849
Insurance	3,63,065	3,02,873
Repairs To Plant & Machinery	55,70,837	54,19,378
Repair & Maintenance (Others)	30,67,906	18,82,919
TOTAL	<u>7,96,04,105</u>	<u>6,69,16,345</u>

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
SCHEDULE 17 : ADMINISTRATIVE & OTHER OVERHEADS		
Salaries & Perquisites	72,58,423	65,66,454
Contribution To Provident Fund & Other	8,69,184	7,29,584
Gratuity	3,82,893	1,43,169
Directors Salaries & Perquisites	14,30,000	12,96,000
Rent	7,60,962	7,31,460
Rates & Taxes	5,46,176	2,63,912
Communication	10,93,603	11,06,095
Payment To Auditors	1,62,541	1,62,542
Legal & Professional	27,92,615	11,77,422
Internal Audit Fee	3,07,727	2,42,660
Cost Audit Fee	26,474	13,236
Travelling & Conveyance	36,98,808	33,96,222
Printing & Stationery	8,79,197	7,82,668
Books & Periodicals	1,03,978	71,355
Security Service Charges	11,86,183	8,87,475
Miscellaneous	14,90,844	9,34,318
Vehicle Running & Maintenance	15,46,444	1,381,013
Office Maintenance & Others	5,41,690	6,70,266
Director's Sitting Fees	1,75,000	2,30,000
Insurance	10,29,889	1,128,747
Loss On Sale Of Fixed Assets	7,43,649	4,145,057
Staff Welfare	3,33,454	3,32,501
Listing Fee	57,192	54,881
Charity & Donation	1,26,300	1,27,200
Deferred Revenue Expenses Written Off	6,69,131	6,69,132
Prior Period Expenses	1,12,344	8,81,163
Sundry Balances Written Off	37,163	0
TOTAL	<u>2,83,61,864</u>	<u>2,81,24,532</u>
SCHEDULE 18 : SELLING & DISTRIBUTION OVERHEADS		
Advertisement & Publicity	62,555	89,508
Commission On Sales	1,03,69,835	1,28,85,246
Courier Charges	16,11,381	15,78,882
Packing & Forwarding	58,63,908	46,45,442
Carriage Outward	24,37,538	22,44,263
Travelling	12,75,234	11,37,082
Sampling & Product Promotion	15,22,331	28,01,244
Business Promotion	6,85,293	2,50,186
Exhibition Expenses	14,83,959	12,33,212
Other Selling Expenses	37,77,064	31,07,305
TOTAL	<u>2,90,89,098</u>	<u>2,99,72,370</u>
SCHEDULE 19 : FINANCIAL OVERHEADS		
Interest On Term Loans	1,16,25,963	1,11,31,391
Interest On Bank Loans	1,31,49,002	1,22,84,870
Interest On Other Loans	37,64,352	74,37,722
Bank Charges & Commission	15,54,073	18,81,437
Finance Charges	12,44,567	11,06,994
TOTAL	<u>3,13,37,957</u>	<u>3,38,42,414</u>

ANNEXED TO AND FORMING PART OF THE ACCOUNTS

SCHEDULE 20 : NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2011

I. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements:

The Financial Statements have been prepared under the historical cost convention on accrual method of accounting, in accordance with, the generally accepted accounting principles in India, mandatory Accounting Standard notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956,

B. Use of Estimates:

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Fixed Assets

- 1) Fixed assets are stated at cost of acquisition, inclusive of freight, duties and other directly attributable costs, less accumulated depreciation.
- 2) i) Depreciation on all fixed assets is provided on straight line method at the rate specified in schedule XIV of the Companies Act, 1956 or at rates arrived at on the basis of the balance useful lives of the assets based on technical evaluation of the related assets, whichever is higher, on pro-rata basis.
ii) On assets sold, discarded, etc. during the year, depreciation is provided upto the date of sale/discard.

D. Investments

Long Term investments are valued at cost. The cost of investment will include acquisition charges such as brokerage, fees and duties. Provision for diminution in the value of long term investment will made only if such a decline is other than temporary in the opinion of management. Current investment will valued at lower of cost or net realizable value.

E. Inventories

Inventories are valued as under:

- 1) Raw Material, WIP, , Spares:
- At cost or net realizable value whichever is lower. Cost is arrived at on first- in-first-out (FIFO) basis.
- 2) Finished Products:
- At cost of production or market value whichever is lower. Cost of production is arrived at on standard cost basis.

F. Foreign Currency Transactions

- 1) Transactions in Foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.
- 2) All foreign currency liabilities and monetary assets are stated at the exchange rate prevailing at the date of the Balance Sheet except where forward exchange cover is obtained and the loss or gain is taken to the Profit & Loss account as exchange fluctuation.
- 3) In respect of the forward contracts, the difference between the forward rate and the exchange rate at the date of transaction is recognized as income or expense and is spread over the life of the contract.

G. Revenue Recognition

1) Other Sales

Sales are accounted for net of Excise Duty, CST and VAT, if applicable. Sale of products are recognized on transfer of property in goods as per agreed terms.

2) Other Incomes

All income items in all material aspects having bearing on the financial statement are recognized on accrual basis.

H. Provisions and Contingent Liabilities

- 1) Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if,
 - a) the Company has present obligation as a result of a past event;
 - b) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and
 - c) the amount of obligation can be reliable estimated.
- 2) Contingent liability is disclosed in the case of:
 - a) a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or,
 - b) a possible obligation, unless the probability of outflow of resources embodying economic benefits is remote.

I. Employees' Benefits

- 1) Short term employee benefits are recognized as expense in the Profit & Loss Account of the year in which service is rendered.
- 2) Company's contributions to Provident Fund and other Funds during the year are charged to Profit and Loss Account.
- 3) Provision for retirement gratuity & leave encashment are determined and made in accordance with the relevant laws by assuming that benefits are payable to all employees at the year end and are charged to Profit & Loss Account.

J. Taxation

Provision for tax is made for both current and deferred taxes. Provision for current income-tax is made on the current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision. The deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

K. Borrowing Costs

Borrowing costs that are attributable to the acquisition of or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

L. Lease

- 1) Operating: Lease of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as expense in the Profit & Loss Account, on straight line basis over the lease term.
- 2) Finance: Lease assets acquired on which significant risks and rewards of ownership effectively transferred to the Company are capitalized at lower of fair value or the amounts paid under such lease arrangements. Such assets are amortized over the period of lease.

M. Impairment of Assets

At each Balance Sheet date an assessment is made whether any indication exists that an asset has been impaired, if any such indication exists, an impairment loss, i.e. the amount by which the carrying amount of an asset exceed its recoverable amount is provided in the books of account.

N. Earning Per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax as per Accounting Standard-20 on "Earning per share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive share is anti-dilutive.

II. NOTES ON ACCOUNTS

1. Contingent Liabilities not provided for in respect of :
 - a) Bills and cheques discounted ₹1,27,47,328/- (Previous Year ₹ 2,23,84,206/-)
 - b) Guarantees given by the Company and remaining outstanding as on 31st March, 2011 to IDBI Bank Ltd for loans granted to Seasons Furnishings Limited ₹11,65,00,000/- (Previous Year ₹11,65,00,000/- to IDBI Bank).
2. Capital Works in progress relates to installation of Plant & Machinery for expansion cum modernisation project at Barhi, Sonapat, Haryana.
3. All debtors, creditors, loans, advances and Bank balance are subject to confirmation by the respective parties. Necessary, adjustments, if any, will be made in the books of accounts, as and when the statement of accounts/ balance confirmation are received from the parties.
4. In terms of Accounting Standard (AS) 28, issued by Institute of Chartered Accountants of India and a certificate issued by the management, there is no impairment of Fixed Assets of the company during the year.
5. **Deferred Tax**
In accordance with Accounting Standard (AS) 22, issued by Institute of Chartered Accountants of India, the creations of deferred tax liability (on account of timing difference) for the current year amounting to ₹ 22,61,862/- and the same has been recognised and accordingly charged to the Profit and Loss Account.
6. The name of small scale industrial undertaking to whom company owes a sum outstanding for more than 30 days is Ganga Polyester Limited.

7. Payment to Directors by way of Remuneration :

Payments made or provided during the financial year to Directors as Managerial remuneration under sec 198 of the Act paid or payable during the year is as under: -

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
Salary	12,50,000	11,16,000
Perquisites	1,80,000	1,80,000
P.F. and other funds	1,50,000	1,33,920
Total	15,80,000	14,29,920

Computation of profit under section 349 of the Companies Act, 1956

(₹/LACS)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011		YEAR ENDED 31 ST MARCH, 2010	
Computation of profit under section 349 of the Companies Act, 1956				
Profit before taxation as per profit and loss account		90.36		92.57
Add : Directors remuneration	14.30		12.96	
Directors sitting fees	1.75		2.30	
Loss on sale of Assets	7.44	23.49	41.45	56.71
Total		113.85		149.28

8. Payment made to and provisions made for Auditors in various capacities during the year are as follows:

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
a. As Auditors		
For Statutory Audit	1,42,542	1,42,542
For Tax Audit	20,000	20,000
b. As Auditors and in any other Capacity		
Taxation matters	-	-
Certifications /Other Charges	14,890	50,047
Total	1,77,432	2,12,589

9. Instalments Paid during the year to Banks and other Financial Institutions ₹ 2,71,60,934/- (Previous Year ₹ 1,50,80,712/-)

10. Previous Year's figures have been regrouped/ recasted/ rearranged, wherever necessary in order to confirm to this year's presentation.

11. Additional information required by para 3 to (4D) of part-II of schedule VI to the Companies Act, 1956 is and under:

CAPACITY, PRODUCTION, PURCHASES, SALES, CONSUMPTION AND STOCKS:

PARTICULARS	UNIT	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
A) Installed Capacity			
Automatic Shuttleless Looms (Imported)	Nos.	25	25
Dobby Shuttleless Looms (Imported)	Nos.	8	-
Printing Machine	Nos.	1	1

B. INSTALLED CAPACITY/PRODUCTION CAPACITY AND ACTUAL PRODUCTION

PARTICULARS	INSTALLED CAPACITY			ACTUAL PRODUCTION	
	UNIT	YEAR ENDED 31-03-2011	YEAR ENDED 31-03-2010	YEAR ENDED 31-03-2011	YEAR ENDED 31-03-2010
Fabric (On Imported Looms) "as certified by the Management"	Mtrs.	14,50,000	13,50,000	10,31,920	9,73,216
Fabric (On Jobwork Basis)	Mtrs.	-	-	-	15,809
Total	Mtrs.	14,50,000	13,50,000	10,31,920	9,89,025

PARTICULARS	UNIT	YEAR ENDED 31 ST March 2011		YEAR ENDED 31 ST March 2010	
		QTY.	(₹)	QTY.	(₹)
C) OPENING STOCKS					
Fabric	Mtrs.	1,88,435	5,37,56,961	1,81,988	3,50,73,887
Madeups	Pcs.	109	4,142	111	4,218
Stock in Process (Yarn/Fabric)		-	72,27,417	-	11,01,599
Spare Parts		-	12,68,966	-	8,18,687
D) CLOSING STOCKS					
Fabric	Mtrs.	1,06,216	3,27,66,027	1,88,435	5,37,56,961
Madeups	Pcs.	102	3,876	109	4,142
Stock in Process (Yarn/Fabric)		-	84,11,572	-	72,27,417
Spare Parts		-	28,43,413	-	12,68,966
E) SALES					
Fabric	Mtrs.	12,25,609	34,92,99,027	11,46,506	34,50,34,233
F) PURCHASES					
Fabric	Mtrs.	1,11,470	3,38,46,676	1,63,928	7,25,46,950
G) CONSUMPTION					
Raw Material					
Yarn	Kgs.	5,16,565	11,53,25,105	5,08,834	12,01,69,484
Dyes & Chemicals	Kgs	1,631	2,68,684	1,576	7,47,880

Quantitative break up in respect of sales is given for items, which individually in value are accounted for more than 10% of total sales. No such details are being given in respect of raw material components since consumption of no single raw material or component constitutes more than 10% of the total value of raw material consumed.

12. EARNING IN FOREIGN CURRENCY

Export of goods calculated on FOB basis ₹ 17,32,19,943/- (previous year ₹ 15,07,23,186/-)

13. EXPENDITURE IN FOREIGN CURRENCY

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
Travelling	8,33,901	8,29,357
Commission on Sales	61,79,241	53,82,422
Spare Parts	96,344	1,79,408
Foreign Bank Charges	5,56,334	6,05,789
Exhibition Expenses	3,72,961	4,10,329
Rent	-	2,02,500
Others	-	40,138
Design Expenses	1,60,705	97,688
Total	81,99,486	77,47,631

14. VALUE OF IMPORT ON CIF BASIS

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
Advance for Capital goods	-	90,20,174

15. EARNING PER SHARE (EPS)

(₹)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
Profit available to equity shareholders	51,33,016	47,42,392
Weighted average number of Equity shares	65,90,300	65,90,300
EPS (Basic and diluted) Rupees per share	0.78	0.72
Nominal Value of Share :	₹ 10	₹ 10

16. GRATUITY

As per Company policy the calculation of gratuity amount provided in Profit & Loss A/c is based on actuarial valuation given by LIC.

17. SEGMENTAL INFORMATION

The Company has only one business segment of Textiles only. The Company operates its business from India. Therefore, there is only one business and geographical segment.

18. RELATED PARTY DISCLOSURES

Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given below:

1) List of Related Parties

Associate Companies : Seasons Furnishings Ltd., N.S.Properties Pvt Ltd., S9 Home Pvt Ltd.

Key management personnel and relatives : Inderjeet S. Wadhwa and Mandeep S. Wadhwa .

Relatives : Tej Kaur, Neelam Wadhwa

b) Transactions with related Parties

(₹/LACS)

NATURE OF TRANSACTIONS	YEAR ENDED 31 ST MARCH, 2011			YEAR ENDED 31 ST MARCH, 2010		
	Associates companies	Key management personnel	Relative	Associates companies	Key management personnel	Relative
1. Sales and other Income	1663.52	—	—	1292.64	—	—
2. Purchases of stores/fabrics	280.06	—	—	58.99	—	—
3. Expenditure on services	—	—	6.60	—	—	6.60
4. Outstanding balances						
Debtors	387.84	—	—	525.11	—	—
Creditors (for modernisation Project)	—	118.92	24.50	—	111.92	24.50
Creditors (others)	47.33	—	—	87.50	—	—
5. Security Deposits	—	—	8.00	—	—	8.00
6. Managerial remuneration	—	15.80	—	—	14.30	—

As per our report of even date

For K. L. Datta & Co.
Chartered Accountants

For and on behalf of the Board

V.K.Datta
Partner
Membership No. 400-70466
FRN: 001127C

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

Place: New Delhi
Date : 28th May, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹)

	YEAR ENDED 31 ST MARCH, 2011	YEAR ENDED 31 ST MARCH, 2010
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax And Extraordinary Items	90,35,663	92,57,287
ADJUSTMENTS FOR:		
Depreciation	2,33,79,400	2,23,41,184
Interest Income	(10,30,360)	(8,76,421)
Loss On Sale Of Fixed Assets	7,43,649	41,45,057
Miscellaneous Expenditure	6,69,131	6,69,132
Interest / Finance Charges	<u>3,13,37,957</u>	<u>3,38,42,414</u>
	55,099,777	6,01,21,366
Operating Profit Before Working Capital Changes	6,41,35,440	6,93,78,653
ADJUSTMENT FOR :		
Trade And Other Receivables	1,68,35,614	(23,80,139)
Inventories	18,27,487	(1,54,24,121)
Trade Payables	<u>(77,90,030)</u>	<u>(47,24,947)</u>
	1,08,73,071	(2,25,29,207)
Cash Generated From Operations	7,50,08,511	4,68,49,446
Interest/Finance Charges Paid	(3,13,37,957)	(3,38,42,414)
Fringe Benefit Tax Paid	-	-
Direct Taxes Paid	<u>(3,39,047)</u>	<u>(12,79,032)</u>
	(3,16,77,004)	(3,51,21,446)
Net Cash From Operating Activities	4,33,31,507	1,17,28,000
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase Of Fixed Assets	(2,36,88,136)	(4,30,88,614)
Sale Of Fixed Assets	17,02,000	29,92,002
Interest Received	<u>10,30,360</u>	<u>8,76,421</u>
	(2,09,55,776)	(3,92,20,191)
Net Cash Used In Investing Activities		
C. CASH FLOW FORM FINANCING ACTIVITIES		
Proceeds From Borrowings	3,61,06,654	4,30,49,381
Repayment Of Borrowing	<u>(5,60,81,643)</u>	<u>(1,71,01,203)</u>
	(1,99,74,989)	2,59,48,178
Net Cash Used In Financing Activities		
Net Increase In Cash And Cash Equivalents	24,00,742	(15,44,013)
Opening Balance Of Cash And Cash Equivalents	24,54,812	39,98,825
	48,55,554	24,54,812

NOTES :

- 1) Cash and cash equivalents comprises of cash, bank balances and short term deposits.
- 2) Additions to fixed assets are stated inclusive of movements of Capital Work-in-Progress.

For K. L. Datta & Co.

Chartered Accountants

For and on behalf of the Board

V.K.Datta

Partner

Membership No. 400-70466

Place : New Delhi

Date : 28th May, 2011

Inderjeet S. Wadhwa

Chairman & Managing Director

Mandeep S. Wadhwa

Director

Kavita Rani

Company Secretary

AUDITORS' CERTIFICATE

We have examined the above Cash Flow Statement of Seasons Textiles Limited for the year ended March 31,2011. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with the various Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of even date.

For K. L. Datta & Co.
Chartered Accountants

Place : New Delhi

Date : 28th May, 2011

V.K.Datta

Partner

Membership No. 400-70466

FRN: 001127C

PART-IV BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I) Registration Details	Registration No. : 24058	State Code : 055
	Balance Sheet Date : 31/03/2011	
II) Capital Raised During the year <i>(Amount in Rs. Thousands)</i>	Public Issue : NIL	Right Issue : NIL
	Bonus Issue : NIL	Private Placement : NIL
III) Position of Mobilisation and Deployment of Funds <i>(Amount in Rs. Thousands)</i>	Total Liabilities : 502162	Total Assets : 502162
	Sources of Funds :	
	Paid up Capital : 65903	Reserves & Surplus : 132593
	Secured Loans : 232572	Unsecured Loans : 20648
	Share Warrants Application Money : 0	
	Deferred Tax Liability : 50446	
	Application of Funds :	
Net Fixed Assets : 308001	Investments : 0	
Net Current Assets : 194161	Misc. Expenditure : 0	
Accumulated Losses : -		
IV) Performance of the Company <i>(Amount in Rs. Thousand)</i>	Turnover & Other Income : 368481	Total Expenditure : 359445
	Profit Before Tax : 9036	Profit/After Tax : 5133
	Earning per Share : 0.78	Dividend Rate % : Nil
V) Generic Names of three Principal Products/Services of the Company <i>(as per monetary terms)</i>	A. Item Code No.(ITC Code) : 5210 Product Description : WOVEN FABRICS OF COTTON MIXED WITH MANMADE FIBRES	
	B. Item Code No.(ITC Code) : 5514 Product Description : WOVEN FABRIC OF SYNTHETIC STAPLE FIBRES	

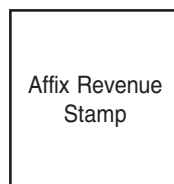
SEASONS TEXTILES LIMITED
Regd. office: D-29, Defence Colony New Delhi - 110 024

FORM OF PROXY

L.F. No.		No. of Shares	
D.P. ID*		Client ID*	

I/We.....of.....being a member/members of Seasons Textiles Limited hereby appointof or failing him/her.....ofas my/our proxy to vote for me/us on my/our behalf at the 25th Annual General Meeting of the Company to be held at the 11.00 A.M. on Friday, the 30th day of September, 2011 at Royal Vatika, Main Bus Stand Khera Khurd, Alipur Block, Delhi - 110 082, and any adjournment thereof.

Signed this.....day of.....2011.



Note : The Proxy form duly completed and stamped must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

*Applicable for investors holding shares in Dematerialized form.

SEASONS TEXTILES LIMITED
Regd. office: D-29, Defence Colony New Delhi - 110 024

ATTENDANCE SLIP

L.F. No.		No. of Shares	
D.P. ID*		Client ID*	

I/We hereby record my/our presence at 25th Annual General Meeting of the Company at 11.00 A.M. on Friday, the 30th day of September, 2011 at Royal Vatika, Main Bus Stand Khera Khurd, Alipur Block, Delhi - 110 082.

NAME	FATHER'S/HUSBAND'S NAME	SIGNATURE (MEMBER/PROXY)**

Note : (1) Attendance slip not filled in properly will not be entertained.

(2) All joint holders should use only one slip.

(3) Bags/Briefcases are not allowed inside the meeting venue and the Company shall not be responsible for loss of the same.

* Applicable for investors holding shares in Dematerialised form.

** Strike off whichever is not applicable.



CORPORATE OFFICE
Seasons House, B-18, Sector-5, Noida- 201301,UP
REGISTERED OFFICE
D-29, Defence Colony(Ground Floor) New Delhi-110024