

ANNUAL REPORT

2012-13

Seasons Textiles Limited

27th ANNUAL REPORT - 2012-13

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BOARD OF DIRECTORS

Mr. Inderjeet Singh Wadhwa
Chairman & Managing Director

Mr. Mandeep Singh Wadhwa
Non Executive Director

Mr. Kailash Chandra Mehra
Non Executive Independent Director

Dr. Pramod Kumar Hari
Non Executive Independent Director

Dr. Bijoya Kumar Behera
Non Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

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

Registered Office

D-29, Defence Colony,
(Ground Floor),
New Delhi -110 024

Corporate Office

Seasons House
B-18, Sector-5,
Noida-201301 (U.P)
Tel: 0120-4690000

Manufacturing Plants

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 - 110020
Tel: 011-26812682, 83, 84
Fax: 011-26292681
E-mail: admin@skylinerta.com

Statutory Auditors

Anuj Garg & Co.
Chartered Accountants
Karog Bagh, New Delhi - 110005

Cost Auditors

M/s J. K. Kabra & Company,
Cost Accountants,
Vishwas Nagar, Delhi - 110032

Internal Auditors

Ashok Kantoor & Co.
Chartered Accountants
Karog Bagh, New Delhi - 110005

Bankers

Canara Bank
Parliament Street, New Delhi - 110001

IDBI Bank Ltd.

54, Ring Road, Lajpat Nagar-III,
New Delhi - 110024

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of SEASONS TEXTILES LIMITED will be held at 11.00 AM on Monday, the 30th day of September, 2013 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, 2013, 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 Statutory Auditors and to fix their remuneration and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Anuj Garg & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956, read with and in accordance with the conditions of Schedule XIII to the said Act, and further subject to the approval of the Central Government, if required, Mr. Inderjeet Singh Wadhwa, be and is hereby re-appointed as Managing Director of the Company and designated as Chairman and Managing Director (CMD), for a period of 3 years, with effect from 1st October, 2013 to 30th September, 2016 on the following terms:

1. Basic Salary: 2,00,000 - 25,000 - 2,50,000" per month
2. Perquisites
 - a) House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.
 - b) Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.
 - c) Reimbursement of Medical expenses - actual expenditure for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.
 - d) Provision of Company's car, mobile phone and telephone at residence for use on Company's business but use of car for personal purposes and long distance personal calls on mobile phone/telephone will be charged.
 - e) Any other perquisites as may be decided by the Board and/or the Remuneration Committee.
3. Mr. Inderjeet Singh Wadhwa shall also be eligible to the following perquisites which shall not be included in computation of the ceiling on remuneration specified above:
 - a) Company's contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company but to the extent these are not taxable under the Income Tax Act, 1961.
 - b) Gratuity payable as per the provisions of the Gratuity Act, 1972.
 - c) Encashment of Leave at the end of the tenure.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any year, Mr. Inderjeet Singh Wadhwa will be entitled to get the minimum remuneration as specified in Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT the Board of Directors and/or the Remuneration Committee of the Board be and is hereby authorized to alter or vary from time to time the terms and conditions of the said appointment, in such manner as they may deem fit in the best interest of the Company, so as not to exceed the limits in that behalf contained in Schedule XIII to Companies Act, 1956, including any statutory modification/re-enactment thereof hereinafter."

By Order of the Board
for Seasons Textiles Limited.

Place : New Delhi
Date : 12.08.2013

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 23th September, 2013 to 30th September, 2013 (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.
Brief resume of Dr. Pramod Kumar Hari and Mr. Kailash Chandra Mehra, nature of his expertise in specific functional areas, names of the companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached as Annexure to this notice.
- 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 PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956, IN RESPECT OF SPECIAL BUSINESS FOR THE 27TH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2013.

Item No. 5

Mr. Inderjeet Singh Wadhwa is retiring as Managing Director on 30th September, 2013 in terms of the special resolution passed by the members of the company in its annual general meeting held on 30th September, 2010.

In terms of the provisions of the Companies Act, 1956, and of listing agreement, re-appointment of Mr. Inderjeet Singh Wadhwa, as Managing Director requires approval of shareholders/members of the company, by way of special resolution.

Mr. Inderjeet Singh Wadhwa, Managing Director of the Company, initially was appointed as director of the company on 28th April, 1986 and is holding the office of Managing Director since 1st October, 1987. He is commerce graduate from Delhi University, and possesses rich experience of over 30 years in production, marketing, finance and administration. He has extensively travelled all over the globe and possesses rich experience in textile industry, and is having in-depth knowledge of domestic as well as export market conditions of the industry.

I. GENERAL INFORMATION			
1. Nature of industry	Manufacture of Furnishing Fabrics. Trading & Export of Furnishing Fabrics and made-ups.		
2. Date or expected date of commencement of commercial production	11th November, 1986		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4. Financial performance based on given indicators	Particulars	Year ended on 31.03.2013	Year ended on 31.03.2012
	EBITD	422.83	415.42
	PBT	64.33	76.29
	PAT	85.80	69.68
5. Export performance and net foreign exchange collaborations	Exports	2207.85	1889.78
	Net Foreign Exchange Earnings	2112.76	1783.55
6. Foreign investments or collaborators, if any.	No Foreign Collaboration or Investment		

II. INFORMATION ABOUT THE APPOINTEE	
1. Background details	As provided in explanatory statement above
2. Past remuneration	<p>Salary: ₹ 1,50,000 - 25,000 - 2,00,000 per month.</p> <p>House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.</p> <p>Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.</p> <p>Reimbursement of Medical expenses - actual expenditure for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.</p> <p>Provision of Company's car, mobile phone and telephone at residence for use on Company's business but use of car for personal purposes and long distance personal calls on mobile phone/telephone will be charged.</p> <p>Contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company</p> <p>Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>Encashment of Leave at the end of the tenure.</p>
3. Recognition or awards	Recipient of "UDYOG PATRA" award of ITID institute, in 2005
4. Job profile and his suitability	Shri Inderjeet Singh Wadhwa possesses rich experience in Marketing, Finance, Production, Management and Administration. He has extensively travelled all over the globe and possess rich experience in furnishing textile industry and in-depth knowledge of Indian & global conditions in respect of this industry.
5. Remuneration proposed	As provided in resolution above
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration for the similar position in the Industry having regard to the size of the Companies and profile of persons is not less than the proposed remuneration of Shri Inderjeet Singh Wadhwa
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for holding position and drawing remuneration as Managing Director and as shareholder, he has no other pecuniary relationship with the Company. He is a relative of Shri Mandeep Singh Wadhwa (Director), Mrs. Neelam Wadhwa (Business Development Officer) and Shri Jasmer Singh Wadhwa (General Manager - Domestic sales) of the Company.
III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits 2. Steps taken or proposed to be taken for improvement 3. Expected increase in productivity and profits in measurable terms.	<p>Low sales turnover due to global recession.</p> <p>The Company proposes to go for modernization -cum - expansion of its production activities. Besides, the Company has been constantly making efforts to improve quality and has been introducing new designs of furnishing fabrics.</p> <p>Leveraging on the vast experience of Shri Inderjeet Singh Wadhwa with respect to furnishing Textile Industry and Management of the Company, it is expected that the revenue and net profit will increase around 10% to 15% in the year 2013-2014.</p>
IV. DISCLOSURES :	
1. The shareholders of the company shall be informed of the remuneration package of the managerial person.	Details given in the Corporate Governance section of this Report
2. The following disclosures shall be mentioned in the Board of directors' report under the heading "Corporate Governance", if any, attached to the annual report: - i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; ii. Details of fixed component and performance linked incentives along with the performance criteria; iii. Service contracts, notice period, severance fees; iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	<p>Details given in the Corporate Governance section of this Report</p> <p>Details given in the Corporate Governance section of this Report</p> <p>N.A.</p> <p>N.A.</p>

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 27th Annual Report along with the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

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

Particulars	(Rs./Lacs)	
	Year Ended 31 st March, 2013	Year Ended 31 st March, 2012
Total Income	3606.68	3515.28
Expenditure other than Interest and Depreciation	2950.47	2864.35
Interest and Finance charges	358.50	339.13
Depreciation	233.38	235.51
Profit before Tax	64.33	76.29
Provision for Tax	(21.47)	6.61
Profit after Tax	85.80	69.68
Surplus Brought forward	1015.36	945.68
Amount available for appropriation	1101.16	1015.36
Surplus/(deficit) carried to Balance Sheet	1101.16	1015.36

REVIEW OF OPERATIONS

The gross revenue of the company during the year stands at Rs. 3606.68 Lacs as against Rs. 3515.28 Lacs in the previous year. The profit before tax during the year stands at Rs. 64.32 Lacs as against Rs. 76.29 Lacs. The profit after tax during the year has increased to Rs. 85.80 Lacs as against Rs. 69.68 Lacs in the previous year.

LONG TERM AND SHORT TERM BORROWINGS

During the year under review, your Company has both long term and short term borrowings, aggregating to Rs. 1739.17 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 March 31, 2013.

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.

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 2013-14. Company during the financial year 2012-13 issued 9,00,000 (Nine Lacs) new equity shares on preferential basis to the promoters. The fresh equity shares have also been listed on Bombay Stock Exchange.

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.

Mr. Chand Krishna Tikku, Non Executive Independent Director of the Company placed his resignation from the position of directorship of the Company w.e.f. 19.11.2012 due to his personal reasons. The Board appreciates the valuable contribution made by Mr. Chand Krishna Tikku during his tenure as Director of the Company.

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

M/s Anuj Garg & Co., Chartered Accountants, New Delhi, the retiring Auditors, hold office until the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received notice from them stating that if appointed, they are within the limits laid down under Section 224(1B) of the Companies Act, 1956.

AUDITORS' REPORT

The Auditors Report to the shareholders is enclosed with the Accounts for the year ended on March 31, 2013. 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")**

CAPITAL RAISING/ PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO PROMOTERS

In order to meet the fund requirement of the Company for its working capital the Company has allotted 9,00,000 (Nine Lacs Only) fresh equity shares of face value of Rs 10/- by way of preferential issue on 05.02.2013.

UTILIZATION OF PROCEEDS RECEIVED FROM PREFERENTIAL ALLOTMENT

The Company has raised Rs. 90,00,000/- (Rupees Ninety Lacs) from the allotment of 9,00,000 (Nine Lacs Only) fresh equity shares of face value of Rs 10/- by way of preferential issue on 05.02.2013.

The Company has utilized Rs. 90,00,000/- (Rupees Ninety Lacs) for the purpose of working Capital.

INFORMATION ON PUBLIC ANNOUNCEMENT MADE BY THE PROMOTERS OF THE COMPANY

Mr. Inderjeet Singh Wadhwa, Mrs. Neelam Wadhwa along with Person Acting in Concert namely Mr. Mandeep Singh Wadhwa and Mrs. Manjit Kaur Wadhwa, Mr. Sumer Singh Wadhwa, Inderjeet Singh Wadhwa (HUF) and M/s N.S Properties Pvt Ltd made Open Offer to the shareholders of Seasons Textiles Limited for acquisition of up to 19,47,478 Equity Shares of Rs. 10/- each representing 26% of the total paid-up equity share capital of Seasons Textiles Limited at a price of Rs. 11/- (Rupees Eleven only) per Equity Share.

The tendering period in the said Open Offer was open from 17.06.2013 to 28.06.2013 and a total amount of 12,19,158 shares constituting to 16.28 % of the total paid-up share capital of the Company were received from the shareholders.

Now after the completion of the Open offer process Promoters of the Company are holding 61.13% Shares as with the acquisition as given below:

	No of Shares	% of total Paid up Capital
Promoters Holding as on 31.03.2013	1833272	24.47
Acquisition through Share Purchase Agreement	1526550	20.38
Acquisition through Open Offer	1219158	16.27
Total	4578980	61.13

The entire amount payable to the shareholders who tendered their shares has been paid off and all necessary disclosure requirements relating to the open offer and acquisition of shares has been complied off.

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 Practicing Company Secretary 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 on behalf of the Board of Directors
for Seasons Textiles Limited.

Place : New Delhi
Date : 12th August, 2013

(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.	
Additional Investment and proposals, if any being implemented for reduction of consumption of energy:	N. A.	
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.	
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: <i>(Rs./Lacs)</i>		
Particulars	Current Year	Previous Year
Foreign Exchange Earning:	2207.85	1889.78
Foreign Exchange Outgo:	95.09	106.24

Form A

Disclosure of particulars with respect to conservation of energy. Power and Fuel Consumption:		
Particulars	Year ended on 31.03.2013	Year ended on 31.03.2012
(a) Purchased		
Units	947647	1440993
Total Amounts (Rs. Lacs)	77.62	82.22
Rate/units (Rs.)	8.19	5.71
(b) Own Generation		
Through Diesel Generator (units)	157586	95698
Units	3	3
Unit per ltr of diesel oil Costs/unit(Rs.)	13.91	13.08

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

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 2012-13, the gross turnover of the Company was Rs. 3555.79 lacs. The employee strength of the Company is more than 150 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.

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 450 Designs in its own Design Studio for its customers.

The company is having a collection of more than 20,000 designs.

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.

THE KEY FINANCIAL DATA OF THE COMPANY FOR THE YEAR 2012-13 VIS-A-VIS 2011-12

Financials

(Rs./Lacs)

S.No.	Particulars	As on 31.03.2013	As on 31.03.2012
1.	Authorised Equity Share Capital	1200.00	1200.00
2.	Paid Up Share Capital	749.03	659.03
3.	Reserves & Surplus	1481.41	1395.61
4.	Long Term Borrowings	770.00	897.34
5.	Deferred Tax Liability	460.79	495.86
6.	Fixed Assets	2518.17	2710.66
7.	Capital Work in progress	55.00	55.00
8.	Long Term Loans & Advances	31.11	26.78
9.	Deferred Revenue Expenditure	74.47	22.60
10.	Net Current Assets	782.47	632.80

Operational Results

Rs. / Lacs

S. No.	Particulars	As on 31.03.2013	As on 31.03.2012	Increase (%)	Decrease (%)
1.	Income from Operations	3555.79	3482.96	2.09	-
2.	Other Income	50.89	32.32	57.46	-
3.	Expenditure excluding Interest, Depreciation and Tax	2950.47	2864.35	3.01	-
4.	Earning before Interest, Depreciation & Tax	656.21	650.93	0.81	-
5.	Interest	358.50	339.13	5.71	-
6.	Depreciation	233.38	235.51	-	0.90
7.	Profit before Tax	64.32	76.29	-	15.68
8.	Tax Expenses	(21.47)	6.61	224.81	-
9.	Net Profit	85.80	69.68	23.13	-

ISSUES AND RISKS

1. Competition

As far as domestic market is concerned 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 INR as compared to USD 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

The company is committed to adhere to the code of corporate governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large.

The objective of the Company is not just to meet the statutory requirements of the Code of Corporate Governance as prescribed under Clause 49 of the Listing Agreement but, to develop such systems and follow such practices and procedures to satisfy the spirit of the law.

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 Directors with Designation	No. of Board Meetings attended	Last AGM attended	Other Directorship/Committee membership/Chairmanship		
			Directorship	Committee membership	Committee chairmanship
Mr. Inderjeet Singh Wadhwa Chairman and Managing Director	5	Yes	2	1	1
Mr. Mandeep Singh Wadhwa Non Executive Director	5	Yes	4	1	0
Mr. Kailash Chandra Mehra Non Executive Independent Director	5	Yes	2	1	1
Dr. Pramod Kumar Hari Non Executive Independent Director	3	No	0	0	0
Dr. Bijoya Kumar Behera Non Executive Independent Director	5	No	1	0	1
Mr. Chand Krishna Tikku* Non Executive Independent Director	3	No	–	–	–

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

* Mr. Chand Krishna Tikku, Non Executive Independent Director of the Company resigned from the position of directorship of the Company w.e.f. 19.11.2012.

Details of Board Meetings

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

- (i) 30th May, 2012,
- (ii) 14th August, 2012
- (iii) 9th November, 2012
- (iv) 26th December, 2012
- (v) 5th February, 2013

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. Seasons Furnishings Limited
Committee Memberships/ Chairmanships in other companies	–	Audit Committee 1. Prakash Industries Limited 2. Seasons Furnishings Limited

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

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 information 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 and Dr. Pramod Kumar Hari. 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	Dr. Pramod Kumar Hari	Member	Independent, Non-executive

Details of Meetings

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

- (i) 30th May, 2012, (ii) 14th August, 2012 (iii) 9th November, 2012 (iv) 5th February, 2013

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	4
2.	Mr. Mandeep Singh Wadhwa	4	4
3.	Dr. Pramod Kumar Hari	4	1
4.	Mr. Chand Krishna Tikku	4	3

* Mr. Chand Krishna Tikku, Non Executive Independent Director of the Company resigned from the position of directorship of the Company w.e.f. 19.11.2012.

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. Pramod Kumar Hari	Member	Independent, Non-executive
3	Dr. Bijoya Kumar Behera	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/- which is increased to Rs. 7,500/- less TDS w.e.f. December 2012 for attending each meeting of Board of Directors, Audit Committee and remuneration Committee and reimbursement of actual travel expenses for attending the Board / Audit/ remuneration Committee Meeting.

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

Name	Salary	Perquisites & Other benefits	Total
Mr. Inderjeet Singh Wadhwa	Rs. 21,00,000/-	Rs. 12,62,000/-	Rs. 33,62,000/-

- 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. 52,500/-
Mr. Kailash Chandra Mehra	Rs. 52,500/-
Dr. Pramod Kumar Hari	Rs. 17,500/-
Dr. Bijoya Kumar Behera	Rs. 30,000/-
Mr. Chand Krishna Tikku	Rs. 30,000/-

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, 2013.

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' Share Transfer cum Grievance 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. 2012 to 31.03.2013	Nil
Number of Complaints attended/resolved	Nil
Number of pending complaints as on 31.03.13	Nil

GENERAL BODY MEETING

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

FINANCIAL YEAR	AGM/EGM DATE	LOCATION	Details of Special Resolution Passed
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.
2010-2011	30.09.2011	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082	—

FINANCIAL YEAR	AGM/EGM DATE	LOCATION	Details of Special Resolution Passed
2011-2012	29.09.2012	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082	Increase in Remuneration of Vice President (Marketing) Increase in Remuneration of Business Development Officer (Exports) Appointment of Mr. Jasmer Singh Wadhwa in office of place of profit U/s 314 of Companies Act, 1956
2012-13	20.01.2013	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block - 110082	Preferential Issue of Equity Shares to the Promoters 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 procedure 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 on the financial statements of the company has sufficient access to the audit committees as and when they desire.

viii. Details use of Proceeds from preferential issue:

The Company has raised Rs. 90,00,000/- (Rupees Ninety Lacs) from the allotment of 9,00,000 (Nine Lacs Only) fresh equity shares of face value of Rs 10/- by way of preferential issue on 05.02.2013.

The Company has utilized Rs. 90,00,000/- (Rupees Ninety Lacs) for the purpose of working Capital.

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 27th Annual General Meeting is Scheduled as under:-

Date	:	30 th September, 2013 (Monday)
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, 2013	August, 2013
Unaudited Financial results for the quarter ended 30th September, 2013	November, 2013
Unaudited Financial results for the quarter ended 31st December, 2013	February, 2014
Unaudited Financial results for the quarter ended 31st March, 2014	May, 2014

iii. Book Closure Period

23th September, 2013 to 30st September, 2013 (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 2012-13 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 2011-2012.

Date	High (Rs.)	Low (Rs.)
April 2012	3.53	2.74
May 2012	3.13	2.57
June 2012	3.67	2.51
July 2012	4.40	3.47
August 2012	3.34	2.86
September 2012	3.02	2.50
October 2012	3.44	2.56
November 2012	3.40	2.68
December 2012	4.10	2.63
January 2013	4.38	3.76
February 2013	4.07	3.15
March 2013	4.07	2.87

vi. 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

vii. Share Transfer System

Share transfer request received in physical form are registered within 15 days from the date of receipt and demat request are normally confirmed within the prescribed time from the date of receipt.

viii. Shareholding Pattern and Distribution Schedule

The shareholding pattern of the Company as at 31st March, 2013 is as follows:

Category	No. of shares held	% of Holding
Promoters	1833272	24.48
Financial Institutions	0	0.00
Foreign Institution Investors	0	0.00
Bodies Corporate	2127913	28.41
NRI/OCS	297725	3.97
HUF	41641	0.56
Other Public Shareholders	3189749	42.59
Grand Total	7490300	100.00

The Post-public Announcement Shareholding Pattern of the Company is as follows:

Category	No. of shares held	% of Holding
Promoters	4578980	61.13
Financial Institutions	100	0.00
Foreign Institution Investors	0	0.00
Bodies Corporate	196582	2.62
NRI/OCS	296525	3.96
HUF	29424	0.39
Other Public Shareholders	2388689	31.89
Grand Total	7490300	100.00

The Distribution Schedule as on 31st March, 2013 is as under:

No. of Equity shares held		Number of Shareholders		No. of Shares	
From	To	Shareholders	% to Total	SHARES	% to Total
up to	500	9465	91.48	1455331	19.43
501	1000	569	5.50	464228	6.20
1001	2000	171	1.65	261750	3.49
2001	3000	41	0.40	101585	1.36
3001	4000	26	0.25	94658	1.26
4001	5000	18	0.17	87827	1.17
5001	10000	25	0.24	186232	2.49
10001 and	above	32	0.31	4838689	64.60
	TOTAL	10347	100.00	7490300	100

The Post-public Announcement Distribution Schedule of the Company is as follows:

No. of Equity shares held		Number of Shareholders		No. of Shares	
From	To	Shareholders	% to Total	SHARES	% to Total
up to	500	9310	92.08	1421190	18.97
501	1000	531	5.25	432220	5.77
1001	2000	161	1.59	245270	3.27
2001	3000	36	0.36	89527	1.20
3001	4000	15	0.15	55838	0.75
4001	5000	15	0.15	71480	0.95
5001	10000	22	0.22	166389	2.22
10001 and	above	21	0.21	5008383	66.86
	TOTAL	10111	100	7490300	100

ix. **Dematerialization of Shares**

The equity shares of the company are eligible for dematerialization. The status of dematerialized and physical shares as on 31st March, 2013 is given as under:

Name of Depository	Number of Shares	% of total Issued Capital
National Securities Depository Limited	3377403	45.09
Central Depository Services (India) Limited	2144613	28.63
Physical	1968284	26.28

The Post-public Announcement status of dematerialized shares is given as under:

Name of Depository	Number of Shares	% of total Issued Capital
National Securities Depository Limited	1457897	19.46
Central Depository Services (India) Limited	4966519	66.30
Physical	1065884	14.23

- x. Plant Location**
Plot No. 466-67,
HSIIDC Industrial Estate,
Barhi Sonapat (Haryana)
- xi. Address for correspondence**
Seasons Textiles Limited.
Seasons House,
B-18, Sector-5,
Noida 201301 U P
Tel. Nos (0120) 4690000.
Fax Nos (0120) 4351485
- xii. Compliance Officer**
Ms. Kavita Rani
cskavita@seasonsworld.com
Tel. Nos (0120) 4690000.
Fax Nos (0120) 4351485

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members

SEASONS TEXTILES LIMITED.

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31st March 2013, 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, 2013

(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, 2013, 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, 2013

(Inderjeet Singh Wadhwa)
Chairman & Managing Director

AUDITORS' REPORT

To,
The Members of **SEASONS TEXTILE LIMITED**,

We have audited the accompanying financial statements of **SEASONS TEXTILES LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, 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 purpose 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 those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the Directors as on March 31, 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **ANUJ GARG & CO.**,
Chartered Accountant
Firm's Registration Number- 03473N

Place : New Delhi
Date : 21.05.2013

C.A. ANUJ GARG
Proprietor
Membership No. 082422

ANNEXURE TO THE AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013 OF SEASONS TEXTILES LIMITED

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) As informed to us, these fixed assets have been physically verified by the Management during the year. In our opinion the frequency of verification is reasonable having regard to the size of the operations of the Company. According to the information & explanations given to us, no material discrepancies were noticed on such physical verification.
(c) The Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- 2 (a) Physical verification of inventory has been conducted by the management during the year and, in our opinion, the frequency of verification is reasonable having regard to the size of the operations of the Company.
(b) According to the information and explanations given to us, the procedure of physical verification of inventory followed by the Management, in our opinion, are reasonable and adequate in relation to the size of the Company and nature of its business.
(c) In our opinion, the Company is maintaining proper records of inventories and no material discrepancies have been noticed on physical verification of inventories as compared to the book records.
- 3 (a) The Company has not granted any loan secured or unsecured to companies / firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956 during the year. Consequently, clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable.
(b) The Company has not taken unsecured loans, from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. Consequently, clauses (f) and (g) of the Order are not applicable.
- 4 In our opinion and according to the information and explanation given to us, there are adequate internal control procedures, commensurate with the size of the Company and the nature of its business for purchase of inventory and fixed assets and for sale of goods. During the course of 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 The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- 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. We have carried out the limited review of the books of accounts and cost records maintained by the Company, pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of certain manufacturing activities and are of the opinion that, prima facie, the prescribed accounts and records have been generally maintained. We have, not, however made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- 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 if any 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, VAT, Wealth Tax, Customs Duty, Service Tax and Cess were in arrears, as at 31st March, 2013 for a period of more than six months from the date they became payable.
- 10 The Company has no accumulated losses as at 31st March, 2013. The Company has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the Company has generally 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 made preferential allotment of shares to parties covered in the Register maintained under section 301 of the Companies Act, 1956. The price at which the shares are issued by the Company is not prejudicial to the interest of the Company.
- 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 ANUJ GARG & CO.,
Chartered Accountant
Firm's Registration Number- 03473N

Place : New Delhi
Date : 21.05.2013

C.A. ANUJ GARG
Proprietor
Membership No. 082422

BALANCE SHEET AS AT 31ST MARCH, 2013

(RS.)

PARTICULARS	NOTE NO.	AS AT	
		31 ST MARCH, 2013	31 ST MARCH, 2012
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	74,903,000	65,903,000
(b) Reserves and Surplus	4	148,141,067	139,561,200
(2) Non-current liabilities			
(a) Long-term borrowings	5	76,999,837	89,734,253
(b) Deferred tax liabilities (Net)		46,078,722	49,585,668
(3) Current liabilities			
(a) Short Term Borrowings	6	96,917,436	106,339,535
(b) Trade payables	7	13,746,323	10,509,497
(c) Other current liabilities	8	41,195,050	53,260,256
(d) Short term provisions	9	1,131,505	1,802,177
TOTAL		499,112,940	516,695,586
II ASSETS			
(1) Non-Current Assets			
(a) Fixed assets	10		
(i) Tangible assets		244,798,553	260,527,248
(ii) Intangible assets		7,018,220	10,538,877
(iii) Capital work-in-progress		5,500,000	5,500,000
(b) Long-term loans and advances	11	3,111,295	2,678,058
(c) Other non-current assets	12	7,447,484	2,260,064
(2) Current assets			
(a) Inventories	13	138,575,557	149,300,926
(b) Trade receivables	14	75,897,826	75,965,447
(c) Cash and cash equivalents	15	6,101,889	3,374,300
(d) Short-term loans and advances	16	10,662,116	6,550,666
TOTAL		499,112,940	516,695,586

See accompanying notes 1 to 24 forming part of the financial statements

As per our separate report of even date attached

For ANUJ GARG & Co.

Chartered Accountants

Firm's Registration Number- 03473N

For and on behalf of the Board

C.A. ANUJ GARG

Partner

Membership No. 082422

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

Place : New Delhi

Date : 21.05.2013

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013

		(RS.)	
PARTICULARS	NOTE NO.	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
I Revenue From Operations	17	355,579,216	348,296,073
II Other Income	18	5,088,570	3,232,259
III TOTAL REVENUE (I+II)		<u>360,667,786</u>	<u>351,528,332</u>
IV EXPENSES:			
Cost of Materials consumed	19	141,648,187	181,794,842
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	18,907,000	(25,959,844)
Employee Benefit Expenses	21	33,524,600	35,817,830
Financial costs	22	35,849,955	33,913,488
Depreciation and amortization expense		23,337,670	23,551,296
Other Expenses	23	100,967,771	94,782,054
TOTAL EXPENSES		<u>354,235,183</u>	<u>343,899,666</u>
V Profit before Tax (III-IV)		6,432,603	7,628,666
VI Tax Expenses			
(1) Current Tax		1,296,455	1,520,542
(2) Deferred Tax		(3,506,946)	(859,978)
(3) Income Tax provision for earlier year		63,227	-
VII Profit for the year (V-VI)		8579867	6,968,102
VIII Earning Per Equity Share			
(1) Basic		1.15	1.06
(2) Diluted		1.15	1.06

See accompanying notes 1 to 24 forming part of the financial statements

As per our report of even date attached

For ANUJ GARG & Co.
Chartered Accountants
Firm's Registration Number- 03473N

For and on behalf of the Board

C.A. ANUJ GARG
Partner
Membership No. 082422

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

Place : New Delhi
Date : 21.05.2013

CASH FLOW STATEMENT FOR THE YEAR 2012-2013

(RS.)

	YEAR ENDED 31 ST MARCH, 2013		YEAR ENDED 31 ST MARCH, 2012	
A CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		6,432,603		7,628,666
ADJUSTMENT FOR				
DEPRECIATION	23,337,670		23,551,296	
INTEREST INCOME	(470,122)		(675,694)	
LOSS ON SALE OF FIXED ASSETS	406,796		131,760	
MISCELLANEOUS EXPENDITURE WRITTEN OFF	1,228,418		452,013	
INTEREST/FINANCE CHARGES	35,849,955	60,352,717	33,913,488	57,372,863
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		66,785,320		65,001,529
ADJUSTMENT FOR				
TRADE AND OTHER RECEIVABLES	(4,043,829)		5,647,454	
INVENTORIES	10,725,369		(20,975,239)	
TRADE AND OTHER PAYABLES	(8,828,380)		7,170,296	
CHANGE IN SHORT TERM PROVISIONS	(670,672)		(741,760)	
		(2,817,512)		(8,899,249)
CASH GENERATED FROM OPERATIONS		63,967,808		56,102,280
INTEREST/FINANCE CHARGES PAID	(35,849,955)		(33,913,488)	
DIRECT TAXES PAID	(1,359,682)		(1,520,542)	
		(37,209,637)		(35,434,030)
NET CASH FROM OPERATING ACTIVITIES		26,758,171		20,668,250
B CASH FLOW FROM INVESTING ACTIVITIES				
PURCHASE OF FIXED ASSETS	(5,048,614)		(9,702,771)	
SALE / TRANSFER OF FIXED ASSETS	553,500		17,454,487	
DEFERRED EXPENSES INCURRED DURING THE YEAR	(6,415,838)		(2,712,077)	
MOVEMENTS IN LONG TERM DEPOSITS	(433,237)		200,874	
INTEREST INCOME	470,122		675,694	
NET CASH USED IN INVESTING ACTIVITIES		(10,874,067)		5,916,207
C CASH FLOW FROM FINANCING ACTIVITIES				
PROCEEDS FROM EQUITY SHARE CAPITAL	9,000,000		-	
PROCEEDS / REPAYMENT OF LONG TERM BORROWINGS (NET)	(12,734,416)		(26,473,859)	
PROCEEDS/ REPAYMENT OF SHORT TERM BORROWINGS (NET)	(9,422,099)		(1,591,852)	
NET CASH USED IN FINANCING ACTIVITIES		(13,156,515)		(28,065,711)
NET INCREASE IN CASH AND CASH EQUIVALENTS		2,727,589		(1,481,254)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		3,374,300		4,855,554
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		6,101,889		3,374,300

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.

As per our report of even date attached

For ANUJ GARG & Co.

Chartered Accountants

Firm's Registration Number- 03473N

For and on behalf of the Board

C.A. ANUJ GARG

Partner

Membership No. 082422

Inderjeet S. Wadhwa

Chairman & Managing Director

Mandeep S. Wadhwa

Director

Kavita Rani

Company Secretary

Place : New Delhi

Date : 21-05-2013

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 1: CORPORATE INFORMATION

Seasons Textiles Limited is a listed public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the Manufacturing, Trading and Export of Furnishing Fabrics.

NOTE 2 -: 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 preparation of financial statements requires estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses during the reporting period. Although such estimates and assumptions are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates & assumptions and such differences are recognized in the period in which the results are crystallized.

C. Fixed Assets

All fixed assets are capitalised at cost inclusive of installation and direct attributable expenses.

Fixed Assets are stated at cost. Cost includes interest on borrowed capital used for construction of fixed assets and of expenditure incurred during the construction period on a fair and reasonable basis

D. Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization/depletion.

E. Depreciation

Depreciation on fixed assets has been charged on straight line method, in the manner and at Rates specified in Schedule XIV to the Companies Act, 1956. In respect of additions depreciation is provided on pro-rata basis with reference to the number of days of addition. On assets sold, discarded, etc. during the year, depreciation is provided upto the date of sale/discard.

F. Inventories

Inventories are valued at lower of cost and net realisable value as estimated by the management. Cost of Inventories is calculated on Standard Cost basis. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

G. Foreign Currency Transactions and Translations:

Foreign Currency transactions are recorded at the exchange rate prevailing on the date of transaction. Exchange rate differences arising on the date of settlement of transaction are recognised as Currency Exchange Fluctuation Account in Profit And Loss Account.

Year end balance of foreign currency loans and other liabilities/receivables denominated in foreign currency are translated at the applicable year end rates, and the resultant gains and losses are recognised as Currency Exchange Fluctuation Account in Profit and Loss Account.

H. Revenue Recognition

1) Consignment Sales

The consignment sales have been accounted for on sales effected by the consignee.

2) Other Sales

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

3) Other Incomes

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

I. Provisions and Contingent Liabilities

A provision is recognised when the company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date and are not discounted to present value. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

J. Employees' Benefits

1) Short Term Employee Benefits:-

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the Profit & Loss account of the year in which the related service is rendered.

2) Post Employment Benefits:-

(a) Defined Contribution Plan:

The Employer's contribution to the Provident Fund and Pension Scheme, a defined contribution plan is made in accordance with the Provident Fund Act, 1952 read with the Employees Pension Scheme, 1995.

(b) Defined Benefit Plan:

The liability for gratuity is provided through a policy taken from Life Insurance Corporation of India (LIC) by an approved trust formed for that purpose. The present value of the company's obligation is determined on the basis of actuarial valuation at the year end and the fair value of plan assets is reduced from the gross obligations under the gratuity scheme to recognize the obligation on a net basis.

K. Taxation

(a) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

(b) Deferred tax assets and liability are recognised for timing differences between the accounting and taxable income, based on tax rates that have been enacted or substantively enacted by the Balance Sheet date. Where there are unabsorbed depreciation or carry forward losses, Deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

L. 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 asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

M. Impairment of Assets

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price or the value in use determined by the present value of estimated future cash flows.

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.

NOTES 3 TO 10 ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013

(RS.)

	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
NOTE 3 : SHARE CAPITAL		
AUTHORISED		
1,20,00,000 Equity Shares of Rs.10/- each	<u>120,000,000</u>	<u>120,000,000</u>
(Previous year 12000000 equity shares)		
ISSUED, SUBSCRIBED AND PAID-UP		
7490300 Equity shares of Rs.10/- each fully paid up in cash	<u>74,903,000</u>	<u>65,903,000</u>
(Previous year 6590300 Equity shares of Rs.10/- each)		
TOTAL	<u><u>74,903,000</u></u>	<u><u>65,903,000</u></u>

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(RS.)

	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
(a) RECONCILIATION OF NUMBER OF SHARES		
No. of Shares outstanding as at 1st April'12	6,590,300	6,590,300
No. of Shares outstanding as at 31st March'13	7,490,300	6,590,300
(b) LIST OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE TOTAL NO. OF SHARES ISSUED BY THE COMPANY:		
NAME OF THE SHAREHOLDER		
Mohit Madan	-	650,000
K.K. Karnani	-	750,000
Neelam Wadhwa	900,042	42
Inderjeet Singh Wadhwa	679,800	679,800
Vizwise Commerce Private Limited	721,346	-
NOTE 4 : RESERVES & SURPLUS		
(a) Capital Reserve	10,607,080	10,607,080
(b) General Reserve	19,918,184	19,918,184
(c) Securities Premium Reserve	7,500,000	7,500,000
(d) Surplus		
Opening Balance	101,535,936	94,567,834
Add: Profit for the year	8,579,867	6,968,102
Closing Balance	110,115,803	101,535,936
TOTAL(a+b+c+d)	148,141,067	139,561,200
NON-CURRENT LIABILITIES		
NOTE 5 : (A) LONG TERM BORROWING		
a) SECURED		
(I) TERM LOANS FROM BANKS		
IDBI Bank Ltd.	81,211,720	97,211,720
(Secured by way of first charge over the immovable properties at (1) A-29, Sector-5, Noida-201301 (2) B-18, Sector-5, Noida-201301 and (3) Plot No. 466-467, HSIIDC Industrial Estate, Barhi, Sonapat (Haryana) and over moveable properties including moveable Plant and Machineries, Spares both present and future. The loan is repayable in 24 variable quarterly installment of different amounts along with floating interest rate)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	6,000,000	21,800,000
	75,211,720	75,411,720
ICICI Bank Ltd	1,927,315	0
(Secured against hypothecation of respective vehicles purchased under hire purchase agreements and the loan is repayable by way of monthly instalment.)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	367,205	-
	1,560,110	-
II TERM LOAN FROM OTHERS		
Kotak Mahindra Prime Ltd	991,366	3,317,136
(Secured against hypothecation of respective vehicles purchased under hire purchase agreements and the loan is repayable by way of monthly instalment.)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	763,359	2,325,760
	228,007	991,376
b) UNSECURED		
(I) TERM LOANS FROM BANKS		
ABN Amro Bank	-	87,588
(Loan is personally guaranteed by the promoter directors and the same is repayable by way of monthly instalment.)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	-	87,588
	-	-

(RS.)

	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
(II) TERM LOANS FROM OTHERS		
Religare Finvest Ltd.	489,263	3,133,999
(Loan is personally guaranteed by the promoter directors and the same is repayable by way of monthly instalment.)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	<u>489,263</u>	<u>2,644,736</u>
	<u>–</u>	<u>489,263</u>
TATA Capital Ltd.		
(Loan is personally guaranteed by the promoter directors and the same is repayable by way of monthly instalment.)	250,226	1,578,388
Less: Due with in One Year (Separately Shown in Current Liabilities)	<u>250,226</u>	<u>1,328,162</u>
	<u>–</u>	<u>250,226</u>
(III) LOANS FROM RELATED PARTIES		
Loan from Directors / Promoters	<u>–</u>	<u>12,591,668</u>
TOTAL LONG TERM BORROWINGS (a+b)	<u><u>76,999,837</u></u>	<u><u>89,734,253</u></u>
CURRENT LIABILITIES		
<u>NOTE 6: A) SHORT-TERM BORROWING</u>		
SECURED		
LOANS REPAYABLE ON DEMAND		
Canara Bank	96,917,436	106,339,535
(The Working Capital Loans from Canara Bank are secured by way of first charge against hypothecation of stocks of Raw Material, Work in Process, Finished Goods, Stores, Spares & book debts and Second charge on factory Land and Building & Plant and Machinery at A-29,B-18, Sector-5, Noida-201 301 (U.P) and Plot No. 466-467, HSIIDC Industrial Estate,Barhi, Sonapat (Haryana).		
TOTAL	<u><u>96,917,436</u></u>	<u><u>106,339,535</u></u>
<u>NOTE 7 : (B) TRADE PAYABLES</u>		
** For Goods and Services	<u>13,746,323</u>	<u>10,509,497</u>
TOTAL	<u><u>13,746,323</u></u>	<u><u>10,509,497</u></u>
**Disclosure with respect to Micro, Small and Medium Enterprises as required by MSMED Act, 2006 is made in Note No. 24(l)		
<u>NOTE 8 : (C) OTHER CURRENT LIABILITIES</u>		
CURRENT MATURITIES OF LONG-TERM DEBTS		
Icici Bank Ltd	367,205	–
Kotak Mahindra Prime Ltd	763,359	2,325,760
IDBI Bank Ltd	6,000,000	21,800,000
Tata Capital Ltd	250,226	1,328,162
Religare Finvest Ltd.	489,263	2,644,736
ABN AMRO	<u>–</u>	<u>87,588</u>
TOTAL	<u><u>7,870,053</u></u>	<u><u>28,186,246</u></u>
OTHER PAYABLES		
Tax Deducted at Source and Other Statutory Dues	601,540	566,606
Advance Received from Customers	11,065,484	6,449,642
Expenses Payable & Others Liabilities	<u>21,657,973</u>	<u>18,057,762</u>
	<u><u>33,324,997</u></u>	<u><u>25,074,010</u></u>
TOTAL	<u><u>41,195,050</u></u>	<u><u>53,260,256</u></u>

(RS.)

AS AT
31ST MARCH, 2013

AS AT
31ST MARCH, 2012

NOTE 9 : (D) SHORT TERM PROVISIONS

Provision for employees' benefits	57,547	646,624
Provision for Income Tax	1,073,958	1,155,553
TOTAL	1,131,505	1,802,177

NOTE 10 : FIXED ASSETS

S. No.	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as at 01/04/2012	Additions During the year	Disposal/ Written Back during theyear	Balance as at 31/03/2013	Balance as at 01/04/2012	During the year	Deduction/ Reversal During the year	Balance as at 31/03/2013	Balance as at 31/03/2013	Balance as at 31/03/2012
I	TANGIBLE ASSETS										
1	LEASE HOLD LAND	17,004,109	-	-	17,004,109	-	-	-	-	17,004,109	17,004,109
2	BUILDINGS	65,757,366	-	-	65,757,366	12,481,782	2,196,297	-	14,678,079	51,079,287	53,275,584
3	DATA PROCESSING EQUIPMENT	2,129,833	152,929	-	2,282,762	1,907,074	92,697	-	1,999,771	282,991	222,759
4	ELECTRICAL INSTALLATION & FITTING	8,505,981	75,652	-	8,581,633	2,313,908	390,116	-	2,704,024	5,877,609	6,192,073
5	GENERATORS	-	-	-	-	-	-	-	-	-	-
6	OFFICE EQUIPMENTS	2,639,240	131,198	-	2,770,438	1,444,562	114,496	-	1,559,058	1,211,380	1,194,678
7	FURNITURE & FIXTURES	2,324,240	-	-	2,324,240	2,125,327	47,780	-	2,173,107	151,133	198,913
8	PLANT & MACHINERY	289,730,171	1,318,550	-	291,048,721	114,147,006	15,183,202	-	129,330,208	161,718,513	175,583,165
9	TUBEWELL	36,070	-	-	36,070	13,988	588	-	14,576	21,494	22,082
10	VEHICLES	11,293,681	2,702,456	1,978,506	12,017,631	4,459,796	1,124,008	1,018,210	4,565,594	7,452,037	6,833,885
	SUB TOTAL (A)	399,420,691	4,380,785	1,978,506	401,822,970	138,893,443	19,149,184	1,018,210	157,024,417	244,798,553	260,527,248
II	INTANGIBLE ASSETS										
1	COMPUTER SOFTWARE	44,934,532	667,829	-	45,602,361	34,395,655	4,188,486	-	38,584,141	7,018,220	10,538,877
	SUB TOTAL (B)	44,934,532	667,829	-	45,602,361	34,395,655	4,188,486	-	38,584,141	7,018,220	10,538,877
III	CAPITAL WORK IN PROGRESS										
	CAPITAL WORK IN PROGRESS	5,500,000	-	-	5,500,000	-	-	-	-	5,500,000	5,500,000
	SUB TOTAL (C)	5,500,000	-	-	5,500,000	-	-	-	-	5,500,000	5,500,000
	TOTAL (A+B+C) FOR CURRENT YEAR	449,855,223	5,048,614	1,978,506	452,925,331	173,289,098	23,337,670	1,018,210	195,608,558	257,316,773	276,566,125
	Previous Year	458,570,532	9,702,771	18,418,080	449,855,223	150,569,635	23,551,296	831,833	173,289,098	276,566,125	308,000,897

(RS.)

	AS AT 31 ST MARCH, 2013	AS AT 31 ST MARCH, 2012
NOTE 11 : (B) LONG-TERM LOANS AND ADVANCES		
(i) Security Deposits (Unsecured, considered good)	3,111,295	2,678,058
TOTAL	3,111,295	2,678,058
NOTE 12: (C) OTHER NON-CURRENT ASSETS		
Deferred Revenue Expenditure	7,447,484	2,260,064
(To the extent not written off or adjusted)		
TOTAL	7,447,484	2,260,064
CURRENT ASSETS		
NOTE 13: INVENTORIES		
(At cost or net realizable value whichever is lower)		
(a) Raw Materials	85,678,108	78,993,380
(b) Stock in process (at cost)	5,863,561	7,575,522
(c) Spare Parts	3,212,026	1,715,124
(d) Finished Goods	43,499,047	60,694,086
(e) Dyes and Chemicals	322,815	322,814
TOTAL	138,575,557	149,300,926
NOTE 14: TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE STATED)		
Outstanding for a period exceeding six months from the date they are due for payment	20,919,555	17,104,534
Others	54,978,271	58,860,913
TOTAL	75,897,826	75,965,447
NOTE 15: CASH AND CASH EQUIVALENTS		
(a) Balances with Bank (with Scheduled Banks in Current Account)	3,178,929	515,380
(b) Cash on Hand	165,003	292,011
(c) Balances with banks to the extent held as margin money	2,757,957	2,566,909
TOTAL	6,101,889	3,374,300
NOTE 16 : SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Others	10,662,116	6,550,666
TOTAL	10,662,116	6,550,666

Note No. '17' TO '23' ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT

(RS.)

	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012
Note 17 : REVENUE FROM OPERATIONS		
Sale of Products-Finished Goods	333,592,628	329,777,087
Sale of Services	7,215,019	2,426,704
Other Operating Revenue		
Sale of DEPB License	375,222	10,972,270
Duty Draw Back	14,396,347	5,120,012
TOTAL	355,579,216	348,296,073

(RS.)

	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012
<u>NOTE 18 : OTHER INCOME</u>		
Interest Income	470,122	675,694
Foreign Currency Fluctuation	2,061,442	749,270
Other non-operating Income	2,557,006	1,807,295
TOTAL	5,088,570	3,232,259
<u>NOTE 19 : COST OF MATERIALS CONSUMED</u>		
Yarn	98,802,501	125,975,337
Fabric	42,845,686	55,819,505
TOTAL	141,648,187	181,794,842
<u>NOTE 20 : CHANGES IN INVENTORIES</u>		
Stock at Close		
Finished Goods	43,499,047	60,694,086
Stock in process	5,863,561	7,575,522
Stores and Spares	–	1,715,124
	49,362,608	69,984,732
Less Stock at Commencement		
Finished Goods	60,694,086	32,769,903
Stock in process	7,575,522	8,411,572
Stores and Spares	–	2,843,413
	68,269,608	44,024,888
Increase/(Decrease) in Stock	18,907,000	(25,959,844)
<u>NOTE 21 : EMPLOYEE BENEFIT EXPENSES</u>		
Salaries, Wages & Perquisites	26,077,505	27,943,751
Contribution to provident Fund & Others	3,442,449	3,459,801
Directors Remuneration and Perquisites	3,110,000	2,195,534
Gratuity	–	1,225,942
Staff Welfare Expenses	894,646	992,802
TOTAL	33,524,600	35,817,830
<u>NOTE 22 : FINANCIAL COSTS</u>		
Interest on Term Loan	12,243,179	9,383,619
Interest on Bank Loan	15,864,989	16,024,286
Interest on Other Loans	1,887,791	2,550,823
Bank Charges and Commission	4,784,108	3,843,645
Finance Charges	1,069,888	2,111,115
TOTAL	35,849,955	33,913,488

(RS.)

	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012
<u>NOTE 23: OTHER EXPENSES</u>		
Consumption of Stores and Spares	563,391	274,447
Power and Fuel	14,467,291	12,044,774
Jobwork Charges	31,111,996	27,943,660
Rent	1,810,000	1,054,580
Repairs to Machinery	2,701,491	4,373,736
Repair and Maintenance (Others)	1,363,809	2,990,943
Insurance	1,077,969	1,395,526
Rates & Taxes	55,007	412,317
Carriage Inward	682,941	1,227,706
Design	141,000	-
Communication	1,083,367	1,104,658
Legal and Professional	2,071,219	2,592,127
Payment to Auditors	175,000	168,540
Internal Audit Fee	449,440	354,608
Travelling and Conveyance	3,447,967	4,811,387
Printing & Stationery	689,463	1,007,707
Books and Periodicals	49,226	127,676
Security Service Charges	1,248,661	1,399,081
Vehicle Running & Maintenance	2,008,137	1,805,705
Office Maintenance and Others	517,847	560,239
Director's Sitting Fees	182,500	170,000
Loss on sale of Fixed Assets	406,796	131,760
Charity and Donation	127,100	122,100
Prior Period Expenses	501,368	576,031
Deferred Revenue Expenses Written Off	1,228,418	452,013
Miscellaneous Expenditure	1,430,636	1,082,505
Advertisement & Publicity	69,455	47,688
Commission on Sales	13,880,772	8,637,995
Courier Charges	1,231,483	1,594,986
Packing and Forwarding	5,059,411	6,344,887
Carriage Outward	2,845,624	2,735,342
Sampling and Product Promotion	1,085,755	1,234,316
Business Promotion	472,094	731,676
Exhibition Expenses	-	23,361
Other Selling Expenses	6,731,137	5,247,977
TOTAL	100,967,771	94,782,054

NOTE 24 : OTHER NOTES ON ACCOUNTS

- a. Previous year figures have been re-arranged and regrouped to make it comparable with the current year figures.
- b. Contingent Liabilities and Commitments to the extent not provided for:-

Contingent Liabilities

- a) Bills and Cheques Discounted Rs. 1,99,12,945/- (Previous year Rs.1,92,50,355/-)
- b) Contingent Liabilities not provided for in respect of Corporate Guarantee given by the Company to IDBI Bank Ltd. amounting to Rs.11,65,00,000/- (Previous year Rs.11,65,00,000/-) in respect of loans given by the Bank to Seasons Furnishings Ltd.

Commitments

- (a) Estimated amount of contract remaining to be executed on Capital Account and not provided for is - NIL
- c. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the directors.
- d. Wherever the balance confirmation is not available from the parties, the balances as appearing in the books of account have been considered.

- e. Profit & Loss account includes remuneration to Auditors as given below:

Particulars	(RS.)	
	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012
For Statutory Audit	1,50,000	1,46,068
For Tax Audit	25,000	22,472
Total	1,75,000	1,68,540

Particulars	(RS.)	
	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012

f. Payment to Directors by way of Remuneration		
Salary	21,00,000	20,11,000
Perquisites	10,10,000	1,80,000
P.F. and other funds	2,52,000	2,41,320
Total	33,62,000	24,32,320

- g. Capital work in progress relates to installation of Plant & Machinery for expansion cum modernisation project at Barhi, Sonapat, Haryana.

h. 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.

Key management personnel: Inderjeet S. Wadhwa

Relatives: Mandeep S. Wadhwa, TejKaur; Neelam Wadhwa, Sumer Singh Wadhwa, Jasmer Singh Wadhwa.

Other Related Parties: N.S. Properties Pvt. Ltd., S9 Home Pvt. Ltd., Seasons Lifestyles Pvt. Ltd.

2) Transaction with related parties

(Rs. in lacs)

Nature of Transactions	YEAR ENDED 31 ST MARCH, 2013				YEAR ENDED 31 ST MARCH, 2012			
	Associates companies	Key management personnel	Relative	Other Related Parties	Associates companies	Key management personnel	Relative	Other Related Parties
1 Sales and other income	226.03	-	-	129.72	1304.21	-	-	-
2 Purchases	32.72	-	-	39.37	37.06	-	-	501.96
3 Expenditure or services	23.15	-	5.35	-	-	-	6.60	-
4 Outstanding Balances								
- Debtors	338.33	-	-	-	547.42	-	-	-
- Creditors (for modernisation Project)	-	-	-	-	-	93.92	29.50	-
- Creditors (Others)	-	-	-	-	-	-	-	-
5 Security deposits	-	-	8.00	-	-	-	8.00	-
6 Managerial Remuneration	-	33.62	35.44	-	-	24.32	-	14.39
7 Directors Sitting Fees	-	-	0.52	-	-	-	0.40	-

i. Basic and Diluted Earning per share (EPS)

(RS.)

PARTICULARS	(RS.)	
	Year Ended 31 ST MARCH, 2013	Year Ended 31 ST MARCH, 2012
Profit available to equity shareholders	85,79,867	69,68,102
Weighted average number of Equity shares	74,90,300	65,90,300
EPS (Basic and diluted) Rupees per share	1.15	1.06
Nominal Value of Share	Rs.10	Rs. 10

j. 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.

k. Deferred Taxation:

In accordance with Accounting Standard (AS) 22, issued by Institute of Chartered Accountants of India, the deferred tax liability (on account of timing difference) for the current year amounted to Rs.4,60,78,722/-.(Previous year Rs.495,85,668/-).

l. The Company has not received any intimation from the suppliers regarding status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure regarding principal amount due and the interest due thereon outstanding to suppliers as at the end of the accounting year, Interest paid during the year and Interest payable/accrued/unpaid at the end of the accounting year, has not been provided.

m. In the opinion of the management, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet

n. In terms of 'Accounting Standard (AS) 28', the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.

o. Tour and Travelling Expenses include Rs. 3,79,064/-.(Previous Year Rs. 5,34,845/-) on account of Directors.

p. VALUE OF IMPORT ON CIF BASIS :

Particulars	(RS.)	
	Year Ended 31.03.2013	Year Ended 31.03.2012
a. Raw Material	1,84,228	23,26,372
b. Trading Goods	-	3,69,021

q. EXPENDITURE IN FOREIGN CURRENCY :-

Particulars	Year Ended	
	31.03.2013	31.03.2012
Travelling	4,31,476	16,82,173
Commission on Sales	75,02,503	75,29,960
Foreign Bank Charges	8,11,389	7,94,479
Exhibition Expenses	3,72,062	4,33,274
Testing Fees	2,31,886	1,83,756
Design Development	1,59,337	-
TOTAL	95,08,633	1,06,23,642

r. EARNING IN FOREIGN CURRENCY:

F.OB Value of Export :	22,07,84,709	18,89,78,371
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s. Cash Flow Statement:

The Cash Flow Statement has been compiled from and is based on the Balance Sheet as on March 31, 2013 and Profit & Loss Account for the year ended on that date.

The Cash Flow Statement has been prepared on the basis of indirect method as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountant of India.

As per our Separate Report of even date as annexed hereto.

For ANUJ GARG & Co.
Chartered Accountants
Firm's Registration Number- 03473N

For and on behalf of the Board

C.A. ANUJ GARG
Partner
Membership No. 082422

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Kavita Rani
Company Secretary

Place : New Delhi
Date : 21-05-2013

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 27th Annual General Meeting of the Company to be held at 11.00 AM on Monday, the 30th day of September, 2013 at Royal Vatika, Main Bus Stand, Khara Khurd, Alipur Block, Delhi - 110 082 or any adjournment thereof.

Signed this.....day of.....2013.



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 electronics 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 27th Annual General Meeting of the Company at 11.00 AM on Monday, the 30th day of September, 2013 at Royal Vatika, Main Bus Stand, Khara 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.



SEASONS[®]
TEXTILES LIMITED

CORPORATE OFFICE

Seasons House, B-18, Sector-5, Noida- 201301,UP

REGISTERED OFFICE

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