

34TH ANNUAL REPORT 2019-2020

SEASONS TEXTILES LIMITED

Table of Content

PAGE
NO. PARTICULARS

1	• Corporate information
3	• Notice of Annual General Meeting
9	• Directors' Report
23	• Management Discussion and Analysis
25	• Corporate Governance Report
32	• Auditors' Report
36	• Balance Sheet
37	• Profit and Loss Account
38	• Cash Flow Statement
40	• Notes on Accounts



SEASONS

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. INDERJEET SINGH WADHWA
(CHAIRMAN & MANAGING DIRECTOR)

MRS. NEELAM WADHWA
(EXECUTIVE DIRECTOR)

DR. PRAMOD KUMAR HARI
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

DR. BIJOYA KUMAR BEHERA
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

MR. MANJEET SINGH
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

CHIEF FINANCIAL OFFICER

SANJAY KATYAL
EMAIL ID : SANJAY@SEASONSWORLD.COM
TEL No. : 0120-4690000

COMPANY SECRETARY & COMPLIANCE OFFICER

SAURABH ARORA
EMAIL ID : CS.STL@SEASONSWORLD.COM
TEL No. : 0120-4690000

STATUTORY AUDITORS

Rakesh Varshney & Associates
Chartered Accountants
New Delhi – 110005

INTERNAL AUDITORS

Ashok Kantoor & Co.
Chartered Accountants
New Delhi – 110005

SECRETARIAL AUDITORS

Pramod Kothari & Co.
Company Secretaries
Noida – 201301 (U.P)

REGISTERED OFFICE

26, FEROZE GANDHI ROAD,
LOWER GROUND FLOOR
LAJPAT NAGAR - III,
NEW DELHI -110 024

CORPORATE OFFICE AND WAREHOUSE

B-18, Sector-5, Noida-201301 (U.P)

MANUFACTURING PLANT

Plot No. 466-67, HSIIDC Industrial Estate,
Barhi, Phase – I, Sonapat (Haryana)

BANKERS

Canara Bank
Parliament Street, New Delhi 110 001

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D – 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110020
Tel: 011-40450193, 94, 95, 96, 97
E-mail: admin@skylinerta.com

SEASONS TEXTILES LIMITED
CIN - L18101DL1986PLC024058

Regd. Off: 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024
Phone : 0120-4690000, **Fax :** 0120-4351485, **Website :** www.seasonsworld.com, **E mail :** cs.stl@seasonsworld.com

Notice of 34th Annual General Meeting

NOTICE is hereby given that the 34th (Thirty Fourth) Annual General Meeting of SEASONS TEXTILES LIMITED will be held on Wednesday 23rd December 2020, at 11:30 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024 shall be deemed as the venue for the Meeting and the proceedings of the 34th (Thirty Fourth) Annual General Meeting shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditor's thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mrs. Neelam Wadhwa (DIN No. 00050911), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. Neelam Wadhwa (DIN No. 00050911) who retires by rotation and who is eligible for re- appointment be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

3. Re-appointment of Mrs Neelam Wadhwa (00050911), as Whole Time Director of the Company.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any and Subject to the consent of the shareholders in ensuing Annual General Meeting of the Company be and is hereby accorded to re-appoint Mrs. Neelam Wadhwa, as Whole Time Director of the Company for a period of five years with effect from 1st October, 2020 on the following terms :

Basic Salary: 1,10,000 – 25,000 – 1,60,000" per month

Perquisites

House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.

Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.

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.

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.

Any other perquisites as may be decided by the Board and/or the Remuneration Committee.

Mrs. Neelam Wadhwa shall also be eligible to the following perquisites which shall not be included in computation of the ceiling on remuneration specified above:

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.

Gratuity payable as per the provisions of the Gratuity Act, 1972.

Encashment of Leave at the end of the tenure.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then Mrs. Neelam Wadhwa will be entitled to get the minimum remuneration as specified in Schedule V to the Companies Act, 2013;

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of 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 V to the Companies Act, 2013, including any statutory modification/re-enactment thereof hereinafter."

By Order of the Board of Directors
For Seasons Textiles Limited

(Inderjeet Singh Wadhwa)
Chairman and Managing Director

Place: New Delhi
Date: 14.09.2020

Notes:

1. Due to COVID-19 pandemic, social distancing is a pre-requisite and pursuant to the Circular No. 14/2020 dated April 8, 2020 and Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020 and Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting (venue voting).
3. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report of the Company for the Financial Year 2019-20 has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses was made available to us by the Depository Participants. We request the Members to register/ update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agent of the Company.

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 cs.stl@seasonsworld.com or corporate office of the Company.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors who are allowed to attend the AGM without restriction on account of first come first serve basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at cs.stl@seasonsworld.com.
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 3 is annexed hereto.
8. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
9. In terms of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Neelam Wadhwa (DIN: 00050911), retiring by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.
10. Brief profile of the Directors proposed to be appointed/ re-appointed, is set out in "Information about Directors seeking appointment/re-appointment as mandated in the SEBI (LODR) Regulation 2015" annexed to the notice.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting system as well as venue voting system on the date of the AGM will be provided by CDSL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.seasonsworld.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020.
14. Members holding shares in more than one folio in identical order of the names are requested to write to M/s Skyline Financial Services Private Limited, Registrar & Share Transfer Agent (R&TA), enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service. Members are requested to note that all correspondence relating to Share Transfer/ Transmission etc. should be addressed to R&TA.
15. The Register of Members and Share Transfer Books for equity shares of the Company will remain closed from Sunday 20th December 2020 to Tuesday 22nd December 2020 (both days inclusive).

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 20th December, 2020 at 10:00 A.M. and ends on 22nd December, 2020 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders / Members" module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 1. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 2. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Seasons Textiles Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

i. Note for Non – Individual Shareholders and Custodians.

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates module.
- b) scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz cs.stl@seasonsworld.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- ii. If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- iii. Any person, who acquires shares of the Company and becomes Member of the Company and holds shares as on the cut-off date i.e. Friday December 18, 2020 may follow the same instructions as mentioned above for remote e-Voting.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited. (CDSL) A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com.

The Scrutinizer will scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.seasonsworld.com and the results shall simultaneously be communicated to the Stock Exchanges.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- A. For Physical shareholders**-Send a request to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company, at compliances@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and self-attested scanned copy of PAN card for registering their email address.
- B. For Demat shareholders** -Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Skyline Financial Services Private Limited (RTA) email id i. e . compliances@skylinerta.com or Please Contact your Depository Participant (DP) and register your email address as per the process advised by your DP.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of the Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliances.cs.stl@seasonsworld.com. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- The procedure for e-Voting on the day of the AGM (venue voting) is same as the instructions mentioned above for Remote e-voting.
- The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system (venue voting) available during the AGM.
- Votes casted by the shareholders through the e-voting (venue voting) will be available only to the shareholders who will be attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The Company conducting AGM through VC/OAVM by using facilities provided by Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.
- Members who need assistance before or during the AGM, can contact Ms. Sarita Singh, Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020 Phone No. Tel.: 011-26812682, 40450193 to 97.

OTHER INFORMATION:

- Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. December 18, 2020), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- The remote e-voting period begins on Sunday 20th December, 2020 at 10.00 a.m. (IST) and ends Tuesday 22nd December, 2020 at 5:00 P.M.. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
- The Board of Directors has appointed Mr. Pramod Kothari, FCS 7091, CP 11532, Practising Company Secretary, as Scrutiniser of M/s Pramod Kothari & Co., Noida to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.seasonsworld.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared but not later than 48 hours after the conclusion of the meeting.
- The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), Skyline Financial Services Private Limited., D-153 A| 1st Floor | Okhla Industrial Area, Phase – I, New Delhi-110 020. , regarding

- change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- g) Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- h) As per the MCA General Circular 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, the Notice of the AGM has been sent through electronic mode to only those Members whose email-IDs are registered with the Company/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.seasonsworld.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS FOR THE 34TH ANNUAL GENERAL MEETING TO BE HELD ON 23RD DECEMBER, 2020:

Item No. 3

By a resolution passed by the Board of Directors in their meeting held on 14th September, 2020, and pursuant to the recommendations of the Nomination and Remuneration Committee and applicable provisions of the Companies Act, 2013 and Rules and Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Neelam Wadhwa (DIN : 00050911) aged 58 years whose tenure for 5 years will be expired on 30th September 2020, be and is hereby re appointed as Whole Time Director for a further period of five years w.e.f 1st October, 2020, subject to the approval of Shareholders.

The Board accordingly recommends the resolution at item 3 for the approval of the members as special resolution.

Other than Mrs. Neelam Wadhwa and Mr. Inderjeet Singh Wadhwa, None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 3 of this Notice.

Academic Qualifications:

Mrs. Neelam Wadhwa is graduated in Arts from University of Delhi. She was appointed as a whole-time director with effect from 01st of October 2015 for a period of 5 years and helps in developing and designing of different furnishings fabrics in coordination with manufacturers and the buyers.

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	11 th 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 of the company based on given indicators	(in Lacs)	
		Particulars	Year ended 31.03.2020
		EBITDA	459.63
		PBT	-49.22
		PAT	-20.58
			35.46
5.	Export performance and net foreign exchange collaborations of the company.	Exports	2171.73
		Net Foreign Exchange Earnings	2010.88
			2326.26
			2149.71
6.	Foreign investments or collaborators of the company, if any.	No Foreign Collaboration or Investment	
II.	INFORMATION ABOUT THE APPOINTEE		
		Mrs. Neelam Wadhwa	
1.	Background details	As provided in explanatory statement above	
2.	Past remuneration	<p>Basic Salary: 1,10,000 – 25,000 – 1,60,000* per month</p> <p>Perquisites</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>Any other perquisites as may be decided by the Board and/or the Remuneration Committee.</p> <p>Mrs. Neelam Wadhwa shall also be eligible to the following perquisites which shall not be included in computation of the ceiling on remuneration specified above:</p> <p>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.</p> <p>Gratuity payable as per the provisions of the Gratuity Act, 1972.</p> <p>Encashment of Leave at the end of the tenure.</p>	
3.	Recognition or awards	None	

4.	Job profile and his suitability	Smt. Neelam Wadhwa possesses rich experience in Business Development, Marketing, Management and Administration. 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 Whole Time Director and as shareholder, she has no other pecuniary relationship with the Company. She is a relative of Mr. Inderjeet Singh Wadhwa (Managing Director), Shri Jasmer Singh Wadhwa (General Manager – Domestic sales) and Ms. Gursheen Wadhwa (Graphic Designer) of the Company.
III.	OTHER INFORMATION	
1.	Reasons of loss or inadequate profits	Low sales turnover due to global recession.
2.	Steps taken or proposed to be taken for improvement	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.
3.	Expected increase in productivity and profits in measurable terms.	Leveraging on the vast experience of Mrs. Neelam Wadhwa with respect to furnishing Textile Industry and Management of the Company, it is expected that the revenue and net profit will increase around 5% to 10% in the year 2020-2021.
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;	Details given in the Corporate Governance section of this Report
	ii. Details of fixed component and performance linked incentives along with the performance criteria;	Details given in the Corporate Governance section of this Report
	iii. Service contracts, notice period, severance fees;	Not Applicable
	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.	Not Applicable

**Details of Directors seeking Appointment / Re-appointment/Revision – Variation in remuneration at the Annual General Meeting
(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015) & Secretarial Standard-2**

S. No.	Particulars	Mrs Neelam Wadhwa
1	DIN	00050911
2	Date of Birth/Age	13.05.1962
3	Qualification	Graduate from Delhi University
4	Experience	Over 30 years of Experience
5	Expertise in specific areas	Production, Marketing, Finance and Administration.
6	Directorship in other Companies	-----
7	Committee Memberships in other Companies	-----
8	Term and condition of appointment	As per the resolution

Notes: Only Audit Committee, Nomination & Remuneration Committee & Stakeholder Relationship Committee are considered for the purpose of Committee positions as per listing agreement.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 34TH Annual Report along with the Audited Accounts for the financial year ended 31st March, 2020.

FINANCIAL RESULTS:

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

(Rs. in Lakhs)			
	Particulars	Financial Year Ended 31st March, 2020	Financial Year Ended 31st March, 2019
I	Revenue from Operations	3358.59	3752.08
II	Other income	5.31	6.89
III	Total Revenue Income (I+II)	3363.90	3758.97
IV	Total Expenses	3413.11	3708.95
V	Profit/(Loss) before tax (III – IV)	(49.21)	50.02
VI	Total Tax expense	28.63	14.56
VI	Profit/(Loss) for the year	(20.58)	35.46
VII	Other comprehensive income	8.75	1.04
VIII	Total comprehensive Income for the year	(11.83)	36.50
IX	Earnings per share	(0.27)	0.47

REVIEW OF OPERATIONS:

COVID-19 is the most tumultuous, most catastrophic and the most defining epoch of our lifetime. With no precedence, it has rattled lives and economies across the world, and India has not been spared either. It has further offset the green shoots of recovery of the Indian economy that were visible towards the end of 2019 and early 2020. The year that started with weak demand owing to slow-down in real estate, industrial and infrastructure segments along with liquidity squeeze, ended with the global economy coming to an indeterminate standstill following the outbreak of COVID-19. Furthermore, the Government's decision to put the country into full lockdown during the latter phase of the fourth quarter had a major impact on the Company. Regardless of the challenging economic environment your company still managed to do best. The gross revenue of the company during the year stands at Rs. 3358.59 Lakhs as against Rs. 3752.08 Lakhs in the previous year. The profit/ (Loss) before tax during the year stands at Rs. (49.21 Lakhs) as against Rs. 50.02 Lakhs. The profit after tax during the year is Rs. (20.58 Lakhs) as against Rs. 35.46 Lakhs in the previous year. Total comprehensive Income for the year is Rs. (11.83 Lakhs) as against Rs. 36.50 Lakhs in the previous year.

SHARE CAPITAL:

The paid-up equity capital as on March 31, 2020 was Rs.749.03 Lakhs. During the year under review the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

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, 2020.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

FIXED DEPOSITS:

The Company has not accepted any deposits within the meaning of section 73 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

FINANCE:

Cash and cash equivalents as at March 31, 2020 was Rs. 84.47 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or made any investments covered under the provisions of section 186 of the Companies Act, 2013. As on date there is no Corporate Guarantee existed in the books of the Company.

INDUSTRIAL RELATIONS: During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors consists of five members, of which three are Independent Directors. The Board also comprises of one-Woman Director.

In pursuance of section 203 of the Companies Act, 2013, the key managerial personnel of the Company are Mr. Inderjeet Singh Wadhwa, Chairman Managing Director, Mr. Sanjay Katyal, Chief Financial Officer and Mr. Saurabh Arora, Company Secretary.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Neelam Wadhwa (DIN: 00050911) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. The Board of Directors recommends his reappointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

Further the tenure of five years of Mrs. Neelam Wadhwa as whole-time director has been expired on 30th of September 2020 and board of directors has proposed the re-appointment of Mrs. Neelam Wadhwa as whole-time director for further period of five years.

The Board proposes to re-appoint Mrs. Neelam Wadhwa, as a Whole-time director of the Company for the further term of 5 years, whose term expires on 30-09-2020. Brief resume of the directors proposed to be appointed/reappointed, nature of expertise in specific functional areas and names of companies in which the person hold directorships / membership, shareholding is provided in Corporate Governance Report attached to this report.

Board Evaluation:

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Remuneration Policy:

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

Meetings:

During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director etc. is provided in Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with the accounting and financial reporting requirements under section 134 (3) (c) and 134 (5) of the Companies Act 2013, in respect of financial statements, your directors state and confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reason able and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

The Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as "Annexure A".

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: NIL

STATUTORY AUDITORS:

The present Auditors of the Company Rakesh Varshney & Associates, Chartered Accountants, New Delhi were appointed as Statutory Auditors for a period of 5 year(s) at the 31st Annual General Meeting (AGM) held on 29th September, 2017 to hold the office till the conclusion of 36th Annual General Meeting (AGM) to be held in 2022.

In pursuant to Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of statutory auditor is not required to be ratified at every annual general meeting.

STATUTORY AUDITORS REPORT:

The report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

The Auditor's Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s Pramod Kothari & Co., a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company.

SECRETARIAL AUDITOR'S REPORT:

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report for the Financial Year 2019-20. The Secretarial Audit Report is annexed herewith as "Annexure B". There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2019-20 which call for any explanation from the Board of Directors.

SIGNIFICANT OR MATERIAL ORDERS:

There were no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status and the Company's operations in future.

MATERIAL CHANGES:

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in form AOC-2 is not required. Further, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and Board for approval. The transactions entered into pursuant to the approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationship on transactions vis-a-vis the Company.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Audit plays a key role in providing an assurance to the Board of Directors with respect to the Company having adequate Internal Control Systems. The Internal Control Systems provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. The details about the adequacy of Internal Financial Controls are provided in the Management Discussion and Analysis Report.

CODE OF CONDUCT:

Your Company has adopted a Code of Conduct for members of the Board and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

Your Company has received confirmations from all concerned regarding their adherence to the said Code.

As per the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per Sec. 177(9) of the Companies Act, 2013, applicable Rules and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the company has established a vigil mechanism (whistle blower policy) for their directors and employees to report their genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of persons who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in accordance with the Companies Act, 2013, applicable rules and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

RISK MANAGEMENT POLICY:

The Company has formulated a Risk Assessment & Management Policy. The details of the Risk Management are covered in the Corporate Governance Report.

PREVENTION OF SEXUAL HARASSMENT POLICY:

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2019-20, no complaints were received by the Company related to sexual harassment.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS:

Your Company follows principles of effective Corporate Governance. The endeavour 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is also annexed to the report on Corporate Governance.

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

Information in accordance with the provisions of section 134(3)(m) of the Companies Act, 2013, along with rules regarding the conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this report. (Annexure "D")

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.

CAUTIONARY NOTE

The statements forming part of the Directors' Report may contain certain forward-looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

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

Place: **New Delhi**
Date: **14.09.2020**

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

FORMING PART OF DIRECTORS REPORT.

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Requirements	Disclosure
1.	The ratio of remuneration of each Director to median remuneration of employees for the financial year	Mr. Inderjeet Singh Wadhwa: 13.74 X Mrs. Neelam Wadhwa: 8.56 X
2.	The Percentage increase in remuneration of each director, CFO, CS in the financial	There is no increase in the salary of CS, CFO and Directors during the financial year 2019-2020
3.	The Percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in financial year 2019-2020 was increase of Nil%.
4.	The numbers of permanent employees on the rolls of Company	155 as on March 31, 2020
5.	The explanation on the relationship between average increase in remuneration and company performance	The increase in remuneration is linked to the performance of the Company as a whole, the concerned division, the employees and other factors like industry trends and economic environment.
6.	Comparison of the remuneration of the key Managerial Person against the performance of the Company	As per the Company's policy of rewarding the employees, including Key Managerial Personnel, the increase in remuneration and variable pay is based on an individual performance rating and business unit performance and the bench mark study is also factored. Considering the performance of the KMPs in the year, they were appropriately compensated.
7.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.	The market capitalization as on March 31, 2020, was Rs. 3.89 crore and Rs. 6.92 crore as on March 31, 2019. Price Earnings ratio of the Company was -19.18 times as at March 31, 2020 and was 19.66 times as at March 31, 2019. No Public offer was made by the company after the Initial Public Offer dated 11th February, 1993.
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; The average percentile increase in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with bench mark study and the performance of the Company over a period of time. There is no exceptional increase in the Managerial Remuneration.	The average percentile increases in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with bench mark study and the performance of the Company over a period of time. There is no exceptional increase in the Managerial Remuneration.
9.	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Remuneration of Key Managerial Personnel is in line with the bench mark study and performance of the Company.
10.	The key parameters for any variable component of remuneration availed by the directors	Depends on the performance parameters set for key managerial personnel as approved by the Compensation Committee of the Board.
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Nil
12.	Affirmation that the remuneration is as per the remuneration policy of the Company	We confirm.

FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Seasons Textiles Limited
(CIN: L18101DL1986PLC024058)
26, Froze Gandhi Road (Lower Ground Floor),
Lajpat Nagar 3, New Delhi 110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of SEASONS TEXTILES LIMITED (hereinafter called "the Company") for the Financial Year ended 31st March, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2020 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period).
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period).
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
 - j. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and amendments from time to time; (Not applicable to the Company during the audit period).
- vi. The Management has identified and confirmed the following laws as specifically applicable to the company: -
 - a. Labour laws as applicable
 - b. Environment Protection Act, 1986;
 - c. The Water (Prevention & Control of Pollution) Act 1974 read with Water (Prevention & Control of Pollution) Rules, 1975;
 - d. The Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;
 - e. Disposal of Hazardous Waste rules.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- b. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period there are no events which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that maintenance of Secretarial record is the responsibility of the management of the Company, our responsibility is to express an opinion on these secretarial records based on our audit and followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.

This Report is to be read with our letter of even date which is annexed as Annexure A an integral part of this report.

For PRAMOD KOTHARI & CO.
COMPANY SECRETARIES

PRAMOD KOTHARI
(Proprietor)
UDIN: F007091B000573657
Membership No. FCS 7091 C.P. 11532

Place: Noida
Date: 12/08/2020

'Annexure A'

To,
The Members,
Seasons Textiles Limited
(CIN: L18101DL1986PLC024058)
26, Froze Gandhi Road (Lower Ground Floor),
Lajpat Nagar 3, New Delhi 110024

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PRAMOD KOTHARI & CO.
COMPANY SECRETARIES

PRAMOD KOTHARI
(Proprietor)
UDIN: F007091B000573657
Membership No. FCS 7091 C.P. 11532

Place: Noida
Date: 12/08/2020

**ANNEXURE 'C' FORMING PART OF DIRECTORS' REPORT
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2020**

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

1. REGISTRATION & OTHER DETAILS:

1. CIN	L18101DL1986PLC024058
2. Registration Date	28.04.1986
3. Name of the Company	SEASONS TEXTILES LIMITED
4. Category/Sub-category of the Company	Company Limited by Shares/Indian Non -Government Company
5. Address of the Registered office & contact details	26, Feroze Gandhi Road, (Lower Ground Floor), Lajpat Nagar - III, New Delhi - 110024.
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153A, First Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Tel: 011-40450193,94,95,96,97; E-mail: admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of other Textiles	139	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN / GLN	Holding/Subsidiary/ Associates	% of Shares held	Applicable Section
N/A	N/A	N/A	N/A	N/A	N/A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March-2020]				No. of Shares held at the beginning of the year [As on 31-March-2019]				% Change during the year (approx.)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4579080	0	4579080	61.13	4579080	NIL	4602973	61.45	0.18
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	4579080	0	4579080	61.13	4579080	0	4602973	61.45	0.18
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	100	0	100	0	100	0	100	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	100	0	100	0.00	100	0	100	0.00	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	55215	3700	58915	0.79	42200	3700	45900	0.61	-0.18
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1044343	719434	1763777	23.55	1064286	705734	1770020	23.63	0.08
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	7010992	13400	714492	9.54	715523	13400	728923	9.73	0.19
c) Others (specify)									
Non-Resident Indians	45515	222100	267615	3.57	44415	219900	264315	3.53	-0.04
Hindu Undivided Families	67595	0	67595	0.90	71273	0	71273	0.95	-0.05
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members/ House	38526	0	38526	0.51	6596	0	6596	0.09	-0.42
Trusts	200	0	200	0.00	200	0	200	0.00	0
Foreign Bodies - D R									
Sub-total (B)(2):-	1952486	958634	2911120	38.87	1944493	942734	2887227	38.55	-0.32
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1952486	958634	2911120	38.87	1944493	942734	28872270	38.55	-0.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6531666	958634	7490300	100.00	6547566	942734	7490300	100.00	0

ii) Shareholding of Promoter & Promoter Group –

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Inderjeet Singh Wadhwa	3168938	42.31	NIL	3192831	42.63	NIL	NIL
2	Neelam Wadhwa	1398312	18.67	NIL	1398312	18.67	NIL	NIL
3	Sumer Singh	1,800	0.02	NIL	1,800	0.02	NIL	NIL
4	Inderjeet Singh Wadhwa (HUF)	10,030	0.13	NIL	10,030	0.13	NIL	NIL
	Total	4579080	61.13	NIL	4602973	61.45		

iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.	Particulars	Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	4579080	61.13	4579080	61.13
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	12-07-2019	1941			
	19-07-2019	2094			
	26-07-2019	389			
	02-08-2019	3612			
	09-08-2019	3086			
	16-08-2019	1700			
	23-08-2019	940			
	30-08-2019	6383			
	06-09-2019	1301			
	13-09-2019	2447			
3	At the end of the year	4602973	61.45	4602973	61.45

iv) Shareholding Pattern of top ten Shareholders:(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name of Shareholder	Shareholding at the beginning of the year (As on 01/04/2019)		Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)				
		No of Shares Held	% To the Total Shares	Transaction Date	Increase /Decrease	Reason		% of Total Shares of the Company
1	MANISH THAKKAR	20880	0.28					
	At the end of the Year	20880	0.28			Balance	20880	0.28
2	MAHENDRA GIRDHARILAL	224498	3.00					
	At the end of the Year	224498	3.00			Balance	224498	3.00
3	KARVY STOCK BROKING LIMITED- CLIENT ACCOUNT-BSE CM	37996	0.51	19-04-2019	100	Purchase	38096	0.51
				26-04-2019	-100	sale	37996	0.51
				03-05-2019	910	Purchase	38906	0.52
				10-05-2019	2050	Purchase	40956	0.55
				17-05-2019	20	Purchase	40976	0.55
				19-07-2019	3235	Purchase	44211	0.59
				26-07-2019	-10319	Sale	33892	0.45
				02-08-2019	3701	Purchase	37593	0.50
				09-08-2019	161	Purchase	37754	0.50
				16-08-2019	-3326	Sale	34428	0.46
				23-08-2019	77	Purchase	34505	0.46
				30-08-2019	-10500	sale	24005	0.32
				31-08-2019	-23940	Sale	65	0
				06-09-2019	15211	Purchase	15276	0.20
				11-10-2019	-10	Sale	15266	0.20
				01-11-2019	18	Purchase	15284	0.20
				08-11-2019	-36	Sale	15248	0.20
				29-11-2019	-10646	Sale	4602	0.20
				14-02-2020	-61	Sale	4541	0.06
				21-02-2020	-130	Sale	4411	0.06
	At the end of the Year	4411	0.06			Balance	4411	0.06
4	SUNIL SHYAM MIRPURI	27550	0.37	12-07-2019	500	Purchase	28050	0.37
				23-08-2019	1100	Purchase	29150	0.39
				31-08-2019	-22631	Sale	6519	0.09
				06-09-2019	23131	Purchase	29650	0.40
				13-09-2019	1800	Purchase	31450	0.42
				20-09-2019	49	Purchase	31499	0.42
				20-03-2020	500	Purchase	31999	0.43
				27-03-2020	2346	Purchase	34345	0.46
	At the end of the Year	34345	0.46			Balance	34345	0.46
5	RAJENDRA DHIRAJLAL GANDHI	25005	0.33	16-08-2019	-25005	Sale	0.33	
	At the end of the Year	0	0.00			Balance	0	0
6	BHARATH C JAIN	22246	0.30					
	At the end of the Year	22246	0.30			Balance	22246	0.30
7	RAMA MEHTA	128604	1.72					
	At the end of the Year	128604	1.72			Balance	128604	1.72
8	PRATIK RAJENDRA GANDHI	60000	0.80	16-08-2019	25005	Purchase	85005	1.13
	At the end of the Year	85005	1.13			Balance	85005	1.13
9	MADHUBEN DHIRAJLAL GANDHI	20000	0.27					
	At the end of the Year	20000	0.27			Balance	20000	0.27
10	SANTOSH SHARMA	80372	1.07					
	At the end of the Year	80372	1.07			Balance	80372	1.07

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Inderjeet Singh Wadhwa (Chairman & Managing Director)	3168938	42.31	3192831	42.63
2	Neelam Wadhwa (Non – Executive Director)	1398312	18.67	1398312	18.67

vi) **INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	22,40,30,158	94,63,568	-	23,34,93,726
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	22,40,30,158	94,63,568	-	23,34,93,726
Change in Indebtedness during the financial year				
* Addition	100,00,000	50,21,000	-	1,50,21,000
* Reduction	1,07,15,402	1,19,88,016	-	2,27,03,418
Net Change	(7,15,402)	(69,67,016)	-	(76,82,418)
Indebtedness at the end of the financial year				
i) Principal Amount	22,33,14,756	24,96,552	-	22,58,11,308
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	22,33,14,756	24,96,552	-	22,58,11,308

vii). **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Managing Director	Whole Time Director	Total Amount
		Mr. Inderjeet Singh Wadhwa	Mrs. Neelam Wadhwa	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	33,74,364/-	21,21,024/-	54,95,388/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	-	28,800
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission-as % of profit- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	34,03,164	21,21,024	55,24,188
	Ceiling as per the Act*			

Note: The remuneration paid to the Executive Directors is within the limits prescribed under the Companies Act, 2013.

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Dr. Pramod Kumar Hari	Dr. Bijoya Kumar Behra	Mr. Manjeet Singh	
1	Independent Directors				
	Fee for attending board & committee meetings	90,000/-	40,000/-	90,000/-	2,20,000/-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Remuneration for Professional services	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	90,000/-	40,000/-	90,000/-	2,20,000/-
	Total Managerial Remuneration				2,20,000/-
	Overall Ceiling as per the Act*				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel	
		Chief Financial Officer	Company Secretary

1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,20,880	5,23,080
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	© Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,22,454	44,220
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	16,43,334	5,67,300

viii). PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding / fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE 'D' FORMING PART OF DIRECTORS' REPORT.

Information in accordance with the section 134(3)(m) of the Companies Act, 2013 read with Rules and forming part of the directors' report.

A) Conservation of energy: -		
1. Energy conservation measures taken:	The Company has installed Energy efficient- automatic shuttle less looms (imported). However, efforts are being made to conserve and save energy wherever required.	
2. Additional Investment and proposals, if any, being implemented for reduction of consumption of energy:	N.A.	
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: (Rs. /Lacs)		
Particulars	Current Year	Previous Year
Foreign Exchange Earnings:	2171.73	2326.26
Foreign Exchange Outgo:	160.85	176.55

Form A: Disclosure of particulars with respect to conservation of energy, power and fuel consumption:

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
(a) Purchased		
Units	1211386	1192834
Total Amounts (Rs. In Lacs)	102.59	98.00
Rate/units(Rs.)	8.47	8.22
(b) Own Generation		
Through Diesel Generator (units)	11385	21608
Unit	2	2
Unit per ltr of diesel oil Costs/unit (Rs.)	32.63	34.36

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 9000 shareholders and presently its shares are listed on Bombay Stock Exchange Limited. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award.

BUSINESS OVERVIEW PRODUCTION:

Seasons Textiles Limited (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.

The company is having a collection of more than 25,000 designs.

During the year the Company has developed about 600 Designs in its own Design Studio for its customers.

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

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

MARKETING AND EXPORTS:

Apart from Indian Market the Company has been exporting its products to USA, Europe, South Africa, Middle East – and Asian Countries – Hongkong, Singapore, Philippines and Malaysia since 1993.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Textile Industry in India is one of the largest segments of the Indian economy. It provides direct employment to many million people. Indian home furnishings manufacturers and home furnishings exporters offers a spectacular range of bedspreads, furnishing fabrics, curtains, rugs, durries, carpets, cushion covers, table covers, linen, kitchen accessories, made-ups, bath linen, and other home furnishings accessories to the nation as well as to the world.

With the increasing textile industry in the country, the furnishing fabric market will also continue to flourish. The home furnishing market is anticipated to witness huge demand with the booming real-estate projects like hotels, hospitals, commercial and big residential apartments.

The Interior Textiles segment of the home furnishings market includes household textiles viz. Carpets and rugs, bedding products, kitchen linen, bathroom furnishings, window treatments, hammocks, table linen, curtains, and upholstery fabrics. It is directly proportionate to the number of houses and the countries having largest number of houses namely India, China and USA, in that order, are the largest markets for home furnishings.

The global trade of Home textile is expected to grow in the coming years. The majority of home textiles are produced in Asia. Lower prices and high volume products have contributed to the expansion of exports particularly from India and China.

OUTLOOK:

Indians have well understood the importance of staying one step ahead of developments in the world economic environment. The industry is now preparing itself to take share of opportunities expected to arise out of the market freed from quota restrictions and other trade barriers. Business collaborations with foreign players, creation of buying offices and Government's effort to enhance quality production and export are many visible signs of Indians coming into force on the global market.

OPPORTUNITIES AND THREATS:

The local textile sector is now at a critical stage where it should prepare itself to rise and grab the opportunities that are available through liberalization of the international market. Manufacturers however, were caught in inadvertence as new players started to creep on the market at a time when most operators had attention on imminent opportunities coming from a quota-free market. Strategies and policies were mainly targeted towards expansion and modernization leaving more space to domestic players. Now it obviously appears that the latter have had ample freedom to strengthen them and they are now more prepared than export-oriented companies.

Lack of competition is eroding enthusiasm. With the removal of quotas and similar trade barriers, observers expect the market to provide new opportunities. China's impressive production capacity and its growing strength compelled Europe, USA and Indian markets to some serious reflections. Now, undoubtedly India has good cards to play. With traders realizing the threat of relying on a single manufacturing source such as China, India could do well in proposing a valuable alternative to buyers on the international scene, but this is only possible through an adequate and appropriate development strategy and macro-economic policy.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate systems of internal control in place commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions, proper authorization and ensuring compliance of corporate policies.

The Company has engaged the services of an independent Chartered Accountant to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction is appropriately authorized, recorded and reported. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The employee strength of the Company is 175 people at its manufacturing plants and administrative office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

The company enjoyed excellent relationship with workers and staff during the last year.

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 and EURO 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 but, to develop such systems and follow such practices and procedures to satisfy the spirit of the law.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

The Company is in compliance with the requirements stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

BOARD OF DIRECTORS: 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The details of composition of the board of directors are as follows:

Name and designation/Category	No. Of Board meeting attended	Last AGM attended	Other Directorship/ Committee membership/ Chairmanship		
			Directorship	Committee Membership	Committee Chairmanship
Mr. Inderjeet Singh Wadhwa Chairman and Managing Director	4	Yes	0	0	0
Mrs. Neelam Wadhwa Whole time Director	2	Yes	0	0	0
Dr. Bijoya Kumar Behera Non-Executive Independent Director	3	No	1	3	0
Dr. Pramod Kumar Hari Non-Executive Independent Director	4	No	0	0	0
Manjeet Singh Non-Executive Independent Director	4	No	1	1	2

Only Audit Committee, Shareholder's Relationship and Nomination & Remuneration Committee are considered for the purpose of Committee positions as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Board Procedures

Detailed agenda with explanatory notes and all other related information is circulated to the members of the Board in advance of each meeting. Detailed presentations are made to the Board covering all major functions and activities. The requisite strategic and material information is made available to the Board to ensure transparent decision making by the Board.

Board Independence

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013.

Details of Board Meetings

During the year under review the Board of Directors met Four (4) times as follows: -

30th May, 2019, 13th August, 2019, 13th November, 2019 and 11th February, 2020

INDEPENDENT DIRECTORS

All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 ("Act") and the Rules framed thereunder.

An Independent Director shall possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business. Independent Directors, viz. Mr. Bijoya Kumar Behra and Mr. Pramod Kumar Hari, do not have any pecuniary relationships or transactions with the Company except for the sitting fees drawn for attending the meetings of the Board and Committee(s) thereof.

The Company Board has adopted a Familiarization Programme for Independent Directors, ("The Familiarization Programme"). The Programme lays down, in detail, the Familiarization procedure of Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

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.

Performance evaluation of Directors:

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done of the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role and Accountability

- a) Understanding the nature and role of Independent Directors' position.
- b) Understanding of risks associated with the business.
- c) Application of knowledge for rendering advice to management for resolution of business issues.
- d) Offer constructive challenge to management strategies and proposals.
- e) Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- a) Non-partisan appraisal of issues.
- b) Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- a) Heading Board Sub-committees.
- b) Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- a) Commitment to role & fiduciary responsibilities as a Board member.
- b) Attendance and active participation.
- c) Proactive, strategic and lateral thinking.

Meeting of Independent Directors: During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

Familiarization Programme: Your Company follows a structured orientation and familiarization programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

Code of Conduct: Your Company has adopted a Code of Conduct for members of the Board and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company.

Your Company has received confirmations from all concerned regarding their adherence to the said Code.

As per the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management.

The full text of the Code is furnished in this Report and also hosted on the Company's website under the web link www.seasonsworld.com.

Code pursuant to (Prohibition of Insider Trading) Regulations, 2015

In the Board Meeting held on 6th February, 2015, the Board approved establishment of the required codes as per above regulations.

Accordingly, (i) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (ii) Code of Internal Procedures & Conduct for Regulating, Monitoring & Reporting of Trading by Insiders were established. The codes are published on the web site of the Company.

AUDIT COMMITTEE: Seasons Textiles Limited has a qualified and independent Audit Committee, with Mr. Manjeet Singh (Non-Executive Independent Director) Mrs. Neelam Wadhwa (Whole Time Director) and Dr. Pramod Kumar Hari (Non-Executive Independent Director). 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 177 of the Companies Act, 2013 as follows:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters
- (ix) overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- (x) recommending the appointment and removal of external auditors, fixation of audit fee and approval for payment of any other services;
- (xi) reviewing with management the quarterly and annual financial results before submission to the Board;
- (xii) reviewing with management the annual financial statements of the subsidiary companies;
- (xiii) reviewing the adequacy of internal control systems with the management, external auditors and internal auditor;
- (xiv) reviewing the adequacy of internal audit function;
- (xv) discussing with internal auditor any significant findings and reviewing the progress of corrective actions on such issues;
- (xvi) reviewing the findings of any internal investigations by the internal auditor in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and then reporting such matters to the Board;
- (xvii) To review the functioning of the Whistle Blower Mechanism, in case the same is existing

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	No. of Meetings Attended	No. of Meetings	Date of Meetings
1	Mr. Manjeet Singh- Chairman	4	4	30 th May, 2019, 13 th August, 2019, 13 th November, 2019 and 11 th February, 2020
2	Mrs. Neelam Wadhwa- Member	4	4	
3	Dr. Pramod Kumar Hari - Member	4	4	

INTERNAL AUDITORS:

The Company has appointed M/s 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.

NOMINATION & REMUNERATION COMMITTEE:

The Company constituted Nomination & Remuneration Committee with the requirement of the companies Act 2013. 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.

Terms of Reference:

The Nomination & Remuneration Committee shall exercise such powers, role, carry out functions and duties as provided in the Companies Act, 2013, applicable rules and regulations and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with BSE and as may be decided/delegated by the Board from time to time which, inter alia, includes recommending appropriate compensation packages for Directors and other top executive(s) to retain best available personnel in key positions.

The role of Nomination and Remuneration Committee is as follows:

- determining / recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining / recommending the criteria for qualifications, positive attributes and independence of Directors;
- identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

Composition: The constitution of the Nomination & Remuneration Committee is as follows:

S. No.	Name of Directors	Status	Category of Membership
1	Dr. Pramod Kumar Hari	Chairman	Independent, Non-executive
2	Dr. Bijoya Kumar Behera	Member	Independent, Non-executive
3	Mr. Manjeet Singh	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 Independent directors draw any remuneration from the company except sitting fees for attending each meeting of Board of Directors, Audit Committee and Nomination & 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 and Whole time Director.

Name	Salary	Perquisites & Other benefits	Total
Mr. Inderjeet Singh Wadhwa	Rs. 33,74,364/-	Rs. 28,800/-	Rs. 34,03,164/-
Mrs. Neelam Wadhwa	Rs. 21,21,024/-	-	Rs. 21,21,024/-

b) The Non-Executive Directors are paid by way of sitting fees (subject to TDS) 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
Dr. Pramod Kumar Hari	Rs. 90,000/-
Dr. Bijoya Kumar Behera	Rs. 40,000/-
Mr. Manjeet Singh	Rs. 90,000/-

Apart from receiving remuneration by way of sitting fees for attending each meeting of the board and audit committee, none of the Independent Director had any pecuniary relationship or transactions with the company during the year ended on 31st March, 2020.

STAKEHOLDERS RELATIONSHIP COMMITTEE: The company constituted Stakeholders Relationship Committee with the requirement of the Section 178 of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The Board has constituted Stakeholders Relationship Committee of two members.

Functions: The Committee exercise such powers, role, carry out functions and duties as provided in the Act, applicable rules and regulations and SEBI (Listing

Obligation and Disclosure Requirement) Regulation, 2015 with BSE and as may be decided/delegated by the Board from time to time including considering and resolving the grievances of the security holders of the company.

The broad terms of reference of the said Committee are as follows:

1. To look into the redressal of grievances such as transfer of security, non-receipt of annual reports, dividends, interest, etc. of various stakeholders of the Company viz. shareholders and other security holders, if any.
2. To approve and monitor transfers, transmission, splitting, consolidation, dematerialization, rematerialisation of securities issued by the Company and issue of duplicate security certificates.
3. To expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to the registrar and share transfer agents.

Composition: The constitution of the Stakeholders Relationship Committee cum Share Transfer Committee is as under: -

Name of the Members	Category
Mrs. Neelam Wadhwa	Chairman (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. 2019 to 31.03.2020	Nil
Number of Complaints attended/resolved	Nil
Number of pending complaints as on 31.03.2020	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
2016-17	29.09.2017	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block – 110082	—
2017-18	28.09.2018	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block – 110082	1. To borrow from Bank or Financial Institution(s) and/or any other Lending Institutions provided that the total amount of borrowing shall not exceed the sum of Rupees 100 Crores (Rupees Hundred Crores Only) 2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.
2018-19	23.09.2019	Royal Vatika, Main Bus Stand, Khera Khurd, Delhi – Alipur Block–110082	1 Re Appointment of Managing Director 2 Regularization of Independent Non-executive Director 3 Reappointment of Mr. Pramod Kumar Hari as a Independent Director for a second term of five consecutive years. 4 Reappointment of Mr. Bijoya Kumar Behera as a Independent Director for a second term of five consecutive years. 5 Alteration of objects clause of Memorandum of Association of the company.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in form AOC-2 is not required. Further, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and Board for approval. The transactions entered into pursuant to the approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationship on transactions vis-a-vis the Company.

DISCLOSURES

- Related Party transactions:** The details of transactions, if any, with related parties are placed before the audit committee on quarterly basis.
- 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.
- 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.
- 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).
- Vigil Mechanism:** As per Sec. 177(9) of the Companies Act, 2013, applicable Rules and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the company has established a vigil mechanism (whistle blower policy) for their directors and employees to report their genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Audit Committee.
The Whistle Blower Policy has been disclosed on the Company's website at www.seasonsworld.com and circulated to all the Directors/ Employees.
- 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.
- 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.
- CEO/CFO CERTIFICATION:** The Managing Director and CFO certification on the financial statements and internal controls relating to the financial reporting for financial year ended 2020 is enclosed with the report.

MEANS OF COMMUNICATION: The quarterly results of the Company are published in leading and widely circulated English/Hindi national like Business Standard, Financial Express, Jansatta, Mint, Rastriya Sahara etc. as per the requirements of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with the Stock Exchange. The results are also mailed to the Stock Exchange where the shares of the company are listed. The Financial Results of the Company are also available at the www.bseindia.com and Companies web site www.seasonsworld.com. The Annual Report of the Company is also sent to all the members at their registered address.

GENENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

The 34th Annual General Meeting is Scheduled as under: -

Date : 23rd December, 2020 (Wednesday)

Time : 11:30 A.M.

Venue : Through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024 shall be deemed as the venue for the Meeting.

ii. Financial Calendar (Tentative):

Unaudited Financial results for the quarter ended 30th June, 2020	September, 2020
Unaudited Financial results for the quarter ended 30th September, 2020	November, 2020
Unaudited Financial results for the quarter ended 31 st December, 2020	February, 2021
Audited Financial results for the quarter ended 31 st March, 2021	May, 2021

iii. Book Closure Period: 19-12-2020 to 23-12-2020 (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

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 2019-2020.

DATE	High	Low	Close Price
April, 2019	9.76	7.28	9.61
May, 2019	10.45	6.76	7.80
June, 2019	9.42	6.51	7.20
July, 2019	8.89	5.92	6.99
August, 2019	7.64	4.81	6.50
September, 2019	9.40	4.95	6.91
October, 2019	8.80	5.70	8.39
November, 2019	9.80	6.10	7.00
December, 2019	8.93	6.00	7.29
January, 2020	7.88	5.62	6.84
February, 2020	7.76	6.36	6.95
March, 2020	6.90	5.05	5.18

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: 011-64732681-88, Fax: 011-26292681, E-mail: admin@skylinerta.com

vii. Share Transfer System:

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

viii. Shareholding Pattern: The Shareholding Pattern of the Company as at 31st March, 2020 is as follow:

Category of Shareholders	No of Shares held	% of Held
Promoters	4602973	61.45
Financial Institutions / Banks	100	0.00
Foreign Institution Investors	0	0.00
Bodies Corporate	45900	0.61
NRI/OCS	264315	3.53
Public Trust	200	0.00
HUF	71273	0.95
Clearing Members	6596	0.09
Other Public Shareholders	2498943	33.37
Grand Total	7490300	100.00

ix. The Distribution Schedule of the Company as at 31st March, 2020 is as follows:

Shareholding	Number of shareholders	% to Total	No. of Shares	% to Total
Up To 5,000	8421	92.48	12435080	16.60
5001 To 10,000	449	4.93	3611990	4.82

10001 To 20,000	140	1.54	2097440	2.80
20001 To 30,000	30	0.33	751310	1.00
30001 To 40,000	13	0.14	487540	0.65
40001 To 50,000	15	0.16	705730	0.94
50001 To 1,00,000	16	0.18	1141770	1.52
1,00,000 and Above	22	0.24	53672140	71.66
Total	9106	100	74903000	100

x. Dematerialization of Shares:

The equity shares of the company are eligible for dematerialization. The status of dematerialized and physical shares as on 31st March, 2020 is given as under:

NAME OF DEPOSITORY	NUMBER OF SHARES	% OF TOTAL ISSUED CAPITAL
Central Depository Services (India) Limited	5228044	69.80
National Securities Depository Limited	1319522	17.61
Physical	942734	12.59
Total	7490300	100.00

x. Plant Location: Plot No. 466-67, HSIIDC Industrial Estate, Barhi, Phase – I, 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.:

Mr. Saurabh Arora
cs.stl@seasonsworld.com
Tel. Nos (0120) 4690000, Fax Nos (0120) 4351485

CEO / CFO CERTIFICATION

To

The members of

Seasons Textiles Limited.

We, Mr. Inderjeet Singh Wadhwa, Managing Director and Mr. Sanjay Katyal, Chief Financial Officer of the Company, hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that:
 - (i) there has not been any significant changes in internal control over financial reporting during the year under the reference;
 - (ii) there has not been any significant changes in accounting policies except to the extent already disclosed in the financial statement(s); and
 - (iii) there are no instances of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : New Delhi
Date : 14/09/2020

Inderjeet Singh Wadhwa
Managing Director
DIN No.: 00007009

Sanjay Katyal
Chief Financial Officer

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

**To the members of
Seasons Textiles Limited.**

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31st March 2020, as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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 Pramod Kothari & Co.
Company Secretaries**

**Place : New Delhi
Date : 14/09/2020**

**(Pramod Kothari)
Membership No. FCS 7091
C.P. No. 11532**

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, 2020, 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
Dated: 14/09/2020**

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SEASONS TEXTILES LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of SEASONS TEXTILES LIMITED ("the company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (collectively referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 with respect to preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of The Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence

obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and 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, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - h) In our opinion and to the best of our information, the remuneration paid by the company to its directors during the year in in accordance with the provision of Section 197 of The Act.

**For M/s Rakesh Varshney & Associates,
Chartered Accountants,
Firm's Registration Number- 022399N**

**C.A Rakesh Chandra Varshney
Proprietor
Membership No. . 086048
UDIN-20086048AAAAA1527**

**Place : New Delhi
Dated : 29.06.2020**

“ANNEXURE A” TO THE AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF THE SEASONS TEXTILES LIMITED ON THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2020

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that: -

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories have been periodically physically verified by the management. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
- (iii) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Consequently, the requirement of clause 3(iii) (a) (b) and (c) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- (iv) The company does not have any loans, investments, guarantees and security referred to in section 185 and 186 of the companies act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The nature of the Company’s business is such that maintenance of cost records specified by the Central Government under sub section (1) of section 148 of The Act, is not applicable.
- (vii) (a) According to the records, information and explanations provided to us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income Tax, Goods and Service Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at March 31st, 2020 for a period of more than six months from the date they became payable.
- (b) There is no amount in respect of Income Tax, Goods and Service Tax and Cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) 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.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanation given to us, the term loans raised during the year have been applied for the purposes for which they were obtained.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For M/s Rakesh Varshney & Associates,
Chartered Accountants,
Firm’s Registration Number- 022399N**

**C.A Rakesh Chandra Varshney
Proprietor
Membership No. 086048**

Place: New Delhi

Dated: 29.06.2020

ANNEXURE- B TO THE AUDITORS REPORT OF THE EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF SEASONS TEXTILES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Seasons Textiles Limited ("the Company") as of 31 March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s Rakesh Varshney & Associates,
Chartered Accountants,
Firm's Registration Number- 022399N**

**C.A Rakesh Chandra Varshney
Proprietor
Membership No. 086048**

**Place: New Delhi
Dated: 29.06.2020**

SEASONS TEXTILES LIMITED
BALANCE SHEET AS AT 31ST MARCH 2020

(Rs.)

PARTICULARS	NOTES	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	3628,34,032	36,80,49,636
(b) Intangible Assets	4	162,34,783	1,79,68,117
(c) Financial Assets			
(i) Other Financial Assets	5	22,46,209	30,46,209
(d) Other Non-Current Assets	6	14,72,392	-
Total Non-Current Assets		38,27,87,416	38,90,63,962
(2) Current Assets			
(a) Inventories	7	1584,41,884	15,43,20,179
(b) Financial Assets			
(i) Trade Receivables	8	682,04,005	7,12,46,079
(ii) Cash and Cash Equivalents	9	84,47,944	87,70,801
(iii) Current Financial Assets	10	213,31,179	2,84,14,317
(c) Other Current Assets	11	175,35,413	2,48,76,128
Total Current Assets		2739,60,425	28,76,27,504
Total Assets		6567,47,841	67,66,91,466
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	749,03,000	7,49,03,000
(b) Other Equity	13	2910,50,016	29,22,78,778
Total Equity		3659,53,016	36,71,81,778
(2) LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	1480,82,748	15,33,99,046
(b) Employee Benefit Obligations	15	-	3,88,695
(c) Deferred Tax Liabilities (Net)		211,67,485	2,41,31,055
Total Non-Current Liabilities		1692,50,233	17,79,18,796
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	777,28,560	8,00,94,680
(ii) Trade Payables	17	169,90,454	2,12,08,081
(iii) Other Financial Liabilities	18	205,05,155	2,32,39,752
(b) Short Term Provisions		-	-
(c) Current Tax Liability (Net)	19	38,43,098	36,56,049
(d) Other Current Liabilities	20	24,77,325	33,92,330
Total Current Liabilities		1215,44,592	13,15,90,892
Total Liabilities		2907,94,825	30,95,09,688
Total Equity and Liabilities		6567,47,841	67,66,91,466

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

As per our Separate Report of even date attached

For M/s Rakesh Varshney & Associates
Chartered Accountants
Firm's Registration Number- 022399N

CA Rakesh Chandra Varshney
Proprietor
Membership No. 086048

Place: New Delhi
Date: 29/06/2020
UDIN-20086048AAAAV1527

For and on behalf of the Board

INDERJEET S. WADHWA
Chairman & Managing Director

NEELAM WADHWA
Director

SANJAY KATYAL
Chief Financial Officer

KAVITA RANI
Company Secretary

SEASONS TEXTILES LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2020

(Rs.)

	PARTICULARS	NOTES	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
I	INCOME			
	a) Revenue from Operations	21	3358,58,906	37,52,07,842
	b) Other Income	22	5,31,214	6,88,718
	TOTAL INCOME		3363,90,120	37,58,96,560
II	EXPENSES			
	a) Cost of Materials Consumed	23	1564,54,381	18,32,11,377
	b) Increase / Decrease in Inventories	24	(59,90,934)	(84,94,274)
	c) Employee Benefits Expense	25	516,80,603	5,21,07,100
	d) Finance Costs	26	304,93,862	3,08,34,807
	e) Depreciation and Amortization Expense		203,90,656	2,24,69,539
	f) Other Expenses	27	882,83,178	9,07,66,215
	TOTAL EXPENSES		3413,11,746	37,08,94,764
III	Profit / (Loss) before tax and exceptional items (I-II)		(49,21,626)	50,01,796
IV	Exceptional items		-	-
V	Profit / (Loss) before tax and after exceptional items (III-IV)		(49,21,626)	50,01,796
VI	Tax expense			
	Current Tax		4,07,734	44,30,096
	Deferred Tax		(32,71,218)	(29,74,080)
VII	Profit / (Loss) for the year (V-VI)		(20,58,142)	35,45,780
VIII	Other comprehensive income			
	(i) Items that will not be reclassified to profit or loss		11,83,260	1,44,026
	(ii) Income tax (Deferred Tax) relating to items that will not be reclassified to profit or loss		(3,07,648)	(40,068)
			8,75,612	1,03,958
IX	Total comprehensive income for the year (VII+VIII)		(11,82,530)	36,49,738
X	Earnings per equity share			
	Basic		(0.27)	0.47
	Diluted		(0.27)	0.47

Summary of significant accounting policies 2
The accompanying notes are an integral part of the financial statements
As per our Separate Report of even date attached

For M/s Rakesh Varshney & Associates
Chartered Accountants
Firm's Registration Number- 022399N

CA Rakesh Chandra Varshney
Proprietor
Membership No. 086048

For and on behalf of the Board

INDERJEET S. WADHWA
Chairman & Managing Director

NEELAM WADHWA
Director

Place: New Delhi
Date: 29/06/2020
UDIN-20086048AAAAAV1527

SANJAY KATYAL
Chief Financial Officer

KAVITA RANI
Company Secretary

SEASONS TEXTILES LIMITED				
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2020				
A	PARTICULARS	YEAR ENDED 31ST MARCH, 2020	YEAR ENDED 31ST MARCH, 2019	(Rs.)
	CASH FLOW FROM OPERATING ACTIVITIES			
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	(49,21,626)		50,01,796
	ADJUSTMENT FOR			
	DEPRECIATION	203,90,656	2,24,69,539	
	INTEREST INCOME	(5,10,226)	(5,96,994)	
	LOSS/ PROFIT ON SALE OF FIXED ASSETS	-	9,85,454	
	PRIOR PERIOD ADJUSTMENT	(46,232)	-	
	OTHER COMPREHENSIVE INCOME	11,83,260	1,44,026	
	INTEREST/FINANCE CHARGES	304,93,862	3,08,34,807	5,38,36,832
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	465,89,694		5,88,38,628
	ADJUSTMENT FOR			
	TRADE AND OTHER RECEIVABLES	159,93,535	(2,37,64,420)	
	INVENTORIES	(41,21,705)	(1,23,56,863)	
	TRADE AND OTHER PAYABLES	(78,67,229)	34,12,235	
	CHANGE IN LONG TERM PROVISIONS	(3,88,695)	3,88,695	
	CHANGE IN SHORT TERM PROVISIONS	1,87,049	4,00,948	
		38,02,955		(3,19,19,405)
	CASH GENERATED FROM OPERATIONS	503,92,649		2,69,19,223
	INTEREST/FINANCE CHARGES PAID	(304,93,862)	(3,08,34,807)	
	DIRECT TAXES PAID	(4,07,734)	(44,30,096)	
		(309,01,596)		(3,52,64,903)
	NET CASH FROM OPERATING ACTIVITIES	194,91,053		(83,45,680)
B	CASH FLOW FROM INVESTING ACTIVITIES			
	PURCHASE OF FIXED ASSETS	(134,41,718)	(12,02,88,346)	
	SALE / TRANSFER OF FIXED ASSETS	-	4,44,18,970	
	MOVEMENTS IN LONG TERM DEPOSITS	8,00,000	7,15,330	
	INTEREST INCOME	5,10,226	5,96,994	
	NET CASH USED IN INVESTING ACTIVITIES	(121,31,492)		(7,45,57,052)
C	CASH FLOW FROM FINANCING ACTIVITIES			
	PROCEEDS / REPAYMENT OF LONG-TERM BORROWINGS (NET)	(53,16,298)	8,07,58,949	
	PROCEEDS/ REPAYMENT OF SHORT-TERM BORROWINGS (NET)	(23,66,120)	(79,59,124)	
	NET CASH USED IN FINANCING ACTIVITIES	(76,82,418)		7,27,99,825
	NET INCREASE IN CASH AND CASH EQUIVALENTS	(3,22,857)		(1,01,02,907)
	OPENING BALANCE OF CASH AND CASH EQUIVALENTS	87,70,801		1,88,73,708
	CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	84,47,944		87,70,801

NOTES:

- (1) Cash and cash equivalents comprise 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 M/s Rakesh Varshney & Associates
Chartered Accountants
Firm's Registration Number- 022399N

For and on behalf of the Board

CA Rakesh Chandra Varshney
 Proprietor
 Membership No. 086048

INDERJEET S. WADHWA
 Chairman & Managing Director

NEELAM WADHWA
 Director

Place: New Delhi
 Dated: 29/06/2020
 UDIN-20086048AAAAV1527

SANJAY KATYAL
 Chief Financial Officer

KAVITA RANI
 Company Secretary

SEASONS TEXTILES LIMITED

Statement of changes in Equity

A Equity Share Capital

Particulars	Note	Amount
		Rs.
As at 31 March, 2019		7,49,03,000
Changes in Equity Share Capital	11	-
As at 31 March, 2020		7,49,03,000

B Other equity

Particulars	Capital Reserve	General Reserve	Securities Premium Reserve	Fair Valuation Reserve	Retained Earnings	Items of Other Comprehensive Income	TOTAL EQUITY
	Rs	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Balance as at 31 March, 2019	1,06,07,080	1,99,18,184	75,00,000	13,25,32,008	1211,96,539	5,24,967	2922,78,778
- Total Comprehensive income for the Year	-	-	-	-	(20,58,142)	8,75,612	(11,82,530)
- Prior Period Adjustment	-	-	-	-	(46,232)	-	(46,232)
					(21,04,374)	8,75,612	(12,28,762)
Balance as at 31 March, 2020	1,06,07,080	1,99,18,184	75,00,000	13,25,32,008	1190,92,165	14,00,579	2910,50,016

As per our Separate Report of even date attached

For M/s Rakesh Varshney & Associates
Chartered Accountants
Firm's Registration Number- 022399N

CA Rakesh Chandra Varshney
Proprietor
Membership No. 086048

For and on behalf of the Board

INDERJEET S. WADHWA
Chairman & Managing Director

NEELAM WADHWA
Director

Place: New Delhi
Dated: 29/06/2020
UDIN-20086048AAAAV1527

SANJAY KATYAL
Chief Financial Officer

KAVITA RANI
Company Secretary

SEASONS TEXTILES LTD.
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 (except Land which is recognized at deemed cost on the basis of fair values), in accordance with, the Indian Accounting Standards (Ind As) and the relevant provisions of the Companies Act, 2013. The Ind As are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

B. Statement of Compliance:

The financial statements have been prepared in accordance with Ind-AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

C. Use of Estimates:

The preparation of financial statements in conformity with Ind AS requires management to make 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.

D. Property, Plant & Equipment:

All Property, Plant & Equipment are capitalised at cost inclusive of installation and directly attributable expenses.

Property, Plant & Equipment except Land are stated at cost. Land is stated at fair valuation done based on the principles of Ind AS 113 and the principles defined in the Ind AS 16. 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

E. Intangible Assets:

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

F. Depreciation:

Depreciation on Property, Plant & Equipment has been charged on straight line method and provided over the useful life of the assets based on the useful life for the tangible assets prescribed under Schedule II of Companies Act, 2013.

The cost of Intangible assets is amortized over a period of fifteen years the estimated economic useful life of the assets.

G. Inventories :

Inventories are valued at lower of cost and net realizable value as estimated by the management. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The principles of First in first out have been used in the valuation of Inventories.

H. Foreign Currency Transactions and Translations:

The functional currency of the Company is Indian Rupees. These financial statements are presented in Indian Rupees. Foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the statement of profit and loss in the period in which they arise.

I. Revenue Recognition:

Revenue recognition have been adhered based upon the principles of Ind AS 18. Based on the principles as mentioned in the standards, following have been adhered:

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 GST. 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.

J. Provisions, Contingent Liabilities and Contingent Assets:

For the provisions, contingent liabilities and contingent assets, provisions of Ind AS 37 have been adhered. 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. Contingent Assets are also 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.

K. Employees Benefits:

Ind AS 19 on the aspects of employee benefits have been adhered and the actuarial impact have been shown in the other comprehensive income.

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

L. 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, using the balance sheet approach, 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 realization of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Ind AS 12 principles have been adhered on the calculation of deferred taxes using the Balance sheet approach and the same are accounted in the non current assets/ liabilities depending upon the workings on the amounts provided.

M. 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.

N. Impairment of Assets:

Intangible Assets and property, plant & equipment

Intangible assets and property, plant & equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such case, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) has no impairment loss been recognized for the asset in prior years.

Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair value through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

O. Earnings Per Share:

The earnings considered in ascertaining the Company's EPS comprises of net profit after tax. 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.

P. Fair Value Measurement:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market price in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lower level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Seasons Textiles Ltd. determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosure, Seasons Textiles Ltd. has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumption
- Quantitative disclosures of fair value measurement hierarchy

Q. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- (a) expected to be realised in, or is intended to be sold or consumed in normal operating cycle;
- (b) held primarily for the purpose of being traded;

- (c) expected to be realised within 12 months after the reporting date; or
- (d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A Liability is current when:

- (e) it is expected to be settled in normal operating cycle;
- (f) it is held primarily for the purpose of being traded;
- (g) it is due to be settled within 12 months after the reporting date; or
- (h) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

R. Risk Management and disclosures:

In compliance with Ind AS 107 with regard to disclosures - The nature and extent of risks arising from financial instruments to which Seasons Textiles Limited is exposed during the period and at the end of the reporting period, and how Seasons Textiles Limited is managing these risks.

i) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including loans/advances etc given to employees.

ii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk:

1. Currency rate risk,
2. Interest rate risk and
3. Other price risks, such as equity price risk and commodity risk.

Financial instruments affected by market risk include loans and borrowings, deposits and investments.

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company is into export business as well and there are risks in relation to foreign currency exposure for the un-hedged portion.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Environment: -The company operates in a market-oriented environment. There is a stiff competition from various players in the domestic and international market as well.

Any variation in prices of material, interest rate, currency exchange rate variations and other price risk variations impact the profitability of the company.

Management of those Risks (mitigants)-

1. The Company extends credit to customers in normal course of business. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored and any expected losses are provided for as well.
2. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are mainly Distributors and exports and the past track records do not envisage any defaults on the payments seen so far and all payments are either through LC or through secured payments.
3. The Company does not envisage either impairment in the value of receivables from customers or loss due to time value of money due to delay in realization of trade receivables.
4. However, the Company assesses outstanding trade receivables on an ongoing basis considering changes in operating results and payment behavior and provides for expected credit loss on case-to-case basis.
5. As at the reporting date, company does not envisage any default risk on account of non-realization of trade receivables.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

3. PROPERTY, PLANT AND EQUIPMENT

(Rs.)

PARTICULARS	LEASE HOLD LAND	FREE HOLD LAND	BUILDINGS	DATA PROCESSING EQUIPMENT	ELECTRICAL INSTALLATION & FITTING	OFFICE EQUIPMENTS	FURNITURE & FIXTURES	PLANT & MACHINERY	TUBEWELL	VEHICLES	TOTAL
Gross Carrying Amount As at March 31, 2019	5,33,52,000	13,66,78,185	11,36,62,874	1,52,11,292	1,12,38,471	41,71,203	32,04,158	28,53,64,782	36,070	1,86,16,568	64,15,35,603
Additions Disposals/ Adjustments			1,29,35,000	17,373		80,105		4,09,240			1,34,41,718
As at March 31, 2020	5,33,52,000	13,66,78,185	12,65,97,874	1,52,28,665	1,12,38,471	42,51,308	32,04,158	28,57,74,022	36,070	1,86,16,568	65,49,77,321
Accumulated Depreciation As at March 31, 2019	-	-	2,55,35,777	62,85,588	42,70,279	32,88,747	25,53,419	22,28,84,487	34,266	86,33,404	27,34,85,967
Depreciation for the Year	-	-	36,27,477	8,21,148	6,69,334	2,39,961	83,523	1,14,15,210	-	18,00,669	1,86,57,322
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2020	-	-	2,91,63,254	71,06,736	49,39,613	35,28,708	26,36,942	23,42,99,697	34,266	1,04,34,073	29,21,43,289
Net Carrying Amount As at March 31, 2020	5,33,52,000	13,66,78,185	9,74,34,620	81,21,929	62,98,858	7,22,600	5,67,216	5,14,74,325	1,804	81,82,495	36,28,34,032
As at March 31, 2019	5,33,52,000	13,66,78,185	8,81,27,097	89,25,704	69,68,192	8,82,456	6,50,739	6,24,80,295	1,804	99,83,164	36,80,49,636

SEASONS TEXTILES LTD
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

4. INTANGIBLE ASSETS

(Rs.)

PARTICULARS	COMPUTER SOFTWARE	TOTAL
<u>Gross Carrying Amount</u>		
As at March 31, 2019	681,03,861	681,03,861
Additions	-	-
Disposals	-	-
As at March 31, 2020	681,03,861	681,03,861
<u>Accumulated Depreciation</u>		
As at March 31, 2019	501,35,744	501,35,744
Amortisation for the year	17,33,334	17,33,334
Disposals	-	-
As at March 31, 2020	518,69,078	518,69,078
<u>Net Carrying Amount</u>		
As at March 31, 2020	162,34,783	162,34,783
As at March 31, 2019	179,68,117	179,68,117

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
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5. OTHER NON-CURRENT FINANCIAL ASSETS

Security Deposits	22,46,209	30,46,209
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TOTAL	22,46,209	30,46,209
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6. OTHER NON - CURRENT ASSETS

Employee Benefits (Gratuity)	14,72,392	-
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TOTAL	14,72,392	-
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7. INVENTORIES

(Valued at lower of Cost and Net Realizable value)

Raw Materials	1085,16,553	1096,49,948
Stock in Process	90,18,903	95,83,098
Spare Parts	16,59,674	23,95,508
Finished Goods	392,46,754	326,91,625

TOTAL	1584,41,884	1543,20,179
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8. TRADE RECEIVABLES

Unsecured, considered good	682,04,005	712,46,079
TOTAL	682,04,005	712,46,079

9. CASH AND CASH EQUIVALENTS

Balances with Bank	8,50,654	16,13,684
Cash on Hand	1,73,133	1,92,162
Balances with banks to the extent held as margin money	74,24,157	69,64,955
TOTAL	84,47,944	87,70,801

10. CURRENT FINANCIAL ASSETS
(Unsecured, considered good unless otherwise stated)

Other Loans and Advances	213,31,179	284,14,317
TOTAL	213,31,179	284,14,317

11. OTHER CURRENT ASSETS
(Unsecured, considered good unless otherwise stated)

Prepaid Expenses	8,81,076	10,30,183
Balance with Statutory Authorities	28,87,340	52,87,910
Advance Recoverable in Cash or Kind	137,66,997	185,58,035
TOTAL	175,35,413	248,76,128

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
12. SHARE CAPITAL		
AUTHORISED		
1,20,00,000 (As at March 31, 2019 1,20,00,000) Equity Shares of Rs.10/- each	1200,00,000	1200,00,000
ISSUED, SUBSCRIBED AND PAID-UP		
74,90,300 (As at March 31, 2019 74,90,300) Equity shares of Rs.10/- each	749,03,000	749,03,000
TOTAL	749,03,000	749,03,000

a) Terms and Rights attached to Equity Shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting .

b) Reconciliation of Equity shares outstanding at the beginning and at the end of the year :

Particulars	Amount (Rs.)
Outstanding as at March 31, 2019	749,03,000
Shares issued during the Year	-
Shares bought back during the Year	-
Outstanding as at March 31, 2020	749,03,000

c) Shareholders holding more than 5% shares in the company

	No. of Shares	%age	No. of Shares	%age
Inderjeet Singh Wadhwa	31,92,831	42.63%	31,68,938	42.31%
Neelam Wadhwa	13,98,312	18.67%	13,98,312	18.67%

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
13. OTHER EQUITY		
Capital Reserve	106,07,080	106,07,080
General Reserve	199,18,184	199,18,184
Securities Premium Reserve	75,00,000	75,00,000
Fair valuation Reserve	1325,32,008	1325,32,008
Ratained Earnings		
Opening balance	1211,96,539	1176,50,759
Net Profit for the year	(20,58,142)	35,45,780
Prior Period adjustment	<u>(46,232)</u>	<u>-</u>
Closing balance	1190,92,165	1211,96,539
Other Comprehensive Income		
Opening balance	5,24,967	4,21,009
Add: Remeasurements of Defined Employee Benefits Plan	<u>8,75,612</u>	<u>1,03,958</u>
	<u>14,00,579</u>	<u>5,24,967</u>
TOTAL	<u>2910,50,016</u>	<u>2922,78,778</u>

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
14. BORROWINGS		
Secured		
Term loans		
Deutsche Bank	1494,75,492	1439,10,352
Canara Bank		
-Vehicle loans	41,80,205	67,81,139
Unsecured		
Aditya Birla Finance Limited	23,02,046	46,48,139
Capital First Ltd	-	23,42,352
Edel Weiss Retail Finance Ltd	13,79,645	29,40,479
HDFC Bank Ltd	11,46,477	23,22,798
Hero Fincorp Ltd	6,27,131	22,99,224
Indiabulls Consumer Finance Limited	15,08,004	-
India Infoline Finance Limited	22,65,038	-
Magma Fincorp Ltd.	25,79,552	36,60,769
Tata Capital Financial Services Limited	14,28,721	43,32,765
	1668,92,311	1732,38,017
Less Current maturities of long term debt	188,09,563	198,38,971
TOTAL	1480,82,748	1533,99,046

a. Securities

(i) Term Loan from Deutsche Bank is secured against Flat No.F1 & F2 (First Floor), B1 & B2 (Basement) at 26 Feroze Gandhi Road, Lajpat Nagar III, New Delhi 110024 in the name of relative of the promoter and secured against personal guarantee of promoters and Flat No. G1 & G2 (Ground Floor) at 26, Feroze Gandhi Road, Lajpat Nagar III, New Delhi 110024 which is in the name of the Company.

(ii) Vehicle loans are secured against hypothecation of respective vehicles purchased under hire purchase agreements.

(iii) Unsecured loans are personally guaranteed by the promoter directors.

b. Term of repayment and interest are as follows :

Loan from	Repayment Frequency	Rate of interest p.a.
Secured		
Deutsche Bank	Monthly	10.50%
Unsecured		
Aditya Birla Finance Limited	Monthly	18.00%
Capital First Ltd	Monthly	18.20%
Edel Weiss Retail Finance Ltd	Monthly	19.00%
HDFC Bank Ltd	Monthly	17.25%
Hero Fincorp Ltd	Monthly	18.00%
Indiabulls Consumer Finance Limited	Monthly	19.00%
India Infoline Finance Limited	Monthly	19.00%
Magma Fincorp Ltd.	Monthly	18.50%
Tata Capital Financial Services Limited	Monthly	18.50%

(Rs.)

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
15. EMPLOYEE BENEFIT OBLIGATIONS		
Employee Benefits		
- Gratuity	-	3,88,695
TOTAL	-	3,88,695
CURRENT LIABILITIES		
16. SHORT TERM BORROWINGS		
Loan repayable on demand (secured)*		
From banks		
Canara Bank	777,28,560	800,94,680
TOTAL	777,28,560	800,94,680
<p>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 first exclusive charge on factory Land and Building & Plant and Machinery at B-18, Sector-5, Noida-201 301 (U.P) and Plot No. 466-467, HSIIDC Industrial Estate, Barhi, Sonapat (Haryana).</p>		
17. TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises	23,88,285	9,83,545
Total outstanding dues of creditors other than micro enterprises and small enterprises	146,02,169	202,24,536
TOTAL	169,90,454	212,08,081
18. OTHER FINANCIAL LIABILITIES		
Current maturities of long-term debts	188,09,563	198,38,971
Other Payable	16,95,592	34,00,781
TOTAL	205,05,155	232,39,752
19. CURRENT TAX LIABILITY (NET)		
Current tax liability (net)	38,43,098	36,56,049
TOTAL	38,43,098	36,56,049
20. OTHER CURRENT LIABILITIES		
Advance from customers	34,469	1,63,392
Tax Deducted at Source and Other Statutory Dues	7,64,156	10,03,313
Expenses Payable	16,78,700	22,25,625
TOTAL	24,77,325	33,92,330

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
21. REVENUE FROM OPERATIONS		
Sale of Products-Finished Goods	3160,07,524	3527,53,956
Sale of Services	103,33,636	141,79,461
<u>Other Operating Revenue</u>		
Sale of MEIS Licence	63,74,356	51,25,889
Rebate of State Levies	-	85,223
Duty Draw Back	31,43,390	30,63,313
TOTAL	3358,58,906	3752,07,842

22. OTHER INCOME

Interest Income	5,10,226	5,96,994
Other Non-Operating Income	20,988	91,724
TOTAL	5,31,214	6,88,718

23. COST OF MATERIALS CONSUMED

Yarn	863,88,006	835,60,520
Fabric	700,66,375	996,50,857
TOTAL	1564,54,381	1832,11,377

24. INCREASE / DECREASE IN INVENTORIES
Closing Inventory

Finished Goods	392,46,754	326,91,625
Stock in Process	90,18,903	95,83,098
Total (A)	482,65,657	422,74,723

Opening Inventory

Finished Goods	326,91,625	257,50,229
Stock in Process	95,83,098	80,30,220
Total (B)	422,74,723	337,80,449
Total (B-A)	(59,90,934)	(84,94,274)

25. EMPLOYEE BENEFITS EXPENSE

Salaries, Wages & Perquisites	383,96,813	384,48,385
Contribution to Provident Fund & Others	49,82,564	51,42,691
Directors Remuneration and Perquisites	54,95,388	53,56,014
Gratuity	19,73,393	22,70,588
Staff Welfare Expenses	8,32,445	8,89,422
TOTAL	516,80,603	521,07,100

26. FINANCE COSTS

Interest on Term Loan	1,54,70,176	1,30,16,907
Interest on Bank Loan	61,02,619	64,89,402
Interest on Other Loans	9,73,333	15,65,183
Bank Charges and Commission	30,73,873	51,01,657
Currency Exchange Fluctuation	2,53,603	5,41,140
Finance Charges and Other Charges	46,20,258	41,20,518
TOTAL	3,04,93,862	3,08,34,807

PARTICULARS	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
27. OTHER EXPENSES		
Consumption of Stores and Spares	1,70,626	1,20,105
Power and Fuel	111,79,954	113,97,717
Jobwork Charges	221,30,402	218,08,478
Repairs to Machinery	51,16,230	48,95,851
Repair and Maintenance (Others)	14,78,523	13,29,734
Insurance	17,21,868	17,35,341
Rates & Taxes	8,08,616	11,77,151
Carriage Inward	2,21,922	3,62,759
Design	-	97,905
Communication	6,83,562	7,36,373
Legal and Professional	53,46,418	55,87,473
Payment to Auditors	2,16,000	2,00,000
Internal Audit Fee	4,80,000	4,80,000
Travelling and Conveyance	45,66,749	38,93,199
Printing & Stationery	5,81,602	4,68,087
Books and Periodicals	20,115	18,959
Security Service Charges	5,87,664	4,86,419
Vehicle Running & Maintenance	16,18,878	16,63,312
Office Maintenance and Others	5,15,013	3,43,149
Director's Sitting Fees	2,20,000	1,40,000
Loss on sale of Fixed Assets	-	9,85,454
Charity and Donation	1,33,200	1,53,200
Miscellaneous Expenditure	3,61,272	2,77,141
Balance Written Off	21,04,319	35,31,692
Advertisement & Publicity	21,280	41,356
Commission		
-On Export Sales	133,07,939	140,73,217
-On Domestic Sales	13,52,214	1,36,950
Courier Charges	14,48,347	17,50,713
Packing and Forwarding	17,50,509	15,88,205
Carriage Outward	21,72,092	24,95,734
Exhibition Expenses	13,75,747	12,20,808
Sampling and Product Promotion	2,16,602	1,84,872
Business Promotion	3,02,878	1,42,357
Other Selling Expenses	60,72,637	72,42,504
TOTAL	882,83,178	907,66,215

NOTE-28 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. Foreign bill (Export) Rs.1,73,71,110/- (Previous year Rs.2,36,54,983/-)

Commitments

a. Estimated amount of contract remaining to be executed on Capital Account and not provided for is – NIL

b. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the directors

c. Wherever the balance confirmation is not available from the parties, the balances as appearing in the books of account have been considered.

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

PARTICULARS	YEAR ENDED	YEAR ENDED
	31ST MARCH,2020 (Rs.)	31ST MARCH,2019 (Rs.)
For Statutory Audit	1,60,000	1,60,000
For Tax Audit	40,000	40,000
Total	2,00,000	2,00,000

e. Payment to Directors by way of Remuneration

PARTICULARS	YEAR ENDED	YEAR ENDED
	31ST MARCH,2020 (Rs.)	31ST MARCH,2019 (Rs.)
Salary	36,63,588	35,70,672
Perquisites	18,31,800	17,85,342
P.F. and other funds	4,39,632	4,28,481
Total	59,35,020	57,84,495

f. **Related Party Disclosures:**

Disclosures of Related Party are as given below:

1) **List of Related Parties**

Key management personnel: Inderjeet S. Wadhwa & Neelam Wadhwa.
Relatives: Jasmer Singh Wadhwa, Gursheen Wadhwa & Mandeep Singh Wadhwa.
Other Related Parties: S9 Home Pvt. Ltd., S9 Home LLP

2) **Transaction with related parties**

Nature of Transactions	YEAR ENDED 31 ST MARCH, 2020			YEAR ENDED 31 ST MARCH, 2019			Rs. In lacs
	Key managerial personnel	Relatives	Other Related Parties	Key managerial personnel	Relatives	Other Related Parties	
	1 Sales and other income	-	0.05	32.39	-	-	41.32
2 Purchases	-	-	-	-	-	0.30	
3 Expenditure or services	-	5.21	-	-	-	-	
4 Outstanding Balances- Debtors	-	-	68.74	-	-	94.92	
5 Security deposits	-	-	-	-	8.00	-	
6 Managerial Remuneration	59.35	12.48	-	57.84	16.73	-	

g. **Basic and Diluted Earnings per share (EPS)**

PARTICULARS	YEAR ENDED	YEAR ENDED
	31 ST MARCH, 2020	31 ST MARCH, 2019
Loss available to equity shareholders	(11,82,530)	35,45,780
Weighted average number of Equity shares	74,90,300	74,90,300
EPS (Basic and diluted) Rupees per share	(0.27)	0.47
Nominal Value of Share	Rs.10	Rs.10

h. **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.

i. **Deferred Taxation:**

In accordance with Indian Accounting Standard (IndAS) the deferred tax liability (on account of timing difference) for the current year amounted to Rs. 2,08,59,837/- (Previous year Rs. 2,41,31,055/-).

j. 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.

k. In terms of Ind AS 36 on Impairment of Assets, 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.

l. Tour and Travelling Expenses include Rs. 8,69,349/- (Previous Year Rs. 3,78,479/-) on account of Directors.

m. **VALUE OF IMPORT ON CIF BASIS:**

	YEAR ENDED 31.03.2020 (Rs.)	YEAR ENDED 31.03.2019 (Rs.)
a. Raw Material	1,62,905/-	3,31,060/-

n. **EXPENDITURE IN FOREIGN CURRENCY: -**

PARTICULARS	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
	(Rs)	(Rs)
Travelling	8,69,349	3,78,479
Commission on Sales	1,33,07,939	1,40,73,217
Foreign Bank Charges	6,04,090	14,57,065
Exhibition Expenses	9,90,824	10,16,608
Testing Fees	-	2,74,499
Design Expenses	-	97,905
Spare Parts	3,13,230	3,57,181
TOTAL	1,60,85,432	1,76,54,954

o. **EARNING IN FOREIGN CURRENCY:**

	YEAR ENDED 31.03.2020 (Rs.)	YEAR ENDED 31.03.2019 (Rs.)
FOB Value of Export	21,71,73,875	23,26,25,936

p. **Statement of Cash Flow:**

The Statement of Cash Flow has been compiled from and is based on the Balance Sheet as on March 31, 2020 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 Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flow issued by the Institute of Chartered Accountants of India.

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

For M/s Rakesh Varshney & Associates
Chartered Accountants
Firm's Registration Number- 022399N

For and on behalf of the Board

C.A. Rakesh Chandra Varshney
Proprietor
Membership No. 086048

Inderjeet S. Wadhwa
Chairman & Managing Director

Neelam Wadhwa
Director

Sanjay Katyal
Chief Financial Officer

Kavita Rani
Company Secretary

Place: New Delhi
Date: 29/06/2020
UDIN-20086048AAAAAV1527