

# ANNUAL REPORT 2013-2014



**SEASONS**<sup>®</sup>  
TEXTILES LIMITED



## BOARD OF DIRECTORS

**Mr. Inderjeet Singh Wadhwa**  
Chairman & Managing Director

**Mr. Mandeep Singh Wadhwa**  
Non Executive Director

**Mr. Kailash Chandra Mehra**  
Non Executive Independent Director

**Dr. Pramod Kumar Hari**  
Non Executive Independent Director

**Dr. Bijoya Kumar Behera**  
Non Executive Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

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

#### Registered Office

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

#### Corporate Office

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

#### Manufacturing Plant

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

#### Finishing Unit

A-29, Sector-5, Noida - 201301 (UP)

#### Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd.  
D – 153A, First Floor,  
Okhla Industrial Area, Phase - I,  
New Delhi - 110020  
Tel: 011-26812682, 83, 84  
Fax: 011-26292681  
E-mail: admin@skylinerta.com

#### Statutory Auditors

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

#### Cost Auditors

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

#### Internal Auditors

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

#### Bankers

Canara Bank  
Parliament Street, New Delhi - 110001

#### IDBI Bank Ltd.

Indian Cross Society Building  
1 Red Cross Road,  
Post Bag No. 231, New Delhi - 110001

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## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 28th Annual Report along with the Audited Accounts for the year ended 31st March, 2014.

### FINANCIAL RESULTS

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

Particulars	(Rs./Lacs)	
	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
Total Income	3607.76	3606.62
Expenditure other than Interest and Depreciation	2956.09	2942.12
Interest and Finance charges	348.23	366.79
Depreciation	235.47	233.38
Profit before Tax	67.97	64.33
Provision for Tax	8.34	(21.47)
Profit after Tax	59.63	85.80

### REVIEW OF OPERATIONS

The gross revenue of the company during the year stands at Rs. 3607.76 Lacs as against Rs. 3606.62 Lacs in the previous year. The profit before tax during the year stands at Rs. 67.97 Lacs as against Rs. 64.33 Lacs. The profit after tax during the year is Rs 59.63 Lacs as against Rs. 85.80 Lacs in the previous year.

### LONG TERM AND SHORT TERM BORROWINGS

During the year under review, your Company has both long term and short term borrowings, aggregating to Rs. 1629.78 Lacs.

### DIVIDEND

In order to plough back profits for future requirements of the company your Directors do not recommend any dividend for the year ended March 31, 2014.

### FIXED DEPOSITS

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

### INSURANCE

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

### LISTING PARTICULARS

The Equity Shares of the Company are listed on the Bombay Stock Exchange and Calcutta Stock Exchange.

### DIRECTORS

Mr. Mandeep Singh Wadhwa who retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment and your Board of Directors recommend for the same.

The Board proposes to appoint the existing Independent Director, Mr. K. C. Mehra, Dr. B. K. Behera and Dr. P. K. Hari as Independent Director and renew their appointment for a period of Five year and hence they will not be liable to retire by rotation for this term of 5 years. The Company has also received declaration from them that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director etc are 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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of 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, 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.

#### **AUDITORS**

M/s Anuj Garg & Co., Chartered Accountants, New Delhi, the retiring Auditors, hold office until the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment as the Statutory Auditors of the Company, to hold the office of Auditors from the conclusion of this Annual General Meeting to the conclusion of the 30th Annual General Meeting of the Company to be held in 2016 subject to the ratification by the members in every Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by the Board. The Company has received notice from them stating that if appointed, they are within the limits laid down under Section 141 (3) (g) of the Companies Act, 2013.

#### **AUDITORS' REPORT**

The Auditors Report to the shareholders is enclosed with the Accounts for the year ended on March 31, 2014. There are no adverse qualifications in the audit report. The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

#### **COST AUDITOR**

Pursuant to the directions of the Central Government under the provisions of Section 148 of the Companies Act, 2013 and subject to the approval of the Central Government, M/s J. K. Kabra & Company, Cost Accountants, has been appointed as Cost Auditors to conduct cost audit relating to the products manufactured by your Company.

#### **PARTICULARS OF EMPLOYEES**

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

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

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

#### **CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS**

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

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

#### **ACKNOWLEDGEMENT**

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

For and on behalf of the Board of Directors

**For Seasons Textiles Limited.**

Place : New Delhi  
Date : 11<sup>th</sup> August, 2014

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

## ANNEXURE 'A' FORMING PART OF DIRECTORS REPORT.

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

<b>A) Conservation of energy:-</b>		
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>B) Technology Absorption:-</b>		
As per Form B.		
<b>C) Foreign Exchange Earnings and Outgo:-</b>		
The foreign exchange earning/outgo during the year are as under:		<b>(Rs./Lacs)</b>
<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
Foreign Exchange Earning:	<b>2323.68</b>	2207.85
Foreign Exchange Outgo:	<b>150.82</b>	95.09

### Form A

<b>Disclosure of particulars with respect to conservation of energy.</b>		
Power and Fuel Consumption:		
<b>Particulars</b>	<b>Year ended on 31.03.2014</b>	<b>Year ended on 31.03.2013</b>
<b>(a) Purchased</b>		
Units	<b>1014870</b>	947647
Total Amounts (Rs. Lacs)	<b>116.45</b>	77.62
Rate/units (Rs.)	<b>11.47</b>	8.19
<b>(b) Own Generation</b>		
Through Diesel Generator (units)	<b>39978</b>	157586
Total Amounts (Rs. Lacs)	<b>20.29</b>	65.74
Unit per ltr of diesel oil Costs/unit(Rs.)	<b>16.92</b>	13.91

### FORM B

<b>Disclosure of Particulars with respect to technology absorption research and Development (R&amp;D)</b>	
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

<b>Technology absorption, adoption and innovation:</b>	
1. Efforts, in brief, made towards technology absorption, adaptation and innovation.	NIL
2. Benefits derived as a result of efforts e.g. product improvement, cost reduction, product development, import substitution, etc.	NIL
3. In case of improved technology imported during the last 5 years reckoned from the beginning of the financial year.	NIL



## MANAGEMENT DISCUSSION AND ANALYSIS

### COMPANY OVERVIEW

**Seasons Textiles Limited (STL)** is a widely held flagship Company of Seasons Group having more than 10000 shareholders and presently its shares are listed on Bombay Stock Exchange and Calcutta Stock Exchange. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company came with its Initial Public Offer in the year 1993. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award. During the fiscal 2013-14, the gross turnover of the Company was Rs. 3607.76 lacs. The employee strength of the Company is more than 160 people.

### BUSINESS OVERVIEW

#### Production

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

During the year the Company produced 1309795 Mtrs. of quality furnishing fabric against its installed capacity of 16,80,000 Mtrs. To be competitive, both in export and domestic markets, continuous improvement in productivity and quality and creation of new designs have always been considered as the focus areas.

#### Design

The Company has In House Design Studio with a talented team of designers who ensure that innovative designs are created to attract the customers keeping in mind the latest trends and customers taste.

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

During the year the Company has developed about 300 Designs in its own Design Studio for its customers.

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

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

#### Marketing and Exports

The Company has been exporting its products to US, Europe, Africa, Germany, Middle East - Dubai, Saudi Arabia and Asian Countries-Hongkong, Singapore, Philippines and Malaysia, Indonesia, Thailand. The Company has added 3 new customers at Australia, Dubai and UK.

### THE KEY FINANCIAL DATA OF THE COMPANY FOR THE YEAR 2013-14 VIS-A-VIS 2012-13

#### Financials

(Rs./Lacs)

S.No	Particulars	As on 31.03.2014	As on 31.03.2013
1.	Authorised Equity Share Capital	1200.00	1200.00
2.	Paid Up Share Capital	749.03	749.03
3.	Reserves & Surplus	1541.04	1481.41
4.	Long Term Borrowings	637.60	769.99
5.	Deferred Tax Liability	456.26	460.78
6.	Fixed Assets	2416.16	2518.17
7.	Capital Work in progress	15.00	55.00
8.	Long Term Loans & Advances	31.11	31.11
9.	Deferred Revenue Expenditure	138.25	74.47
10.	Net Current Assets	783.41	782.47

## Operational Results

Rs. / Lacs

S. No.	Particulars	As on 31.03.2014	As on 31.03.2013	Increase (%)	Decrease (%)
1.	Income from Operations	3599.59	3555.79	1.23	-
2.	Other Income	8.17	50.83	-	83.93
3.	Expenditure excluding Interest, Depreciation and Tax	2956.09	2942.12	0.47	-
4.	Earning before Interest, Depreciation & Tax	651.67	664.50	-	1.93
5.	Interest	348.23	366.79	-	5.06
6.	Depreciation	235.47	233.38	0.90	-
7.	Profit before Tax	67.97	64.33	5.67	-
8.	Tax Expenses	8.34	(21.47)	138.84	-
9.	Net Profit	59.63	85.80	-	30.50

## ISSUES AND RISKS

### 1. Competition

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

### 2. Foreign Currency Risk.

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

### 3. Management Risk.

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

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

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

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

## CAUTIONARY STATEMENT

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

## CORPORATE GOVERNANCE REPORT

### CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY

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

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

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

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

### BOARD OF DIRECTORS AND BOARD PROCEDURES

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

#### Board Composition

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

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

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

#### Board Independence

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than the Mr. Mandeep Singh Wadhwa are Independent in terms of Clause 49 of the Listing Agreement and 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:-

- (i) 21st May, 2013,
- (ii) 12th August, 2013
- (iii) 13th November, 2013
- (iv) 11th February, 2014

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

Name of Director	Date of Birth	Date of appointment	Expertise in specific areas	Directorship in other Companies	Committee Memberships/ Chairmanships in other Companies	Shareholding in STL
Mr. Mandeep Singh Wadhwa	24.01.1970	21.04.1992	Management and Administration	1. Seasons Furnishings Limited 2. Seasons Lifestyle Private Limited		238500 Shares
Mr. Kailash Chandra Mehra	06.12.1921	21.04.1992	Banking, Finance, Accounts, Management and Administration	1. Prakash Industries Limited 2. Seasons Furnishings Limited	<b>Audit Committee</b> 1. Prakash Industries Limited (Member) 2. Seasons Furnishings Limited (Chairman)	-
Dr. Pramod Kumar Hari	26.01.1943	06.08.1994	Production Technology and Management	-	-	500 Shares
Dr. B. K. Behera	17.04.1959	31.07.2008	Textile Technology	Addi Industries Limited.	<b>Audit Committee</b> Addi Industries Limited (Member)	-

**Notes:** Only Audit Committee and Stakeholder Relationship Committee are considered for the purpose of Committee positions as per listing agreement.

#### BOARD PROCEDURES

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

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

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

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

## AUDIT COMMITTEE

Seasons Textiles Limited has a qualified and independent Audit Committee, with Mr. Kailash Chandra Mehra (Non-Executive Independent Director) as the Chairman. Other members of the Committee are Mr. Mandeep Singh Wadhwa (Non-Executive 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 clause 49 of the Listing Agreement 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	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-executive
2	Mr. Mandeep Singh Wadhwa	Member	Non-executive
3	Dr. Pramod Kumar Hari	Member	Independent, Non-executive

### Details of Meetings

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

- (i) 21st May, 2013,                      (ii) 12th August, 2013                      (iii) 13th November, 2013                      (iv) 11th February, 2014

The gap between two meetings did not exceed four months.

S.No.	Members	Committee Meetings held during the year	Committee meeting attended
1.	Mr. Kailash Chandra Mehra	4	4
2.	Mr. Mandeep Singh Wadhwa	4	4
3.	Dr. Pramod Kumar Hari	4	3

## INTERNAL AUDITORS

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

## 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.

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 remuneration committee is as follows:

S.No.	Name of Directors	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-executive
2	Dr. Pramod Kumar Hari	Member	Independent, Non-executive
3	Dr. Bijoya Kumar Behera	Member	Independent, Non-executive

### Details of Meetings

During the year, the Committee met 1 (One) time on 12th August, 2013. Mr. Kailash Chandra Mehra and Dr. Bijoya Kumar Behera attended the Meeting.

### REMUNERATION TO DIRECTORS

The Detailed terms of appointment of the Managing Director are governed under board and members resolution. None of the Non Executive directors draw any remuneration from the company except sitting fees of Rs. 7,500/- 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.

Name	Salary	Perquisites & Other benefits	Total
Mr. Inderjeet Singh Wadhwa	Rs. 21,00,000/-	Rs. 13,02,000/-	Rs. 34,02,000/-

- 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
Mr. Mandeep Singh Wadhwa	Rs. 75,000/-
Mr. Kailash Chandra Mehra	Rs. 60,000/-
Dr. Pramod Kumar Hari	Rs. 52,500/-
Dr. Bijoya Kumar Behera	Rs. 30,000/-

Apart from receiving remuneration by way of sitting fees for attending each meeting of the board and audit committee, none of the Non executive Director had any pecuniary relationship or transactions with the company during the year ended on 31st March, 2014.

### STAKEHOLDERS RELATIONSHIP COMMITTEE

#### Functions

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

### Composition

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

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

### DETAILS OF SHAREHOLDERS'/INVESTORS' COMPLAINTS RECEIVED AND ATTENDED

Number of Shareholders Complaints received during the period 01.04. 2013 to 31.03.2014	Nil
Number of Complaints attended/resolved	Nil
Number of pending complaints as on 31.03.2014	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
2010-2011	30.09.2011	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082	—
2011-2012	29.09.2012	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block Delhi 110 082	Increase in Remuneration of Vice President (Marketing) Mr. Sumer Singh Wadhwa (Relative (son) of Mr. Inderjeet Singh Wadhwa, Managing Director of Company) Increase in Remuneration of Business Development Officer (Exports) Mrs. Neelam Wadhwa (Relative (wife) of Mr. Inderjeet Singh Wadhwa, Managing Director of Company) Appointment of Mr. Jasmer Singh Wadhwa (Relative (son) of Mr. Inderjeet Singh Wadhwa, Managing Director of Company) as General Manager (Domestic Sales) of the Company.
2012-13	20.01.2013	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082	Preferential Issue of Equity Shares to the Promoters of the Company.
2012-13	30.09.2013	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082	Re-appointment of Managing Director

### DISCLOSURE

#### i. Related Party transactions

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

#### ii. Disclosure of Accounting Treatment

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

#### iii. Compliance by the Company

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

#### iv. Management Discussion and Analysis

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

#### v. Risk Management

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

#### vi. Declaration By CEO with regard to code of conduct

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

## vii. CEO/CFO CERTIFICATION

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

## 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, Rashtriya Sahara etc. as per the requirements of the Listing agreement 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](http://www.bseindia.com) and Company web site [www.seasonsfurnishings.com](http://www.seasonsfurnishings.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 28th Annual General Meeting is Scheduled as under:-

Date : 30th September, 2014 (Tuesday)  
Time : 11.00 A.M.  
Venue : Royal Vatika, Main Bus Stand,  
Khera Khurd, Alipur Block, Delhi – 110 082

### ii. Financial Calendar ( Tentative)

Unaudited Financial results for the quarter ended 30th June, 2014	August, 2014
Unaudited Financial results for the quarter ended 30th September, 2014	November, 2014
Unaudited Financial results for the quarter ended 31st December, 2014	February, 2015
Unaudited Financial results for the quarter ended 31st March, 2015	May, 2015

### iii. Book Closure Period

22nd September, 2014 to 30th September, 2014 (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 2013-2014.

Date	High (Rs.)	Low (Rs.)
April 2013	4.38	3.76
May 2013	4.07	3.15
June 2013	4.07	2.87
July 2013	4.06	3.36
August 2013	8.01	3.79
September 2013	10.19	8.10
October 2013	10.00	9.40
November 2013	9.04	6.21
December 2013	5.90	4.50
January 2014	4.68	4.30
February 2014	4.30	4.06
March 2014	4.06	3.07

### vi. Common Agency for Share Transfers and Electronic Connectivity:

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

### vii. Share Transfer System

Share transfer request received in physical form are registered within 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 and Distribution Schedule**

The Shareholding Pattern of the Company as at 31st March, 2014 is as follows:

Category	No. of shares held	% of Holding
Promoters	4578980	61.13
Financial Institutions	100	0.00
Foreign Institution Investors	0	0.00
Bodies Corporate	192982	2.58
NRI/OCS	294125	3.93
Public Trust	200	0.00
HUF	28909	0.39
Clearing Members	850	0.01
Other Public Shareholders	2394154	31.96
<b>Grand Total</b>	<b>7490300</b>	<b>100.00</b>

The Distribution Schedule as on 31<sup>st</sup> March, 2014 is as under:-

Shareholding of nominal value of Rs.	Number of shareholders	% to Total	No. of Shares	% to Total
up to500	9277	92.1	1409694	18.82
501 to 1000	530	5.26	430019	5.74
1001 to 2000	160	1.59	244603	3.27
2001 to 3000	36	0.36	89186	1.19
3001 to 4000	16	0.16	59447	0.79
4001 to 5000	13	0.13	61524	0.82
5001 to 10000	22	0.22	166526	2.22
10001 and above	19	0.19	5029301	67.14
<b>TOTAL</b>	<b>10073</b>	<b>100</b>	<b>7490300</b>	<b>100</b>

**ix. Dematerialization of Shares**

The equity shares of the company are eligible for dematerialization. The status of dematerialized and physical shares as on 31st March, 2014 is given as under:

Name of Depository	Number of Shares	% of total Issued Capital
National Securities Depository Limited	1435069	19.15
Central Depository Services (India) Limited	5004247	66.80
Physical	1050984	14.03

**x. Plant Location**

Plot No. 466-67,  
HSI IDC Industrial Estate,  
Barhi Sonapat (Haryana)

**Finishing Unit**

A-29, Sector-5, Noida - 201301 (UP)

**xi. Address for correspondence**

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

**xii. Compliance Officer**

Ms. Kavita Rani  
cskavita@seasonsworld.com  
Tel. Nos (0120) 4690000.  
Fax Nos (0120) 4351485

## **CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the members 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 2014, as stipulated in clause 49 of the Listing agreement of the said company with stock exchanges.

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

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

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

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

**For Pramod Kothari & Co.**  
Company Secretaries

Place : New Delhi  
Date : 11th August, 2014

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

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## **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, 2014, all the Board members and senior management personnel have affirmed compliance with code of ethics for Directors and Senior Management respectively.

**For and on behalf of Seasons Textiles Limited**

Place : New Delhi  
Date : 11th August, 2014

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

## Independent Auditor's Report

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

We have audited the accompanying financial statements of **SEASONS TEXTILES LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
  - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  2. As required by section 227(3) of the Act, we report that:
    - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
    - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
    - e) on the basis of written representations received from the Directors as on March 31, 2014, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
    - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Place : New Delhi  
Date : 31.05.2014

**C.A. ANUJ GARG**  
Proprietor  
Membership No. 082422

## ANNEXURE TO THE AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2014 OF **SEASONS TEXTILES LIMITED**

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) As informed to us, these fixed assets have been physically verified by the Management during the year. In our opinion the frequency of verification is reasonable having regard to the size of the operations of the Company. According to the information & explanations given to us, no material discrepancies were noticed on such physical verification.  
(c) The Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- 2 (a) Physical verification of inventory has been conducted by the management during the year and, in our opinion, the frequency of verification is reasonable having regard to the size of the operations of the Company.  
(b) According to the information and explanations given to us, the procedure of physical verification of inventory followed by the Management, in our opinion, are reasonable and adequate in relation to the size of the Company and nature of its business.  
(c) In our opinion, the Company is maintaining proper records of inventories and no material discrepancies have been noticed on physical verification of inventories as compared to the book records.
- 3 (a) The Company has not granted any loan secured or unsecured to companies / firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956 during the year. Consequently, clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable.  
(b) The Company has not taken unsecured loans, from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. Consequently, clauses (f) and (g) of the Order are not applicable.
- 4 In our opinion and according to the information and explanation given to us, there are adequate internal control procedures, commensurate with the size of the Company and the nature of its business for purchase of inventory and fixed assets and for sale of goods. During the course of Audit we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5 (a) According to the information and explanation given to us, we are of the opinion that the transactions that needs to be entered into the Register maintained under section 301 have been so entered.  
(b) According to the information and explanations given to us, the transactions referred to under sub clause (a) above which exceed Rs. 5,00,000/- in each case have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- 6 The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- 7 In our opinion, the Company has an internal audit system which, in our opinion, is commensurate with its size and nature of its business.
8. We have carried out the limited review of the books of accounts and cost records maintained by the Company, pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of certain manufacturing activities and are of the opinion that, prima facie, the prescribed accounts and records have been generally maintained. We have, not, however made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- 9 (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, VAT, Wealth Tax, Customs Duty, Service Tax, Cess if any and other material statutory dues applicable to it.  
(b) According to the information and explanations given to us no undisputed amounts payable in respect of Income Tax, VAT, Wealth Tax, Customs Duty, Service Tax and Cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable
- 10 The Company has no accumulated losses as at 31st March, 2014. The Company has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the Company has generally not defaulted in repayment of dues to a financial institution or bank. The Company has no debenture holders.
- 12 The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore the question of maintenance of documents and records in respect thereof does not arise.

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

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

Place : New Delhi  
Date : 31.05.2014

**C.A. ANUJ GARG**  
Proprietor  
Membership No. 082422

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2014**

(RS.)

PARTICULARS	NOTE NO.	AS AT	
		31 <sup>ST</sup> MARCH, 2014	31 <sup>ST</sup> MARCH, 2013
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	7,49,03,000	7,49,03,000
(b) Reserves and Surplus	4	15,41,03,687	14,81,41,067
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	6,37,59,959	7,69,99,837
(b) Deferred Tax Liabilities (Net)		4,56,26,222	4,60,78,722
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	6	9,92,17,638	9,69,17,436
(b) Trade payables	7	1,38,46,734	1,37,46,323
(c) Other Current Liabilities	8	4,58,94,671	4,11,95,050
(d) Short Term Provisions	9	14,15,449	11,31,505
<b>TOTAL</b>		<b>49,87,67,360</b>	<b>49,91,12,940</b>
<b>II ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	10		
(i) Tangible Assets		23,87,93,271	24,47,98,553
(ii) Intangible Assets		28,22,655	70,18,220
(ii) Capital Work-in-progress		15,00,000	55,00,000
(b) Long-Term Loans and Advances	11	31,11,295	31,11,295
(c) Other Non-Current Assets	12	1,38,25,040	74,47,484
<b>(2) Current Assets</b>			
(a) Inventories	13	13,47,25,265	13,85,75,557
(b) Trade Receivables	14	8,25,47,812	7,58,97,826
(c) Cash and Cash Equivalents	15	87,90,371	61,01,889
(d) Short-Term Loans and Advances	16	1,26,51,651	1,06,62,116
<b>TOTAL</b>		<b>49,87,67,360</b>	<b>49,91,12,940</b>

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

As per our separate report of even date attached

**For ANUJ GARG & Co.**

Chartered Accountants

Firm's Registration Number- 03473N

For and on behalf of the Board

**C.A. ANUJ GARG**

Proprietor

Membership No. 082422

**Inderjeet S. Wadhwa**  
Chairman & Managing Director

**Mandeep S. Wadhwa**  
Director

**Kavita Rani**  
Company Secretary

Place : New Delhi

Date : 31/05/2014

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014**

(RS.)

PARTICULARS	NOTE NO.	AS AT	
		31 <sup>ST</sup> MARCH, 2014	31 <sup>ST</sup> MARCH, 2013
<b>I Revenue From Operations</b>	17	<b>35,99,59,300</b>	35,55,79,216
<b>II Other Income</b>	18	<b>8,17,190</b>	50,82,781
<b>III TOTAL REVENUE (I+II)</b>		<b>36,07,76,490</b>	36,06,61,997
<b>IV EXPENSES:</b>			
Cost of Materials consumed	19	<b>14,90,31,951</b>	14,16,48,187
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	20	<b>63,28,573</b>	1,89,07,000
Employee Benefit Expenses	21	<b>3,94,46,401</b>	3,35,24,600
Financial Costs	22	<b>3,48,23,394</b>	3,66,78,833
Depreciation and Amortization Expense		<b>2,35,46,666</b>	2,33,37,670
Other Expenses	23	<b>10,08,02,647</b>	10,01,33,104
<b>TOTAL EXPENSES</b>		<b>35,39,79,632</b>	35,42,29,394
<b>V Profit before Tax (III-IV)</b>		<b>67,96,858</b>	64,32,603
<b>VI Tax Expenses</b>			
(1) Current Tax		<b>13,60,583</b>	12,96,455
(2) Deferred Tax		<b>(4,52,500)</b>	(35,06,946)
(3) Income Tax provision for earlier year		<b>0</b>	63,227
(4) Income Tax provision Written Back		<b>73,845</b>	0
<b>VII Profit for the Year (V-VI)</b>		<b>59,62,620</b>	85,79,867
<b>VIII Earning Per Equity Share</b>			
(1) Basic		<b>0.80</b>	1.15
(2) Diluted		<b>0.80</b>	1.15

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

As per our separate report of even date attached

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

For and on behalf of the Board

**C.A. ANUJ GARG**  
Proprietor  
Membership No. 082422

**Inderjeet S. Wadhwa**  
Chairman & Managing Director

**Mandeep S. Wadhwa**  
Director

**Kavita Rani**  
Company Secretary

Place : New Delhi  
Date : 31/05/2014

## CASH FLOW STATEMENT FOR THE YEAR 2013-2014

(RS.)

	YEAR ENDED 31 <sup>ST</sup> MARCH, 2014	YEAR ENDED 31 <sup>ST</sup> MARCH, 2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	67,96,858	64,32,603
<b>ADJUSTMENT FOR</b>		
DEPRECIATION	2,35,46,666	2,33,37,670
INTEREST INCOME	(6,15,395)	(4,70,122)
LOSS ON SALE OF FIXED ASSETS	2,48,210	4,06,796
MISCELLANEOUS EXPENDITURE WRITTEN OFF	33,88,276	12,28,418
INTEREST/FINANCE CHARGES	3,48,23,394	3,66,78,833
	<b>6,13,91,151</b>	<b>6,11,81,595</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>6,81,88,009</b>	<b>6,76,14,198</b>
<b>ADJUSTMENT FOR</b>		
TRADE AND OTHER RECEIVABLES	(86,39,521)	(40,43,829)
INVENTORIES	38,50,292	1,07,25,369
TRADE AND OTHER PAYABLES	48,00,032	(88,28,380)
CHANGE IN SHORT TERM PROVISIONS	2,83,944	(6,70,672)
	<b>2,94,747</b>	<b>(28,17,512)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>6,84,82,756</b>	<b>6,47,96,686</b>
INTEREST/FINANCE CHARGES PAID	(3,48,23,394)	(3,66,78,833)
DIRECT TAXES PAID	(12,86,738)	(13,59,682)
	<b>(3,61,10,132)</b>	<b>(3,80,38,515)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>3,23,72,624</b>	<b>2,67,58,171</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
PURCHASE OF FIXED ASSETS	(1,42,84,413)	(50,48,614)
SALE / TRANSFER OF FIXED ASSETS	46,90,384	5,53,500
DEFERRED EXPENSES INCURRED DURING THE YEAR	(97,65,832)	(64,15,838)
MOVEMENTS IN LONG TERM DEPOSITS	-	(4,33,237)
INTEREST INCOME	6,15,395	4,70,122
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(1,87,44,466)</b>	<b>(1,08,74,067)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
PROCEEDS FROM EQUITY SHARE CAPITAL	-	90,00,000
PROCEEDS / REPAYMENT OF LONG TERM BORROWINGS (NET)	(1,32,39,878)	(1,27,34,416)
PROCEEDS/ REPAYMENT OF SHORT TERM BORROWINGS (NET)	23,00,202	(94,22,099)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(1,09,39,676)</b>	<b>(1,31,56,515)</b>
NET INCREASE IN CASH AND CASH EQUIVALENTS	26,88,482	27,27,589
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	61,01,889	33,74,300
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	87,90,371	61,01,889

### NOTES:

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

As per our separate report of even date attached

**For ANUJ GARG & Co.**

Chartered Accountants

Firm's Registration Number- 03473N

For and on behalf of the Board

**C.A. ANUJ GARG**

Proprietor

Membership No. 082422

Place : New Delhi

Date : 31/05/2014

**Inderjeet S. Wadhwa**  
Chairman & Managing Director

**Mandeep S. Wadhwa**  
Director

**Kavita Rani**  
Company Secretary



## NOTES FORMING PART OF FINANCIAL STATEMENTS

### **NOTE 1: CORPORATE INFORMATION**

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

### **NOTE 2 -: SIGNIFICANT ACCOUNTING POLICIES**

#### **A. Basis of Preparation of Financial Statements:**

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

#### **B. Use of Estimates:**

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

#### **C. Fixed Assets**

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

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

#### **D. Intangible Assets**

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

#### **E. Depreciation**

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

#### **F. Inventories**

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

#### **G. Foreign Currency Transactions and Translations:**

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

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

#### **H. Revenue Recognition**

##### **1) Consignment Sales**

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

##### **2) Other Sales**

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

##### **3) Other Incomes**

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

#### **I. Provisions and Contingent Liabilities**

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

## J. Employees' Benefits

### 1) Short Term Employee Benefits:-

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

### 2) Post Employment Benefits:-

#### (a) Defined Contribution Plan:

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

#### (b) Defined Benefit Plan:

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

## K. Taxation

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

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

## L. Borrowing Costs

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

## M. Impairment of Assets

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

## N. Earning Per Share

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

## NOTES 3 TO 10 ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014

(RS.)

	AS AT 31 <sup>ST</sup> MARCH, 2014	AS AT 31 <sup>ST</sup> MARCH, 2013
<b>NOTE 3 : SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
1,20,00,000 Equity Shares of Rs.10/- each (Previous year 12000000 equity shares)	<u>12,00,00,000</u>	<u>12,00,00,000</u>
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
7490300 Equity shares of Rs.10/- each fully paid up in cash (Previous year 7490300 Equity shares of Rs.10/- each)	<u>7,49,03,000</u>	<u>7,49,03,000</u>
<b>TOTAL</b>	<u><b>7,49,03,000</b></u>	<u><b>7,49,03,000</b></u>

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

(RS.)

	AS AT 31 <sup>ST</sup> MARCH, 2014	AS AT 31 <sup>ST</sup> MARCH, 2013
<b>(a) RECONCILIATION OF NUMBER OF SHARES</b>		
No. of Shares outstanding as at 1st April'13	74,90,300	65,90,300
No. of Shares outstanding as at 31st March'14	74,90,300	74,90,300
<b>(b) LIST OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE TOTAL NO. OF SHARES ISSUED BY THE COMPANY: NAME OF THE SHAREHOLDER</b>		
Neelam Wadhwa	13,98,312	9,00,042
Inderjeet Singh Wadhwa	29,27,238	6,79,800
Vizwise Commerce Private Limited	-	7,21,346
<b><u>NOTE 4 : RESERVES &amp; SURPLUS</u></b>		
<b>(a) Capital Reserve</b>	1,06,07,080	1,06,07,080
<b>(b) General Reserve</b>	1,99,18,184	1,99,18,184
<b>(c) Securities Premium Reserve</b>	75,00,000	75,00,000
<b>(d) Surplus</b>		
Opening Balance	11,01,15,803	10,15,35,936
Add: Profit for the year	59,62,620	85,79,867
Closing Balance	11,60,78,423	11,01,15,803
<b>TOTAL(a+b+c+d)</b>	<b>15,41,03,687</b>	<b>14,81,41,067</b>
<b>NON-CURRENT LIABILITIES</b>		
<b><u>NOTE 5 : (A) LONG TERM BORROWING</u></b>		
<b>a) SECURED</b>		
<b>(I) TERM LOANS FROM BANKS</b>		
<b>IDBI Bank Ltd.</b>	7,52,11,720	8,12,11,720
(Secured by way of first charge over the immovable properties at (1) A-29, Sector-5, Noida-201301 (2) B-18, Sector-5, Noida-201301 and (3) Plot No. 466-467, HSIIDC Industrial Estate, Barhi, Sonapat (Haryana) and over moveable properties including moveable Plant and Machineries, Spares both present and future. The loan is repayable in 24 variable quarterly installment of different amounts along with floating interest rate )		
Less: Due with in One Year (Separately Shown in Current Liabilities)	1,26,00,000	60,00,000
	<b>6,26,11,720</b>	<b>7,52,11,720</b>
<b>ICICI Bank Ltd</b>	15,60,110	19,27,315
(Secured against hypothecation of respective vehicles purchased under hire purchase agreements and the loan is repayable by way of monthly instalment.)		
Less: Due with in One Year (Separately Shown in Current Liabilities)	4,11,871	3,67,205
	<b>11,48,239</b>	<b>15,60,110</b>
<b>II TERM LOAN FROM OTHERS</b>	-	2,28,007
<b>TOTAL LONG TERM BORROWINGS</b>	<b>6,37,59,959</b>	<b>7,69,99,837</b>

(RS.)

	AS AT 31 <sup>ST</sup> MARCH, 2014	AS AT 31 <sup>ST</sup> MARCH, 2013
<b>CURRENT LIABILITIES</b>		
<b><u>NOTE 6: A) SHORT-TERM BORROWING</u></b>		
<b>SECURED</b>		
<b><u>LOANS REPAYABLE ON DEMAND</u></b>		
<b>FROM BANKS</b>		
<b>Canara Bank</b>	9,92,17,638	9,69,17,436
(The Working Capital Loans from Canara Bank are secured by way of first charge against hypothecation of stocks of Raw Material, Work in Process, Finished Goods, Stores, Spares & book debts and Second charge on factory Land and Building & Plant and Machinery at A-29,B-18, Sector-5, Noida-201 301 (U.P) and Plot No. 466-467, HSIIDC Industrial Estate,Barhi, Sonapat (Haryana).		
<b>TOTAL</b>	<b>9,92,17,638</b>	<b>9,69,17,436</b>
<b><u>NOTE 7 : (B) TRADE PAYABLES</u></b>		
** For Goods and Services	1,38,46,734	1,37,46,323
<b>TOTAL</b>	<b>1,38,46,734</b>	<b>1,37,46,323</b>
**Disclosure with respect to Micro, Small and Medium Enterprises as required by MSMED Act, 2006 is made in Note No. 24(l)		
<b><u>NOTE 8 : (C) OTHER CURRENT LIABILITIES</u></b>		
<b>CURRENT MATURITIES OF LONG-TERM DEBTS</b>	1,32,07,424	78,70,053
<b><u>OTHER PAYABLES</u></b>		
Tax Deducted at Source and Other Statutory Dues	6,60,360	6,01,540
Advance Received from Customers	95,68,900	1,10,65,484
Expenses Payable & Others Liabilities	2,24,57,987	2,16,57,973
<b>TOTAL</b>	<b>3,26,87,247</b>	<b>3,33,24,997</b>
<b>TOTAL</b>	<b>4,58,94,671</b>	<b>4,11,95,050</b>
<b><u>NOTE 9 : (D) SHORT TERM PROVISIONS</u></b>		
Provision for employees'benefits	4,21,687	57,547
Provision for Income Tax	9,93,762	10,73,958
<b>TOTAL</b>	<b>14,15,449</b>	<b>11,31,505</b>

**NOTE 10 : FIXED ASSETS**

(RS.)

S. No.	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Balance as at 01/04/2013	Additions During the year	Disposal/ Written Back during theyear	Balance as at 31/03/2014	Balance as at 01/04/2013	During the year	Deduction/ Reversal During the year	Balance as at 31/03/2014	Balance as at 31/03/2014	Balance as at 31/03/2013
<b>I</b>	<b>TANGIBLE ASSETS</b>										
1	LEASE HOLD LAND	1,70,04,109	7,87,844	-	1,77,91,953	-	-	-	-	1,77,91,953	1,70,04,109
2	BUILDINGS	6,57,57,366	85,000	-	6,58,42,366	1,46,78,079	21,96,771	-	1,68,74,850	4,89,67,516	5,10,79,287
3	DATA PROCESSING EQUIPMENT	22,82,762	1,18,96,681	-	1,41,79,443	19,99,771	3,61,916	-	23,61,687	1,18,17,756	2,82,991
4	ELECTRICAL INSTALLATION & FITTING	85,81,633	6,49,789	-	92,31,422	27,04,024	4,12,803	-	31,16,827	61,14,595	58,77,609
5	GENERATORS	-	-	-	-	-	-	-	-	-	-
6	OFFICE EQUIPMENTS	27,70,438	1,24,795	-	28,95,233	15,59,058	1,12,511	-	16,71,569	12,23,664	12,11,380
7	FURNITURE & FIXTURES	23,24,240	-	-	23,24,240	21,73,107	29,567	-	22,02,674	1,21,566	1,51,133
8	PLANT & MACHINERY	29,10,48,721	90,515	-	29,11,39,236	12,93,30,208	1,51,32,228	-	14,44,62,436	14,66,76,800	16,17,18,513
9	TUBEWELL	36,070	-	-	36,070	14,576	588	-	15,164	20,906	21,494
10	VEHICLES	1,20,17,631	-	5,06,651	1,15,10,980	45,65,594	11,04,717	2,17,846	54,52,465	60,58,515	74,52,037
	<b>SUB TOTAL (A)</b>	<b>40,18,22,970</b>	<b>1,36,34,624</b>	<b>5,06,651</b>	<b>41,49,50,943</b>	<b>15,70,24,417</b>	<b>1,93,51,101</b>	<b>2,17,846</b>	<b>17,61,57,672</b>	<b>23,87,93,271</b>	<b>24,47,98,553</b>
<b>II</b>	<b>INTANGIBLE ASSETS</b>										
1	COMPUTER SOFTWARE	4,56,02,361	-	-	4,56,02,361	3,85,84,141	41,95,565	-	4,27,79,706	28,22,655	70,18,220
	<b>SUB TOTAL (B)</b>	<b>4,56,02,361</b>	<b>-</b>	<b>-</b>	<b>4,56,02,361</b>	<b>3,85,84,141</b>	<b>41,95,565</b>	<b>-</b>	<b>4,27,79,706</b>	<b>28,22,655</b>	<b>70,18,220</b>
<b>III</b>	<b>CAPITAL WORK IN PROGRESS</b>										
	CAPITAL WORK IN PROGRESS	55,00,000	6,49,789	46,49,789	15,00,000	-	-	-	-	15,00,000	55,00,000
	<b>SUB TOTAL (C)</b>	<b>55,00,000</b>	<b>6,49,789</b>	<b>46,49,789</b>	<b>15,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,00,000</b>	<b>55,00,000</b>
	<b>TOTAL (A+B+C) FOR CURRENT YEAR</b>	<b>45,29,25,331</b>	<b>1,42,84,413</b>	<b>51,56,440</b>	<b>46,20,53,304</b>	<b>19,56,08,558</b>	<b>2,35,46,666</b>	<b>2,17,846</b>	<b>21,89,37,378</b>	<b>24,31,15,926</b>	<b>25,73,16,773</b>
	Previous Year	44,98,55,223	50,48,614	19,78,506	45,29,25,331	17,32,89,098	2,33,37,670	10,18,210	19,56,08,558	25,73,16,773	27,65,66,125

(RS.)

	AS AT 31 <sup>ST</sup> MARCH, 2014	AS AT 31 <sup>ST</sup> MARCH, 2013
<b><u>NOTE 11 : (B) LONG-TERM LOANS AND ADVANCES</u></b>		
(i) Security Deposits (Unsecured, considered good)	31,11,295	31,11,295
<b>TOTAL</b>	<b>31,11,295</b>	<b>31,11,295</b>
<b><u>NOTE 12: (C) OTHER NON-CURRENT ASSETS</u></b>		
Deferred Revenue Expenditure (To the extent not written off or adjusted)	1,38,25,040	74,47,484
<b>TOTAL</b>	<b>1,38,25,040</b>	<b>74,47,484</b>
<b>CURRENT ASSETS</b>		
<b><u>NOTE 13: (A) INVENTORIES</u></b>		
(At Cost or Net Realizable value whichever is lower )		
(a) Raw Materials	8,97,42,319	8,56,78,108
(b) Stock in Process (at cost)	84,81,434	58,63,561
(c) Spare Parts	19,48,911	32,12,026
(d) Finished Goods	3,45,52,601	4,34,99,047
(e) Dyes and Chemicals	-	3,22,815
<b>TOTAL</b>	<b>13,47,25,265</b>	<b>13,85,75,557</b>
<b><u>NOTE 14: (B) TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE STATED)</u></b>		
Outstanding for a period exceeding six months from the date they are due for payment	3,20,55,480	2,09,19,555
Others	5,04,92,332	5,49,78,271
<b>TOTAL</b>	<b>8,25,47,812</b>	<b>7,58,97,826</b>
<b><u>NOTE 15: (C) CASH AND CASH EQUIVALENTS</u></b>		
(a) Balances with Bank (with Scheduled Banks in Current Account)	9,28,969	31,78,929
(b) Cash on Hand	1,91,868	1,65,003
(c) Balances with banks to the extent held as margin money	76,69,534	27,57,957
<b>TOTAL</b>	<b>87,90,371</b>	<b>61,01,889</b>
<b><u>NOTE 16 : (D) SHORT-TERM LOANS AND ADVANCES</u></b>		
(Unsecured, considered good)		
Others	1,26,51,651	1,06,62,116
<b>TOTAL</b>	<b>1,26,51,651</b>	<b>1,06,62,116</b>

**NOTE NO. '17' TO '23' ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT**

(RS.)

	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
<b><u>Note 17 : REVENUE FROM OPERATIONS</u></b>		
Sale of Products-Finished Goods	33,05,60,406	33,35,92,628
Sale of Services	1,44,30,466	72,15,019
Other Operating Revenue		
Sales of DEP B Licence	-	3,75,222
Duty Draw Back	1,49,68,428	1,43,96,347
<b>TOTAL</b>	<b>35,99,59,300</b>	<b>35,55,79,216</b>

(RS.)

	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
<b><u>NOTE 18 : OTHER INCOME</u></b>		
Interest Income	6,15,395	4,70,122
Foreign Currency Fluctuation	-	20,55,653
Other Non-Operating Income	2,01,795	25,57,006
<b>TOTAL</b>	<b>8,17,190</b>	<b>50,82,781</b>
<b><u>NOTE 19 : COST OF MATERIALS CONSUMED</u></b>		
Yarn	10,98,81,854	9,88,02,501
Fabric	3,91,50,097	4,28,45,686
<b>TOTAL</b>	<b>14,90,31,951</b>	<b>14,16,48,187</b>
<b><u>NOTE 20 : CHANGES IN INVENTORIES</u></b>		
<b>Stock at Close</b>		
Finished Goods	3,45,52,601	4,34,99,047
Stock in Process	84,81,434	58,63,561
	<b>4,30,34,035</b>	<b>4,93,62,608</b>
Less Stock at Commencement		
Finished Goods	4,34,99,047	6,06,94,086
Stock in Process	58,63,561	75,75,522
	<b>4,93,62,608</b>	<b>6,82,69,608</b>
Increase/(Decrease) in Stock	<b>63,28,573</b>	<b>1,89,07,000</b>
<b><u>NOTE 21 : EMPLOYEE BENEFIT EXPENSES</u></b>		
Salaries, Wages & Perquisites	2,91,04,578	2,60,77,505
Contribution to Provident Fund & Others	42,25,361	34,42,449
Directors Remuneration and Perquisites	31,50,000	31,10,000
Gratuity	21,62,668	-
Staff Welfare Expenses	8,03,794	8,94,646
<b>TOTAL</b>	<b>3,94,46,401</b>	<b>3,35,24,600</b>
<b><u>NOTE 22 : FINANCIAL COSTS</u></b>		
Interest on Term Loan	1,14,69,104	1,22,43,179
Interest on Bank Loan	1,45,27,309	1,58,64,989
Interest on Other Loans	14,97,257	18,87,791
Bank Charges and Commission	39,01,198	47,84,108
Currency Exchange Fluctuation	30,69,686	8,28,878
Finance Charges	3,58,840	10,69,888
<b>TOTAL</b>	<b>3,48,23,394</b>	<b>3,66,78,833</b>

(Rs.)

	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
<b><u>NOTE 23: OTHER EXPENSES</u></b>		
Consumption of Stores and Spares	2,79,364	5,63,391
Power and Fuel	1,37,91,000	1,44,67,291
Jobwork Charges	2,52,53,380	3,11,11,996
Rent	16,60,500	18,10,000
Repairs to Machinery	45,31,507	27,18,281
Repair and Maintenance (Others)	10,85,540	13,64,736
Insurance	11,69,730	10,77,969
Rates & Taxes	2,03,269	2,38,312
Carriage Inward	4,51,135	6,82,941
Design	1,11,213	1,41,000
Communication	10,10,401	9,75,477
Legal and Professional	21,55,794	21,05,998
Payment to Auditors	1,90,000	1,75,000
Internal Audit Fee	4,49,440	4,49,440
Travelling and Conveyance	53,27,002	42,76,485
Printing & Stationery	5,53,159	6,89,463
Books and Periodicals	12,833	49,226
Security Service Charges	11,44,928	12,74,757
Vehicle Running & Maintenance	21,19,986	20,11,985
Office Maintenance and Others	5,52,009	5,17,847
Director's Sitting Fees	2,44,383	2,00,113
Loss on sale of Fixed Assets	2,48,210	4,06,796
Charity and Donation	1,37,500	1,27,100
Prior Period Expenses	3,46,802	5,01,368
Deferred Revenue Expenses Written Off	33,88,276	12,28,418
Miscellaneous Expenditure	2,91,203	3,18,760
Balance Written Off	56,37,434	-
Advertisement & Publicity	92,817	69,455
Commission		
- On Export Sales	1,18,79,644	1,08,72,706
- On Domestic Sales	12,88,995	30,08,066
Courier Charges	12,32,646	13,39,373
Packing and Forwarding	48,00,172	50,59,411
Carriage Outward	24,11,762	28,45,624
Business Promotion	3,33,285	15,57,849
Other Selling Expenses	64,17,328	58,96,470
<b>TOTAL</b>	<b>10,08,02,647</b>	<b>10,01,33,104</b>

**NOTE 24 : OTHER NOTES ON ACCOUNTS**

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

**Contingent Liabilities**

- Bills and Cheques Discounted Rs. 2,80,09,932/- ( Previous year Rs.1,99,12,945/-)
- Contingent Liabilities not provided for in respect of Corporate Guarantee given by the Company to IDBI Bank Ltd. amounting to Rs.5,00,00,000/ - (Previous year Rs.11,65,00,000/-) in respect of loans given by the Bank to Seasons Furnishings Ltd.

**Commitments**

- Estimated amount of contract remaining to be executed on Capital Account and not provided for is - NIL
- All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the directors



- d. Wherever the balance confirmation is not available from the parties, the balances as appearing in the books of account have been considered.  
e. Profit & Loss account includes remuneration to Auditors as given below:

Particulars	(RS.)	
	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
For Statutory Audit	1,60,000	1,50,000
For Tax Audit	30,000	25,000
<b>Total</b>	<b>1,90,000</b>	<b>1,75,000</b>

f. **Payment to Directors by way of Remuneration**

Particulars	(RS.)	
	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
Salary	21,00,000	21,00,000
Perquisites	10,50,000	10,10,000
P.F. and other funds	2,52,000	2,52,000
<b>Total</b>	<b>34,02,000</b>	<b>33,62,000</b>

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

h. **Related Party Disclosures:**

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

1) **List of Related Parties**

**Associate Companies:** Seasons Furnishings Ltd.

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

**Relatives:** TejKaur, NeelamWadhwa, Jasmer Singh Wadhwa

**Other Related Parties:** S9 Home Pvt. Ltd., Seasons Lifestyles Pvt. Ltd.

2) **Transaction with related parties**

(Rs. in lacs)

Nature of Transactions	YEAR ENDED 31 <sup>ST</sup> MARCH, 2014				YEAR ENDED 31 <sup>ST</sup> MARCH, 2013			
	Associates companies	Key management personnel	Relative	Other Related Parties	Associates companies	Key management personnel	Relative	Other Related Parties
1 Sales and other income	68.60	-	-	118.20	226.03	-	-	129.72
2 Purchases	190.45	-	-	200.96	32.72	-	-	39.37
3 Expenditure or services	9.73	-	-	2.05	23.42	-	5.35	-
4 Outstanding Balances – Debtors	187.01	-	-	0.03	338.33	-	-	-
5 Security deposits	-	-	8.00	-	-	-	8.00	-
6 Managerial Remuneration	-	34.02	29.22	-	-	33.62	35.44	-
7 Directors Sitting Fees	-	-	0.60	-	-	-	-	0.52

i. **Basic and Diluted Earning per share (EPS)**

(RS.)

PARTICULARS	(RS.)	
	Year Ended 31 <sup>ST</sup> MARCH, 2014	Year Ended 31 <sup>ST</sup> MARCH, 2013
Profit available to equity shareholders	59,62,620	85,79,867
Weighted average number of Equity shares	74,90,300	74,90,300
EPS (Basic and diluted) Rupees per share	0.80	1.15
Nominal Value of Share	Rs.10	Rs. 10

**j. Segmental Information: -**

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

**k. Deferred Taxation:**

In accordance with Accounting Standard (AS) 22, issued by Institute of Chartered Accountants of India, the deferred tax liability (on account of timing difference) for the current year amounted to Rs.4,56,26,222/-.(Previous year Rs.4,60,78,722/-).

- l. The Company has not received any intimation from the suppliers regarding status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure regarding principal amount due and the interest due thereon outstanding to suppliers as at the end of the accounting year, Interest paid during the year and Interest payable/accrued/unpaid at the end of the accounting year, has not been provided.
- m. In the opinion of the management, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet
- n. In terms of 'Accounting Standard (AS) 28', the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.
- o. Tour and Travelling Expenses include Rs.8,61,561- .(Previous Year Rs.3,79,064/-) on account of Directors.

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

Particulars	(RS.)	
	Year Ended 31.03.2014	Year Ended 31.03.2013
a. Raw Material	18,93,045	1,84,228

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

Particulars	Year Ended	
	31.03.2014	31.03.2013
Travelling	8,74,319	4,31,476
Commission on Sales	1,18,79,644	75,02,503
Foreign Bank Charges	6,42,251	8,11,389
Exhibition Expenses	12,35,262	3,72,062
Testing Fees	1,34,018	2,31,886
Design Development	1,33,399	1,59,337
Design Expenses	1,11,213	-
Spare Parts	71,636	-
<b>TOTAL</b>	<b>1,50,81,742</b>	<b>95,08,633</b>

**r. EARNING IN FOREIGN CURRENCY:**

F.OB Value of Export :	23,23,67,842	22,07,84,709
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**s. Cash Flow Statement:**

The Cash Flow Statement has been compiled from and is based on the Balance Sheet as on March 31, 2014 and Profit & Loss Account for the year ended on that date.

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

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

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

For and on behalf of the Board

**C.A. ANUJ GARG**  
Proprietor  
Membership No. 082422

**Inderjeet S. Wadhwa**  
Chairman & Managing Director

**Mandeep S. Wadhwa**  
Director

**Kavita Rani**  
Company Secretary

Place : New Delhi  
Date : 31-05-2014





**SEASONS**<sup>®</sup>  
**TEXTILES LIMITED**

**CORPORATE OFFICE**

Seasons House, B-18, Sector - 5, Noida -201301, U.P.

**REGISTERED OFFICE**

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



## SEASONS TEXTILES LIMITED

CIN - L18101DL1986PLC024058

Regd. Off: D-29, Ground Floor, Defence Colony, New Delhi: 110 024

Phone: 0120-4690000, Fax: 0120-4351485

Website: [www.seasonsfurnishings.com](http://www.seasonsfurnishings.com), E mail: [cskavita@seasonsworld.com](mailto:cskavita@seasonsworld.com)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **SEASONS TEXTILES LIMITED** will be held at 11.00 AM on Tuesday, the 30<sup>th</sup> day of September, 2014 at Royal Vatika, Main Bus Stand, KheraKhurd, Alipur Block, Delhi – 110082, to transact the following business:

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2014, the Balance Sheet as on that date alongwith notes and Cash Flow Statement and Directors' and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Mandeep Singh Wadhwa (DIN : 00007029), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** Mr. Mandeep Singh Wadhwa who retires by rotation and who is eligible for re- appointment be and is hereby re-appointed as Director of the Company.”

3. To appoint Statutory Auditors and to fix their remuneration and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Anuj Garg & Co. Chartered Accountants, New Delhi, be and are hereby Re-appointed as the Statutory Auditors of the Company, to hold the office of Auditors from the conclusion of this Annual General Meeting to the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held in 2016 subject to the ratification by the members in every Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by the Board.”

#### **SPECIALBUSINESS :**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Kailash Chandra Mehra ( DIN : 00128733 ), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from this AGM.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Dr. Bijoya Kumar Behera (DIN : 01139185), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from this AGM.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Dr. Pramod Kumar Hari (DIN : 01205247), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years from this AGM.

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

Place : New Delhi  
Date : 11.08.2014

**(Kavita Rani)  
Company Secretary**

**NOTES:**

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. Proxies in order to be effective must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 29<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
- 3) A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 4) Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or its Share Transfer Agents. In case the shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants.
- 5) In all correspondence with the Company, Members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 6) Members are requested to bring their copies of the Annual Report in the meeting and the Attendance Slip, duly filled-in and signed as per the specimen signature recorded with the Company / Depository Participant for attending the meeting.  
Members, who hold shares in dematerialized Form, are requested to write their Client ID and DP ID Nos., and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 7) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing service of notice/documents including Annual Report by email to its members.  
Those who are holding shares in demat form may register their email address and PAN to their respective Depository Participants.  
Those holding shares in physical form may register their email address and PAN with Registrar & Share Transfer Agent Skyline Financial Services Private Limited or to the Company Secretary at cskavita@seasonsworld.com or corporate office of the Company.
- 8) Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, August 29, 2014 ("Cut-off date" or "Record date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date / Record date i.e. August 29, 2014.
- 9) Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service Limited (CDSL).

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab
- (iii) 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:  
Enter Folio Number registered with the Company
  - (d) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login
  - (e) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below:
- (iv) Fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital)(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository participant or company, please enter the number of shares held by you as on the cut off date i.e. August 29, 2014 in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the EVSN 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the relevant EVSN of **SEASONS TEXTILES LIMITED** on which you choose to vote.
- (ix) On the voting page, you will see RESOLUTION DESCRIPTION and against the same 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xv) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates  
B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.  
D. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.  
E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The e-voting period commences on Monday, September 22, 2014 (10.00 am) and ends on Wednesday, September 24, 2014 (6.00 pm). 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 i.e. August 29, 2014 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date.
- (xvii) In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xviii) Mr. Pramod Kothari, Practicing Company Secretary, (Membership No. FCS 7091) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xix) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith to the Chairman of the Company.
- (xx) In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- (xxi) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 28<sup>th</sup> Meeting of the company scheduled to be held on Tuesday, 30<sup>th</sup> September 2014. The Results shall be declared on or after the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.seasonsfnishings.com](http://www.seasonsfnishings.com) and on the website of CDSL within two (2) days of passing of the resolutions at the meeting and communicated to Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS FOR THE 28<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON 30<sup>TH</sup> SEPTEMBER, 2014.**

**Item No. 4 to 6**

In compliance of the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company had appointed Mr. Kailash Chandra Mehra (DIN : 00128733), Dr. Bijoya Kumar Behera (DIN : 01139185) and Dr. Pramod Kumar Hari (DIN : 01205247) as Independent Directors at various times, liable to retire by rotation.

Now, pursuant to Section 149 and any other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule IV of the Act, the Company is required to have at least one third of the total number of Directors as Independent Directors, not liable to retire by rotation.

The Company has also received declaration under Section 149 read with Schedule IV of the Act from Mr. Kailash Chandra Mehra, Dr. Bijoya Kumar Behera and Dr. Pramod Kumar Hari that they meet the criteria of independence.

The Board considers that continued association of these Directors would be of immense benefit to the Company and it is desirable to continue to avail their services. In the opinion of the Board, Mr. Kailash Chandra Mehra, Dr. Bijoya Kumar Behera and Dr. Pramod Kumar Hari, fulfills the conditions specified in the Act and rules made thereunder to act as Independent Directors of the Company.

In compliance with the provisions of Section 149 and Schedule IV of the Act read with the Rules made thereunder, the Board recommends the resolutions in relation to the appointments of Mr. Kailash Chandra Mehra, Dr. Bijoya Kumar Behera and Dr. Pramod Kumar Hari as Independent Directors effective from September 30, 2014 for five consecutive years, not liable to retire by rotation, for approval of members of the Company by way of Ordinary Resolutions.

Mr. Kailash Chandra Mehra, Dr. Bijoya Kumar Behera and Dr. Pramod Kumar Hari may be deemed to be concerned or interested in the resolutions relating to their own appointments.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions.

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

Name of Director	Date of Birth	Date of appointment	Expertise in specific areas	Directorship in other Companies	Committee Memberships/ Chairmanships in other Companies
Mr. Mandeep Singh Wadhwa	24.01.1970	21.04.1992	Management and Administration	1. Seasons Furnishings Limited 2. Seasons Lifestyle Private Limited	
Mr. Kailash Chandra Mehra	06.12.1921	21.04.1992	Banking, Finance, Accounts, Management and Administration	1. Prakash Industries Limited 2. Seasons Furnishings Limited	<b>Audit Committee</b> 1. Prakash Industries Limited (Member) 2. Seasons Furnishings Limited (Chairman)
Dr. Pramod Kumar Hari	26.01.1943	06.08.1994	Production Technology and Management	-	-
Dr. B. K. Behera	17.04.1959	31.07.2008	Textile Technology	Addi Industries Limited.	<b>Audit Committee</b> Addi Industries Limited (Member)

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





**SEASONS TEXTILES LIMITED**

CIN - L18101DL1986PLC024058

Regd. Off: D-29, Ground Floor, Defence Colony, New Delhi: 110 024

Phone: 0120-4690000, Fax: 0120-4351485

Website: [www.seasonsfurnishings.com](http://www.seasonsfurnishings.com), E mail: [cskavita@seasonsworld.com](mailto:cskavita@seasonsworld.com)

**PROXY FORM: Annual General Meeting 2014**

[FORM MGT – 11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member(s) holding ..... shares of Seasons Textiles Limited, hereby appoint:

1. Name : ..... Address: .....  
E-mail Id: ..... Signature: .....
2. Name : ..... Address: .....  
E-mail Id: ..... Signature: .....

or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held at 11.00 AM on Tuesday, the 30<sup>th</sup> day of September, 2014 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi – 110 082 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional, see Note 4)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Audited Financial Statements for the year ended March 31, 2014 together with thereports of the Auditors and Directors thereon			
2.	Re-appointment of Mr. Mandeep Singh Wadhwa as a Director, (DIN: 00007029) who retires by rotation			
3.	Appointment of M/s Anuj Garg & Co. Chartered Accountants as the Auditors of the Company			
<b>Special Business</b>				
4.	Appointment of Mr. Kailash Chandra Mehra (DIN: 00128733) as an Independent Director of the Company			
5.	Appointment of Dr. Bijya Kumar Behera (DIN: 01139185) as an Independent Director of the Company			
6.	Appointment of Dr. Pramod Kumar Hari (DIN: 01205247) as an Independent Director of the Company			

Signed this ..... day of ....., 2014

(Signature of member) .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp
---------------------------

**Notes:**

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on poll instead of himself/herself. A proxy need not be a member.
3. Signature of member should be across a Revenue stamp of Re. 1/-.
4. Please put a tick (✓) mark in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. \* Applicable for members holding shares in dematerialised form.





## SEASONS TEXTILES LIMITED

CIN - L18101DL1986PLC024058

Regd. Off: D-29, Ground Floor, Defence Colony, New Delhi: 110 024

Phone: 0120-4690000, Fax: 0120-4351485

Website: [www.seasonsfnishings.com](http://www.seasonsfnishings.com), E mail: [cskavita@seasonsworld.com](mailto:cskavita@seasonsworld.com)

### ATTENDANCE SLIP

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

I/We hereby record my/our presence at 28<sup>th</sup> Annual General Meeting of the Company at 11.00 AM on Tuesday, the 30<sup>th</sup> day of September, 2014 at Royal Vatika, Main Bus Stand, KheraKhurd, Alipur Block, Delhi – 110 082.

Name	Address	Signature (Member/Proxy)**

- Note:
1. Attendance slip not filled properly will not be entertained.
  2. All joint holders should use only one slip.
  3. Bags/Briefcases are not allowed inside the meeting venue and the Company shall not be responsible for loss of same.

\*Applicable for investors holding shares in electronics form.

\*\*Strike off whichever is not applicable.

