



# **SEASONS TEXTILES LIMITED**

## **36<sup>th</sup> ANNUAL REPORT 2021-2022**

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## DIRECTORS' REPORT

To,  
The Members  
Seasons Textiles Limited  
Your Directors have pleasure in presenting their 36<sup>TH</sup> Annual Report along with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL RESULTS:

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

Particulars	(Rs. in Lakhs)	
	Financial Year Ended 31 <sup>st</sup> March, 2022	Financial Year Ended 31 <sup>st</sup> March, 2021
Revenue from Operations	2650.22	1711.51
Other income	5.99	5.01
Total Revenue Income (I+II)	2656.21	1716.52
Total Expenses	2707.61	1823.34
Profit/(Loss) before tax (III – IV)	(51.40)	(106.82)
Total Tax expense and deferred Tax	9.23	27.07
Profit/(Loss) for the year	(42.17)	(79.75)
Other comprehensive income	5.30	0.58
Total comprehensive Income for the year	(36.87)	(79.17)
Earnings per share	(0.56)	(1.06)

### 2. REVIEW OF OPERATIONS:

On a Standalone basis, during the financial year 2021-22, your Company has achieved revenue from operations of 2650.22 Lakh as against 1711.51 Lakh in the financial year 2020-21, i.e., an improvement of 54.83%. The Net Profit (Loss) for the financial year 2021-22 is (42.17) Lakh as against (79.75) Lakh in the financial year 2020-21.

### 3. DIVIDEND

Your directors did not recommend any dividend for the year under review, in view of the future growth plans of the Company.

### 4. TRANSFER OF RESERVE

No amount is proposed to be transferred to Reserves

### 5. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company, during the year

### 6. SHARE CAPITAL

Your Company's Paid-up Equity Share Capital as on March 31, 2022, stood at 749.03 Lakhs. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options or sweat equity. As on March 31, 2022, none of the Directors of the Company holds shares except Mr. Inderjeet Singh Wadhwa and Mrs. Neelam Wadhwa.

### 7. COMMITTEES OF THE BOARD

- I. Audit Committee;
- II. Nomination and Remuneration Committee;
- III. Stakeholders Relationship Committee;

### 8. MEETING OF THE BOARD OF DIRECTORS

During the financial year 2021-22, your Company convened and held four (4) Board Meetings. The details of the Board Meeting with regard to the dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

#### **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

On the recommendation of the Nomination and Remuneration Committee, the Board approved the re-appointment of Mr. Inderjeet Singh Wadhwa as Managing Director of the Company for another term of 5 (Five) years w.e.f. October 1, 2022, till September 30, 2027, in its meeting held on August 13, 2022. and being eligible, offers himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of the Notice. The Board recommends his re-appointment.

In accordance with the Companies Act, 2013 and Articles of Association of the Company, Mrs. Neelam Wadhwa (DIN: 00050911), the Whole-time Director of the Company, is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment along with other required details forms part of the Notice. The Board recommends his re-appointment.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company ("KMP") as on March 31, 2022, are Mr. Inderjeet Singh Wadhwa, Mr. Sanjay Katyal and Mr. Saurabh Arora.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fee to attend the meetings of the Board and its Committees.

#### **10. DECLARATION BY INDEPENDENT DIRECTOR OF THE COMP**

For the financial year 2021-22, all the Independent Directors of the Company have given their declaration to the Company that they meet the criteria of independence as laid down under Section 149(7) read with Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI LODR Regulations and affirmed compliance with Code of Ethics and Business Principles as required under Regulation 26(3) of SEBI LODR Regulations, as amended.

The appointment and tenure of the Independent Directors, including the code for Independent Directors are available on the Company's website, <http://www.seasonsworld.com>

#### **11. NOMINATION AND REMUNERATION POLICY**

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted a policy for the selection and appointment of Directors, senior management personnel, and remuneration including criteria for determining qualifications, positive attributes, Independence of Directors, and other matters pursuant to Section 178(3) of the Companies Act, 2013. The said policy is posted on the Company's website <http://www.seasonsworld.com>

#### **12. BOARD EVALUATION**

Your Company has devised a formal process for annual evaluation of the performance of the Board, its committees, and Individual Directors ("Performance Evaluation") which include criteria for performance evaluation of Non-Executive Directors and Executive Directors as laid down by the Nomination and Remuneration Committee and the Board. It covers the areas relevant to the functioning of Independent Directors or other directors, members of the Board, or its committees. The Independent Directors carried out annual performance evaluation of the Chairman and Managing Director and Whole-time Directors. The Board carried out an annual performance evaluation of its own performance. The performance of each Committee was evaluated by the Board, based on the report on evaluation received from respective Committees. A Consolidated Report was shared with the Chairman of the Board for his review and giving feedback to each Director.

#### **13. SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In terms of the requirements under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI Listing Regulations a separate meeting of the Independent Directors was held on February 12, 2022. The Independent Director at the meeting, inter-alia, reviewed the following:

- A. Performance of Non-Independent Directors and the Board as a whole;

- B. Performance of the Chairperson of the Company, considering the views of Whole-time Director/Executive Directors and Non-Executive Directors;
- C. and Assessed the quality, quantity, and timeliness of the flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### **14. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

The details of the familiarization programme undertaken during the year have been provided in the Corporate Governance Report along with a weblink thereof.

#### **15. SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2 relating to Meeting of the Board of Directors and General Meeting, respectively, have been duly followed by the Company.

#### **16. DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo is annexed and forms a part of this Report.

#### **18. RELATED PARTY TRANSACTIONS**

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

#### **19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed and form a part of this Report.

Particulars of the employee as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms

part of this Report. However, in pursuance of Section 136(1) of the Companies Act, 2013, this report is being sent to the shareholders of the Company excluding the said remuneration.

A statement showing the names and other particulars of the employees drawing remuneration over the limits set out in the said Rules forms part of this Report. The said information is available for inspection at the registered office of the Company during working hours up to the date of the Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

#### **20. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE.**

Your Company aims to remain committed to society through its social responsibility, strongly connected with the principle of sustainability, an organization based not only on financial factors but also on social and environmental consequences.

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act and Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

#### **21. BUSINESS RESPONSIBILITY REPORT**

In compliance with Regulation 34 of SEBI LODR Regulations, the Business Responsibility Report various initiatives taken by the Company on Environmental, Social and Governance.

#### **22. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2021-2022, no complaints were received by the Company related to sexual harassment.

#### **23. AUDIT COMMITTEE**

The Audit Committee of the Board consists of Mr. Manjeet Singh as Chairman, Dr. Pramod Kumar Hari and Mrs. Neelam Wadhwa as its other Members. The Company Secretary is the Secretary of the Committee. The details of terms of reference of the Audit Committee, number and dates of meetings held attendance of the Directors, and remunerations paid to them are given separately in the attached Corporate Governance Report.

During the year, there were no instances where the Board had not accepted the recommendations of the Audit Committee.

#### **24. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 and SEBI Listing Regulations, the Company has framed a Whistle Blower Policy/ Vigil mechanism for Directors, Employees, and Stakeholders for reporting genuine concerns about any instance of any irregularity, unethical practice and/or misconduct. Besides, as per the requirement of Clause 6 of Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company ensures to make employees aware of such Whistle Blower Policy to report instances of leak of unpublished price sensitive information. The Vigil Mechanism provides for adequate safeguards against victimization of Directors or Employees or any other person who avail of the mechanism and also provides direct access to the Chairperson of the Audit Committee. The details of the Vigil Mechanism/ Whistle Blower Policy are also posted on the Company's website, <http://www.seasonsworld.com>

#### **25. SUBSIDIARY COMPANIES**

There are no subsidiary, Associate Companies or Joint Venture Companies within the meaning of Section 2(6) of the Companies Act, 2013

#### **26. INTERNAL AUDITOR**

Your Company has appointed M/s Ashok Kantoor & Co as Internal Auditors under Section 138 of the Companies Act, 2013 and Rules made thereunder. The scope, functioning, periodicity, and methodology for Conducting internal audit

were approved by the Board and reviewed by the Audit Committee from time to time.

## **27. SECRETARIAL AUDITOR**

Pursuant to the provision of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed CS Pramod Kothari, Practicing Company Secretary, Membership No. F7091 and COP No. 11532 as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for the financial year 2021-22.

The Secretarial Audit Report of Practicing Company Secretary, in Form MR-3, for the year ended March 31, 2022, is annexed, and forms a part of this Report.

The Secretarial Audit Report is self-explanatory and does not call for any further comments. The Secretarial Audit Report does not contain any qualification, reservation, adverse remarks, or disclaimer. During the year under review, the Secretarial Auditor had not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no details are required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

## **28. STATUTORY AUDITOR AND AUDITORS' REPORT**

At the 31st Annual General Meeting ('AGM') held on Friday, the 29th day of September, 2017 approved the appointment of M/s. Rakesh Varshney & Associates., Chartered Accountants (Firm Registration No. 022399N), as the Auditors of the Company for a period of Five years from the conclusion of the said AGM. M/s. Rakesh Varshney & Associates., Chartered Accountants (Firm Registration No. 022399N) will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Bhatia & Bhatia, Chartered Accountants (Firm Reg. no. 003202N), having office at 81, Hemkunt Colony Level I, Opp. Nehru Place New Delhi-110048 as the Statutory Auditors of the Company for a period of Five years from the conclusion of this AGM till the conclusion of the 41<sup>st</sup> AGM to be held in 2027. The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and M/s Bhatia & Bhatia, Chartered Accountants (Firm Reg. no. 003202N) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. M/s Bhatia & Bhatia, Chartered Accountants (Firm Reg. no. 003202N) have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The report given by M/s Rakesh Varshney & Associates, Statutory auditor on the financial statements of the Company for the financial year 2021-22, forms part of the Annual Report. The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for further comments. The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualifications, reservations, or adverse remarks. During the year under review, the Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no details are required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

## **29. QUALIFICATION, RESERVATION, OR ADVERSE REMARK IN THE AUDIT REPORTS**

There is no qualification, reservation, or adverse remark made by the Statutory and Secretarial Auditors in their Audit Reports issued by them.

## **30. PUBLIC DEPOSITS**

During the financial year 2021-22, your Company did not invite or accept any deposit from the public.

## **31. INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY**

As per the provision of Section 134(5)(e) of the Companies Act, 2013, the Company has in place an Internal Control System designed to ensure proper recording of financial and operational information and compliance with various internal controls and other regulatory and statutory compliances. A Self-certification exercise is also conducted by

which senior management certifies the effectiveness of the internal control system of the Company. The internal audit has been conducted by a qualified external Internal Auditors. The findings in the Internal Audit Report are reviewed by the Management and by the Audit Committee of the Board and proper follow-up actions are ensured wherever required.

The Statutory Auditors have evaluated the internal financial controls framework of the Company and have reported that the same are adequate and commensurate with the size of the Company and the nature of its business.

### **32. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS.**

There are no Loans, Guarantees made by your Company during the financial year 2021-22.

### **33. INSURANCE.**

All the properties including buildings, plants and machinery, and stocks have adequately been insured.

### **34. PARTICULARS OF LOANS/ ADVANCES/ INVESTMENTS AS REQUIRED UNDER SCHEDULE V OF SEBI LISTING REGULATIONS.**

The details of the related party disclosures with respect to loans/ advances/ investments at the year-end, and the maximum outstanding amount thereof during the year as required under Part A of Schedule V of SEBI Listing Regulations have been provided in the Notes to the Financial Statements of the Company. Further, there was no transaction with the person/ entity belonging to the Promoter and Promoter Group, which holds 10% or more shareholding in the Company as per Para 2A of the aforesaid schedule.

### **35. RISK MANAGEMENT**

On May 5, 2021, SEBI notified SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, effective from May 6, 2021, and amended Regulation 21 of SEBI Listing Regulations, thereby requiring the top one thousand listed Companies (based on market capitalization at the end of the immediate previous financial year) to mandatorily formulate Risk Management Committee Based on the above notification, the formation of the Risk Management Committee is not mandatory for the Company w.e.f. May 6, 2021 since the company is not coming in the bracket of such 1000 companies.

### **36. LISTING**

The shares of your Company are listed at both BSE Limited. The listing fees to the Stock Exchanges for the financial year 2022- 23 have been paid.

### **37. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, OR TRIBUNAL.**

No significant and material orders passed by the Regulators, Courts, or Tribunal impact the going concern status and the Company's operations in the future.

### **38. MANAGEMENT DISCUSSION AND ANALYSIS.**

In compliance with Regulation 34 of the SEBI Listing Regulations, a separate Section on the Management Discussion and Analysis, as approved by the Board, which includes details on the state of affairs of the Company is annexed and forms a part of this Report.

### **39. CORPORATE GOVERNANCE**

Corporate Governance Report along with Practicing Company Secretary Certificate complying with the conditions of Corporate Governance as stipulated in Regulation 27 of SEBI LODR Regulations has been annexed and forms a part of this Report.

### **40. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 125 of the Companies Act, 2013, relevant amounts, which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) Authority, since the company has not declared any dividend in the past years the provision is not applicable to the company.

### **41. INDUSTRIAL RELATIONS/ HUMAN RESOURCES**

Your Company maintained healthy, cordial, and harmonious industrial relations at all levels during the year under review. Your Company firmly believes that a dedicated workforce constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your Company.

#### **42. ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2022, is available on the Company's website, <http://www.seasonsworld.com>.

#### **43. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments, affecting the financial position of your Company that has occurred between the year ended March 31, 2022, and the date of this Directors' Report.

#### **44. CODE OF CONDUCT FOR THE DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

The Code of Conduct for the Directors and Senior Management Personnel has been posted on the Company's website, <https://www.seasonsworld.com>. The Chief Executive Officer of the Company has given a declaration that all the Directors and Senior Management Personnel concerned, affirmed compliance with the Code of Conduct with reference to the year ended March 31, 2022, and a declaration is attached with the Annual Report.

#### **45. CEO AND CFO CERTIFICATION**

Pursuant to SEBI Listing Regulations, CEO and CFO Certification is attached with the Annual Report. CEO and CFO also provide quarterly certification on financial results, while placing the financial results before the Board in terms of SEBI Listing Regulations.

#### **46. LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS / COMPANY IN WHICH DIRECTORS ARE INTERESTED.**

There are no such loans and advances given by the company during the year under review.

#### **47. DETAILS OF APPLICATION MADE OR ANY PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016 (31 OF 2016).**

There is no such application made or any proceeding under the Insolvency and Bankruptcy Code 2016 (31 OF 2016) during the year.

#### **48. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME OF SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANK / FINANCIAL INSTITUTIONS ALONGWITH REASONS THEREOF.**

There is no such valuation settlement of loan done during the year.

#### **49. ACKNOWLEDGEMENT**

Your Company has been able to operate responsibly and efficiently because of the culture of professionalism, creativity, integrity, ethics, good governance, and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth. Your directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by every employee, more particularly during this challenging time, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. Your directors also record their grateful appreciation for the encouragement, assistance, and cooperation received from members, government authorities, banks, customers, and all other stakeholders. Your directors look forward to the long-term future with confidence.

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

**Inderjeet Singh Wadhwa  
Chairman and Managing Director**



**FORMING PART OF DIRECTORS REPORT.**

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

<b>S. No.</b>	<b>Requirements</b>	<b>Disclosure</b>
1.	The ratio of remuneration of each Director to median remuneration of employees for the financial year	Mr. Inderjeet Singh Wadhwa: 13.74 X Mrs. Neelam Wadhwa: 8.56 X
2.	The Percentage increase in remuneration of each director, CFO, CS in the financial	There is no increase in the salary of CS, CFO and Directors during the financial year 2021-2022
3.	The Percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in financial year 2022-2023 was increase of 7.5 %.
4.	The numbers of permanent employees on the rolls of Company	119 as on March 31, 2022
5.	The explanation on the relationship between average increase in remuneration and company performance	The increase in remuneration is linked to the performance of the Company as a whole, the concerned division, the employees and other factors like industry trends and economic environment.
6.	Comparison of the remuneration of the key Managerial Person against the performance of the Company	As per the Company's policy of rewarding the employees, including Key Managerial Personnel, the increase in remuneration and variable pay is based on an individual performance rating and business unit performance and the bench mark study is also factored. Considering the performance of the KMPs in the year, they were appropriately compensated.
7.	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.	The market capitalization as on March 31, 2022 was Rs. 11.11 crore and Rs. 5.43 crore as on March 31, 2021. Price Earnings ratio of the Company was --26.36 times as at March 31, 2022. No Public offer was made by the company after the Initial Public Offer dated 11th February, 1993.

8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; The average percentile increase in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with bench mark study and the performance of the Company over a period of time. There is no exceptional increase in the Managerial Remuneration.	The average percentile increases in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with bench mark study and the performance of the Company over a period of time. There is no exceptional increase in the Managerial Remuneration.
9.	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Remuneration of Key Managerial Personnel is in line with the bench mark study and performance of the Company.
10.	The key parameters for any variable component of remuneration availed by the directors	Depends on the performance parameters set for key managerial personnel as approved by the Compensation Committee of the Board.
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Nil
12.	Affirmation that the remuneration is as per the remuneration policy of the Company	We confirm.

**FORMING PART OF DIRECTORS' REPORT.**

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

<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:	(Rs. /Lacs)	
Particulars	Current Year	Previous Year
Foreign Exchange Earnings:	2050.15	1474.31
Foreign Exchange Outgo:	158.43	110.46

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

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
(a) Purchased		
Units	1017457	693579
Total Amounts (Rs. In Lacs)	87.36	64.70
Rate/units (Rs.)	8.59	9.33
(b) Own Generation		
Through Diesel Generator (units)	4284	3169
Unit	2	2
Unit per ltr of diesel oil Costs/unit (Rs.)	44.01	38.24

**Form B:**

Disclosure of Particulars with respect to technology absorption research and Development (R&amp;D):

1. Specific areas in which R&D Carried out by the Company:	Innovative fabrics designs and new products development.
2. Benefits derived as a result of the above R&D.	Increase in acceptability of new designs.
3. Future plan of action	Continue to introduce latest fabrics designs and patterns based on domestic and international market feedback.
4. Expenditure on R&D	
a. Capital	NIL
b. Recurring	NIL
c. Total	NIL
d. Total R&D expenditure as a percentage of total sales	NIL
<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

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**  
(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
Seasons Textiles Limited  
(CIN: L74999DL1986PLC024058)  
26 Froze Gandhi Road (Lower Ground Floor),  
Lajpat Nagar 3, New Delhi 110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of SEASONS TEXTILES LIMITED (hereinafter called "the Company") for the Financial Year ended 31st March, 2022. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2022 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period).
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period).

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
- j. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and amendments from time to time; (Not applicable to the Company during the audit period).
- vi. The Management has identified and confirmed the following laws as specifically applicable to the company: -
  - a. Labour laws as applicable
  - b. Environment Protection Act, 1986;
  - c. The Water (Prevention & Control of Pollution) Act 1974 read with Water (Prevention & Control of Pollution) Rules, 1975;
  - d. The Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;
  - e. Disposal of Hazardous Waste rules.

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

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

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

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

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

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

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

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

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

For PRAMOD KOTHARI & CO.  
COMPANY SECRETARIES

PRAMOD KOTHARI  
(Proprietor)  
UDIN: F007091D000653176  
Membership No. FCS 7091 C.P. 11532  
Place: Noida  
Date: 20/07/2022

To,  
The Members,  
Seasons Textiles Limited  
(CIN: L74999DL1986PLC024058)  
26, Froze Gandhi Road (Lower Ground Floor),  
Lajpat Nagar 3, New Delhi 110024

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

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

For PRAMOD KOTHARI & CO.  
COMPANY SECRETARIES

PRAMOD KOTHARI  
(Proprietor)  
UDIN: F007091D000653176  
Membership No. FCS 7091 C.P. 11532  
Place: Noida  
Date: 20/07/2022

## MANAGEMENT DISCUSSION AND ANALYSIS

### COMPANY OVERVIEW:

**Seasons Textiles Limited (STL)** is a widely held flagship Company of Seasons Group having more than 9000 shareholders and presently its shares are listed on Bombay Stock Exchange Limited. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award.

### BUSINESS OVERVIEW PRODUCTION:

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

To be competitive, both in export and domestic markets, continuous improvement in productivity and quality and creation of new designs have always been considered as the focus areas.

### DESIGN:

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

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

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

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

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

### MARKETING AND EXPORTS:

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

### INDUSTRY STRUCTURE AND DEVELOPMENTS:

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

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

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

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

### OUTLOOK:

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



**OPPORTUNITIES AND THREATS:**

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

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

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

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

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

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

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

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

**ISSUES AND RISKS:**

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

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

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

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

The Company has sustained moderate growth in recent periods and plans for rapid growth in the future. This will place significant demand on its managerial and other resources. Continued growth in a competitive environment increased the challenges involved in recruiting and retaining skilled personnel. Failure to manage this vital resource

effectively could have an adverse effect on the Company's business prospects. The Company is constantly reviewing its HR practices and incentives to maintain its talent pool for keeping their performance at optimum levels. Any change in government policies with respect to exports may impact the working of the Company.

**CAUTIONARY STATEMENT:**

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

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

**Inderjeet Singh Wadhwa  
Chairman and Managing Director  
Date: 13/08/2022  
Place: New Delhi**

## CORPORATE GOVERNANCE REPORT

**CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY:** The Company is committed to adhere to the code of corporate governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large.

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

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

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

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

**Board Composition:** The chairman of the company is executive director. The Board comprises of more than half of total numbers of directors as independent and non-executive directors which is in conformity with clause - 49 the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The details of composition of the board of directors are as follows:

Name and designation/Category	No. Of Board meeting attended	Last AGM attended	Other Directorship/ Committee membership/ Chairmanship		
			Directorship	Committee Membership	Committee Chairmanship
Mr. Inderjeet Singh Wadhwa Chairman and Managing Director	4	Yes	0	1	0
Mrs. Neelam Wadhwa Whole time Director	4	Yes	0	1	0
Dr. Bijoya Kumar Behera Non-Executive Independent Director	4	Yes	1	1	0
Dr. Pramod Kumar Hari Non-Executive Independent Director	4	Yes	0	3	0
Manjeet Singh Non-Executive Independent Director	4	Yes	1	3	6

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

### Board Procedures

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

## **Board Independence**

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

## **Details of Board Meetings**

During the year under review the Board of Directors met Four (4) times as follows: -  
28-06-2021, 14-08-2021, 13-11-2021 and 12-02-2022

## **INDEPENDENT DIRECTORS**

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

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

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

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

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

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

## **Performance evaluation of Directors:**

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

### **Role and Accountability**

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

### **Objectivity**

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

### **Leadership & Initiative**

- a) Heading Board Sub-committees.

b) Driving any function or identified initiative based on domain knowledge and experience.

**Personal Attributes**

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

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

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

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

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

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

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

The full text of the Code is furnished in this Report and also hosted on the Company's website under the web link [www.seasonsworld.com](http://www.seasonsworld.com).

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

In the Board Meeting held on 6<sup>th</sup> February, 2015, the Board approved establishment of the required codes as per above regulations. Accordingly, (i) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (ii) Code of Internal Procedures & Conduct for Regulating, Monitoring & Reporting of Trading by Insiders were established. The codes are published on the web site of the Company.

**AUDIT COMMITTEE:** Seasons Textiles Limited has a qualified and independent Audit Committee, with Mr. Manjeet Singh (Non-Executive Independent Director), Dr. Pramod Kumar Hari (Non-Executive Independent Director) and Mrs. Neelam Wadhwa (Whole Time Director). The Company Secretary acts as the Secretary of the Committee. The terms of reference stipulated by the Board to the Audit Committee are, inter alia, as contained in SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 177 of the Companies Act, 2013 as follows:

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

**Review of information by Audit Committee:** The Audit Committee shall mandatory review the following information:

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

**Composition:** The constitution of the Audit committee is as follows:

S. No.	Name of Directors	No. of Meetings Attended	No. of Meetings	Date of Meetings
1	Mr. Manjeet Singh- <b>Chairman</b> (Non-Executive Independent Director)	4	4	28-06-2021, 14-08-2021, 13-11-2021 and 12-02-2022
3	Dr. Pramod Kumar Hari – <b>Member</b> . (Non-Executive Independent Director)	4	4	28-06-2021, 14-08-2021, 13-11-2021 and 12-02-2022
2	Mrs. Neelam Wadhwa- <b>Member</b> (Executive Non-Independent Director)	4	4	28-06-2021, 14-08-2021, 13-11-2021 and 12-02-2022

**INTERNAL AUDITORS:**

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

**NOMINATION & REMUNERATION COMMITTEE:**

The Company constituted Nomination & Remuneration Committee with the requirement of the companies Act 2013. The remuneration committee presently comprises of three directors as its members. All the members of the Committee are independent, non-executive and person of repute and have sound knowledge of management practices.

**Terms of Reference:**

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

**The role of Nomination and Remuneration Committee is as follows:**

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

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

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

#### REMUNERATION TO DIRECTORS:

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

a) The details of remuneration paid to Managing Director and Whole time Director.

Name	Salary	Total
Mr. Inderjeet Singh Wadhwa	Rs. 34,16,544	Rs. 34,16,544
Mrs. Neelam Wadhwa	Rs. 21,47,538	Rs. 21,47,538

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

Director	Sitting Fees
Dr. Pramod Kumar Hari	Rs. 80,000/-
Dr. Bijoya Kumar Behera	Rs. 40,000/-
Mr. Manjeet Singh	Rs. 80,000/-

Apart from receiving remuneration by way of sitting fees for attending each meeting of the board and audit committee, none of the Independent Director had any pecuniary relationship or transactions with the company during the year ended on 31<sup>st</sup> March, 2022.

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

**Functions:** The Committee exercise such powers, role, carry out functions and duties as provided in the Act, applicable rules and regulations and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with BSE and as may be decided/delegated by the Board from time to time including considering and resolving the grievances of the security holders of the company.

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

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

registrar and share transfer agents.

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

-

Name of the Members	Category
Mr. Manjeet Singh	Chairman- Independent, Non-executive
Mr. Pramod Kumar Hari	Member- Independent, Non-executive
Mr. Inderjeet Singh Wadhwa	Member- Managing Director.

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

Number of Shareholders Complaints received during the period 01.04.2021 to 31.03.2022	Nil
Number of Complaints attended/resolved	Nil
Number of pending complaints as on 31.03.2022	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
2018-19	23.09.2019	Royal Vatika, Main Bus Stand, Khera Khurd, Delhi – Alipur Block– 110082	<ol style="list-style-type: none"> <li>1 Re Appointment of Managing Director</li> <li>2 Regularization of Independent Non-executive Director</li> <li>3 Reappointment of Mr. Pramod Kumar Hari as a Independent Director for a second term of five consecutive years.</li> <li>4 Reappointment of Mr. Bijoya Kumar Behera as a Independent Director for a second term of five consecutive years.</li> <li>5 Alteration of objects clause of Memorandum of Association of the company.</li> </ol>
2019-2020	23-12-2020	through Video Conferencing (VC) or Other Audio Visual Means (OAVM)	1. Re- Appointment of Whole Time Director.
2020-2021	28-09-2021	through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)	None

#### RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in form AOC-2 is not required. Further, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have



potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and Board for approval. The transactions entered into pursuant to the approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

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

## DISCLOSURES

**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. Vigil Mechanism:** As per Sec. 177(9) of the Companies Act, 2013, applicable Rules and the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the company has established a vigil mechanism (whistle blower policy) for their directors and employees to report their genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Audit Committee.

The Whistle Blower Policy has been disclosed on the Company's website at [www.seasonsworld.com](http://www.seasonsworld.com) and circulated to all the Directors/ Employees.

**vi. 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.

**vii. 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.

**viii. CEO/CFO CERTIFICATION:** The Managing Director and CFO certification on the financial statements and internal controls relating to the financial reporting for financial year ended 2022 is enclosed with the report.

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

## GENENERAL SHAREHOLDER INFORMATION

### i. Annual General Meeting

The 36<sup>th</sup> Annual General Meeting is Scheduled as under: -

Date : Friday, 23rd September 2022 at 11:30 A.M.

Time : 11:30 A.M.

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

### ii. Financial Calendar (Tentative):

Unaudited Financial results for the quarter ended 30th June, 2022	August, 2022
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Unaudited Financial results for the quarter ended 30th September, 2022	November, 2022
Unaudited Financial results for the quarter ended 31 <sup>st</sup> December, 2022	February, 2023
Audited Financial results for the quarter ended 31 <sup>st</sup> March, 2023	May, 2023

- iii. Book Closure Period: 17-09-2022 to 23-09-2022 (both days inclusive).
- iv. Listing on Stock Exchange: Your Company is presently listed at Bombay Stock Exchange Limited.  
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 2021-2022.**

DATE	Open	High	Low	Close Price
April, 2021	7.50	7.50	5.33	5.99
May, 2021	6.00	6.88	5.97	6.72
June, 2021	7.05	8.37	6.40	7.59
July, 2021	7.22	9.62	6.98	8.75
August, 2021	9.00	9.40	7.75	8.95
September, 2021	9.00	9.00	6.92	6.93
October, 2021	6.78	7.90	6.78	7.29
November, 2021	7.29	7.68	6.66	6.75
December, 2021	6.75	10.33	6.53	10.33
January, 2022	10.84	14.37	10.00	11.57
February, 2022	11	14.40	9.93	11.80
March, 2022	11.21	15.40	10.65	14.84

- vi. **Common Agency for Share Transfers and Electronic Connectivity:**  
Skyline Financial Services Pvt Ltd.  
D – 153A, First Floor, Okhla Industrial Area, Phase - I, New Delhi - 110065  
Tel:011-64732681-88, Fax:011-26292681, E-mail:[compliances@skylinerta.com](mailto:compliances@skylinerta.com)/[admin@skylinerta.com](mailto:admin@skylinerta.com)  
or [info@skylinerta.com](mailto:info@skylinerta.com)
- vii. **Share Transfer System:**  
Share transfer request received in physical form are registered within 30 days from the date of receipt and demat request are normally confirmed within the prescribed time from the date of receipt.
- viii. **Shareholding Pattern: The Shareholding Pattern of the Company as at 31st March, 2022 is as follow:**

Category of Shareholders	No of Shares	%
Promoters	4602973	61.45
Financial Institutions / Banks	100	0.00
Bodies Corporate	37909	0.53
NRI/OCS	260930	3.48
Public Trust	200	0.00
HUF	122029	1.63
Firms	900	0.01
Other Public Shareholders	2465259	32.91
<b>Grand Total</b>	<b>7490300</b>	<b>100.00</b>

ix. The Distribution Schedule of the Company as at 31st March, 2022 is as follows:

Shareholding	Number of shareholders	% to Total	No. of Shareholding Amount	% to Total
Up To 5,000	8431	92.75	12194940	16.28
5001 To 10,000	439	4.83	3508660	4.68
10001 To 20,000	128	1.41	1906360	2.55
20001 To 30,000	24	0.26	587190	0.78
30001 To 40,000	13	0.14	478200	0.64
40001 To 50,000	13	0.14	621310	0.83
50001 To 1,00,000	18	0.20	1177390	1.57
1,00,000 and Above	24	0.26	54428950	72.67
<b>Total</b>	<b>9090</b>	<b>100</b>	<b>74903000</b>	<b>100</b>

x. Dematerialization of Shares:

The equity shares of the company are eligible for dematerialization. The status of dematerialized and physical shares as on 31<sup>st</sup> March, 2022 is given as under:

NAME OF DEPOSITORY	NUMBER OF SHARES	% OF TOTAL ISSUED CAPITAL
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Central Depository Services (India) Limited	5236254	69.91
National Securities Depository Limited	1317912	17.59
Physical	936134	12.50
<b>Total</b>	<b>7490300</b>	<b>100.00</b>

**x. Plant Location:** Plot No. 466-67, HSIIDC Industrial Estate, Barhi, Phase – I, Sonapat (Haryana)

**xi. Address for correspondence:**

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

**xii. Compliance Officer.:**

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

## CEO / CFO CERTIFICATION

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

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

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

Place: New Delhi  
Date: 13-08-2022

Inderjeet Singh Wadhwa  
Managing Director  
DIN No.: 00007009

Sanjay Katyal  
CFO

### 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 31<sup>st</sup> March, 2022, all the Board members and senior management personnel have affirmed compliance with code of ethics for Directors and Senior Management respectively.

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

**Inderjeet Singh Wadhwa**  
**Chairman and Managing Director**  
**Place: New Delhi**  
**Date: 13/08/2022**

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members  
Seasons Textiles Limited  
(CIN: L74999DL1986PLC024058)

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31<sup>st</sup> March 2022, as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 of the said company with stock exchanges. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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

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

For Pramod Kothari & Co.  
Company Secretaries

**Pramod Kothari**

Proprietor  
FCS No: 7091 CP No: 11532  
UDIN: F007091D000692424  
Date: 27/07/2022  
Place: Noida.

## CERTIFICATE REGARDING DIRECTORS DISQUALIFICATION

To,  
The Members  
Seasons Textiles Limited  
(CIN: L74999DL1986PLC024058)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Seasons Textiles Limited having CIN L74999DL1986PLC024058 and having registered office at Radaur Road, Yamuna Nagar Haryana – 135 001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment in the company*
1	Inderjeet Singh Wadhwa- Managing Director	00007009	28/04/1986
2	Neelam Wadhwa- Whole Time Director	00050911	06/02/2015
3	Bijoya Kumar Behera- Independent Director	01139185	31/07/2008
4	Pramod Kumar Hari- Independent Director	01205247	06/08/1994
5	Manjeet Singh- Independent Director	08206912	14/11/2018

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pramod Kothari & Co.  
Company Secretaries

Pramod Kothari  
Proprietor  
FCS No: 7091 CP No: 11532  
UDIN: F007091D000740384  
Date: 04/08/2022  
Place: Noida.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SEASONS TEXTILES LIMITED**  
**Report on the Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of **SEASONS TEXTILES LIMITED** ("the company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (collectively referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

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

**Other Information**

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

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

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

**Management's Responsibility for the Ind AS Financial Statements**

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



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

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

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

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

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

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

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020, ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
  - g) In our opinion and to the best of our information, the remuneration paid by the company to its directors during the year is in accordance with the provision of Section 197 of The Act; and
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other

person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

**For M/s Rakesh Varshney & Associates,  
Chartered Accountants,**

Firm's Registration Number- 022399N

**C.A Rakesh Chandra Varshney**

Proprietor

Membership No.086048

UDIN: 22086048AJIYYM1026

Place: New Delhi

Dated: 21.05.2022

**“ANNEXURE A” TO THE AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF THE SEASONS TEXTILES LIMITED ON THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31<sup>st</sup>, 2022**

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible Assets.  
(b) As informed to us, these Property, Plant and Equipment have been physically verified by the Management during the year. In our opinion the frequency of verification is reasonable having regard to the size of the operations of the Company. According to the information & explanations given to us, no material discrepancies were noticed on such physical verification.  
(c) According to the information and explanation provided to us, the records examined by us and based on the examination of the conveyance deeds, we report that the Title deeds, comprising of all the immovable properties are held in the name of the Company as at the balance sheet date.  
(d) The Company has not revalued its Property, Plant and Equipment and Intangible Assets , hence the requirement of clause 3(i)(d) of the Companies (Auditor’s Report) Order, 2020 is not applicable.  
(e) No proceedings have been initiated during the or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the requirement of clause 3(i)(e) of the Companies (Auditor’s Report) Order, 2020 is not applicable.
- (ii) (a) As explained to us, the inventories have been periodically physically verified by the management. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.  
  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans and advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement of clause 3(iii) (a) (b) (c) (d) (e) and (f) of the Companies (Auditor’s Report) Order, 2020 is not applicable to the Company.
- (iv) The Company does not have any loans, investments, guarantees and security referred to in section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

- (vi) The nature of the Company's business is such that maintenance of cost records specified by the Central Government under sub section (1) of section 148 of The Act , is not applicable.
- (vii) (a) According to the records, information and explanations provided to us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at March 31<sup>st</sup>, 2022 for a period of more than six months from the date they became payable.
- (b) There is no amount in respect of Goods and Service Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) 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.
- (b) As informed to us, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations give to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations give to us, the funds raised on short term basis have not been utilized for long term purpose.
- Sub clause 3(ix)(e) and (f) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (b) No report under sub section (12) of Section 143 of the Companies Act has been filed in the Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act

where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal auditors for the period under audit have been considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial years 2020-21 and 2021-22.
- (xviii) There has not been any resignation of statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios disclosed in note 26 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company and hence, the requirement to report on clause 3(xx)(a) and (b) of the Order are not applicable to the Company.

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

**C.A Rakesh Chandra Varshney**  
Proprietor  
**Membership No.086048**  
UDIN: 22086048AJIYYM1026

**Place: New Delhi**  
**Dated: 21.05.2022**

**ANNEXURE- B TO THE AUDITORS REPORT OF THE EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF SEASONS TEXTILES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

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

We have audited the internal financial controls over financial reporting of Seasons Textiles Limited (“the Company”) as of 31 March, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place: New Delhi**  
**Dated: 21.05.2022**

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

**C.A Rakesh Chandra Varshney**  
Proprietor  
Membership No. 086048  
UDIN: 22086048AJIYYM1026



**BALANCE SHEET  
AS AT MARCH 31, 2022**

PARTICULARS	NOTES	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant and Equipment	3	35,09,37,949	36,12,06,125
(b) Intangible Assets	4	1,27,66,974	1,45,00,877
(c) Financial Assets			
(i) Other Financial Assets	5	22,46,209	22,46,209
(d) Other Non - Current Assets	6	19,10,089	9,72,570
<b>Total Non-Current Assets</b>		<b>36,78,61,221</b>	<b>37,89,25,781</b>
<b>(2) Current Assets</b>			
(a) Inventories	7	13,65,58,880	15,73,11,069
(b) Financial Assets			
(i) Trade Receivables	8	7,97,33,048	6,68,16,379
(ii) Cash and Cash Equivalents	9	85,09,756	89,16,190
(iii) Current Financial Assets	10	2,73,09,838	2,62,28,468
(c) Other Current Assets	11	2,61,37,564	2,66,77,617
<b>Total Current Assets</b>		<b>27,82,49,086</b>	<b>28,59,49,723</b>
<b>Total Assets</b>		<b>64,61,10,307</b>	<b>66,48,75,504</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	12	7,49,03,000	7,49,03,000
(b) Other Equity	13	27,94,06,589	28,31,01,676
<b>Total Equity</b>		<b>35,43,09,589</b>	<b>35,80,04,676</b>
<b>(2) LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	17,13,37,052	18,74,46,815
(b) Deferred Tax Liabilities (Net)		1,77,34,849	1,84,79,805
<b>Total Non-Current Liabilities</b>		<b>18,90,71,901</b>	<b>20,59,26,620</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	7,77,61,792	8,55,44,062
(ii) Trade Payables	16		
(ii)(a) Total outstanding dues to micro enterprises and small enterprises		19,35,238	23,45,730
(ii)(b) Total outstanding dues of creditors other than to micro enterprises and small enterprises		1,76,03,313	1,06,50,195
(iii) Other Financial Liabilities	17	26,86,495	3,46,325
(b) Current Tax Liability (Net)		-	-
(c) Other Current Liabilities	18	27,41,979	20,57,896
<b>Total Current Liabilities</b>		<b>10,27,28,817</b>	<b>10,09,44,208</b>
<b>Total Liabilities</b>		<b>29,18,00,718</b>	<b>30,68,70,828</b>
<b>Total Equity and Liabilities</b>		<b>64,61,10,307</b>	<b>66,48,75,504</b>
Summary of significant accounting policies 2			
As per our Separate Report of even date attached			
<b>For M/s Rakesh Varshney &amp; Associates</b>			
<b>Chartered Accountants (Firm's Registration Number- 022399N)</b>			
		<b>For and on behalf of the Board</b>	
<b>CA Rakesh Chandra Varshney</b>			
Proprietor (Membership No. 086048)			
<b>INDERJEET S.WADHWA</b>	<b>NEELAM WADHWA</b>	<b>SANJAY KATYAL</b>	<b>SAURABH ARORA</b>
<b>Chairman &amp; Managing Director</b>	<b>Director</b>	<b>Chief Financial Officer</b>	<b>Company Secretary</b>
<b>Place : New Delhi</b>			
<b>Dated : 21/05/2022</b>			

**STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED MARCH 31, 2022**

(Rs.)

PARTICULARS	NOTES	YEAR ENDED	
		MARCH 31, 2022	MARCH 31, 2021
<b>I INCOME</b>			
a) Revenue from Operations	19	26,50,21,385	17,11,50,736
b) Other Income	20	5,99,709	5,01,106
<b>TOTAL INCOME</b>		<b>26,56,21,094</b>	<b>17,16,51,842</b>
<b>II EXPENSES</b>			
a) Cost of Materials Consumed	21	9,14,59,644	4,38,39,073
b) Increase / Decrease in Inventories	22	88,31,697	(39,47,828)
c) Employee Benefits Expense	23	4,45,64,175	3,91,56,785
d) Finance Costs	24	2,39,35,943	2,83,73,617
e) Depreciation and Amortization Expense		1,65,35,081	1,99,39,271
f) Other Expenses	25	8,54,34,823	5,49,73,189
<b>TOTAL EXPENSES</b>		<b>27,07,61,363</b>	<b>18,23,34,107</b>
<b>III Profit / (Loss) before tax and exceptional items (I-II)</b>		<b>(51,40,269)</b>	<b>(1,06,82,265)</b>
<b>IV Exceptional items</b>		-	-
<b>V Profit / (Loss) before tax and after exceptional items (III-IV)</b>		<b>(51,40,269)</b>	<b>(1,06,82,265)</b>
<b>VI Tax expense</b>			
Current Tax		-	-
Deferred Tax		(9,23,159)	(27,07,331)
<b>VII Profit / (Loss) for the year (V-VI)</b>		<b>(42,17,110)</b>	<b>(79,74,934)</b>
<b>VIII Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss		7,07,997	78,073
(ii) Income tax (Deferred Tax) relating to items that will not be reclassified to profit or loss		(1,78,203)	(19,651)
		<b>5,29,794</b>	<b>58,422</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>(36,87,316)</b>	<b>(79,16,512)</b>
<b>X Earnings per equity share</b>			
Basic		(0.56)	(1.06)
Diluted		(0.56)	(1.06)

Summary of significant accounting policies 2  
The accompanying notes are an integral part of the financial statements

As per our Separate Report of even date attached

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

**For and on behalf of the Board**

**CA Rakesh Chandra Varshney**  
Proprietor  
Membership No. 086048

**INDERJEET S.WADHWA**  
**Chairman & Managing Director**

**NEELAM WADHWA**  
**Director**

**SANJAY KATYAL**  
**Chief Financial Officer**

**SAURABH ARORA**  
**Company Secretary**

Place : New Delhi  
Dated : 21/05/2022

<b>SEASONS TEXTILES LIMITED</b>			
<b>STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2022</b>			
<b>(Rs.)</b>			
<b>PARTICULARS</b>	<b>YEAR ENDED 31ST MARCH, 2022</b>	<b>YEAR ENDED 31ST MARCH, 2021</b>	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	<b>(51,40,269)</b>		<b>(1,06,82,265)</b>
<b>ADJUSTMENT FOR</b>			
DEPRECIATION	<b>1,65,35,081</b>		<b>1,99,39,271</b>
INTEREST INCOME	<b>(4,98,842)</b>		<b>(4,86,107)</b>
LOSS/ PROFIT ON SALE OF FIXED ASSETS	-		<b>1,83,658</b>
FIXED ASSETS WRITTEN OFF	-		<b>4,88,743</b>
PRIOR PERIOD ADJUSTMENT	<b>(7,771)</b>		<b>(31,828)</b>
OTHER COMPREHENSIVE INCOME	<b>7,07,997</b>		<b>78,073</b>
INTEREST/FINANCE CHARGES	<b>2,39,35,943</b>	<b>4,06,72,408</b>	<b>2,83,73,617</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>3,55,32,139</b>		<b>3,78,63,162</b>
<b>ADJUSTMENT FOR</b>			
TRADE AND OTHER RECEIVABLES	<b>(1,43,95,505)</b>		<b>(1,21,52,045)</b>
INVENTORIES	<b>2,07,52,189</b>		<b>11,30,815</b>
TRADE AND OTHER PAYABLES	<b>95,66,879</b>		<b>6,45,899</b>
CHANGE IN LONG TERM PROVISIONS	-		-
CHANGE IN SHORT TERM PROVISIONS	-		<b>(38,43,098)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>5,14,55,702</b>		<b>2,36,44,733</b>
INTEREST/FINANCE CHARGES PAID	<b>(2,39,35,943)</b>		<b>(2,83,73,617)</b>
DIRECT TAXES PAID	-		-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>2,75,19,759</b>		<b>(47,28,884)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
PURCHASE OF FIXED ASSETS	<b>(45,33,002)</b>		<b>(1,93,39,859)</b>
SALE / TRANSFER OF FIXED ASSETS	-		<b>20,90,000</b>
MOVEMENTS IN LONG TERM DEPOSITS	-		-
INTEREST INCOME	<b>4,98,842</b>		<b>4,86,107</b>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(40,34,160)</b>		<b>(1,67,63,752)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
PROCEEDS FROM EQUITY SHARE CAPITAL	-		-
PROCEEDS / REPAYMENT OF LONG TERM BORROWINGS (NET)	<b>(1,61,09,763)</b>		<b>3,93,64,067</b>
PROCEEDS/ REPAYMENT OF SHORT TERM BORROWINGS (NET)	<b>(77,82,270)</b>		<b>(1,74,03,185)</b>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(2,38,92,033)</b>		<b>2,19,60,882</b>
NET INCREASE IN CASH AND CASH EQUIVALENTS	<b>(4,06,434)</b>		<b>4,68,246</b>
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	<b>89,16,190</b>		<b>84,47,944</b>
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	<b>85,09,756</b>		<b>89,16,190</b>
<b>NOTES:</b>			
(1) Cash and cash equivalents comprises of cash, bank balances and short term deposits.			
(2) Additions to fixed assets are stated inclusive of movements of Capital Work-in-Progress.			
As per our Report of even date attached			
<b>For M/s Rakesh Varshney &amp; Associates</b>			
<b>Chartered Accountants</b>			
<b>Firm's Registration Number- 022399N</b>			
		<b>For and on behalf of the Board</b>	
<b>CA Rakesh Chandra Varshney</b>			
Proprietor			
Membership No. 086048			
	<b>INDERJEET S.WADHWA</b>	<b>NEELAM WADHWA</b>	<b>SANJAY KATYAL</b>
	<b>Chairman &amp; Managing Director</b>	<b>Director</b>	<b>Chief Financial Officer</b>
			<b>SAURABH ARORA</b>
			<b>Company Secretary</b>
Place : New Delhi			
Dated : 21/05/2022			

Statement of changes in Equity								
<b>A</b>	Equity Share Capital							
	As at 1st April, 2020						74903000	
	Changes in equity share capital due to prior period errors						0	
	Restated balance as at 1st April, 2020						74903000	
	Changes during the year						0	
	As at 31 March, 2021						74903000	
	Changes in equity share capital due to prior period errors						0	
	Restated balance as at 31 March, 2021						74903000	
	Changes during the year						0	
	As at 31 March, 2022						74903000	
<b>B</b>	Other equity							
	Particulars	Capital Reserve	General Reserve	Securities Premium Reserve	Fair Valuation Reserve	Retained Earnings	Items of Other Comprehensive Income	TOTAL EQUITY
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	Balance as at 31 March, 2021	1,06,07,080	1,99,18,184	75,00,000	13,25,32,008	11,10,85,403	14,59,001	28,31,01,676
	- Total Comprehensive income for the year	-	-	-	-	(42,17,110)	5,29,794	(36,87,316)
	- Prior Period Adjustment	-	-	-	-	(7,771)	-	(7,771)
						(42,24,881)	5,29,794	(36,95,087)
	As at 31 March, 2022	1,06,07,080	1,99,18,184	75,00,000	13,25,32,008	10,68,60,522	19,88,795	27,94,06,589

SEASONS TEXTILES LTD											
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022											
3. PROPERTY, PLANT AND EQUIPMENT (Rs.)											
PARTICULARS	LEASE HOLD LAND	FREE HOLD LAND	BUILDINGS	DATA PROCESSING EQUIPMENT	ELECTRICAL INSTALLATION & FITTING	OFFICE EQUIPMENTS	FURNITURE & FIXTURES	PLANT & MACHINERY	TUBEWELL	VEHICLES	TOTAL
<b>Gross Carrying Amount</b>											
As at March 31, 2021	5,33,52,000	13,66,78,185	14,31,55,774	1,34,16,684	1,00,82,716	13,24,794	8,79,918	27,79,66,695	-	1,37,27,383	65,05,84,149
Additions	-	-	44,61,000	61,502	-	10,500	-	-	-	-	45,33,002
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	5,33,52,000	13,66,78,185	14,76,16,774	1,34,78,186	1,00,82,716	13,35,294	8,79,918	27,79,66,695	-	1,37,27,383	65,51,17,151
<b>Accumulated Depreciation</b>											
As at March 31, 2021	-	-	3,32,16,072	61,02,899	45,11,251	8,51,063	4,17,885	23,71,09,154	-	71,69,700	28,93,78,024
Depreciation for the year	-	-	45,16,002	8,25,416	6,69,607	2,16,817	83,562	72,12,026	-	12,77,748	1,48,01,178
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	3,77,32,074	69,28,315	51,80,858	10,67,880	5,01,447	24,43,21,180	-	84,47,448	30,41,79,202
<b>Net Carrying Amount</b>											
As at March 31, 2022	5,33,52,000	13,66,78,185	10,98,84,700	65,49,871	49,01,858	2,67,414	3,78,471	3,36,45,515	-	52,79,935	35,09,37,949
As at March 31, 2021	5,33,52,000	13,66,78,185	10,99,39,702	73,13,785	55,71,465	4,73,731	4,62,033	4,08,57,541	-	65,57,683	36,12,06,125

4. INTANGIBLE ASSETS		(Rs.)
PARTICULARS	COMPUTER SOFTWARE	TOTAL
<b>Gross Carrying Amount</b>		
As at March 31, 2021	4,83,84,069	4,83,84,069
Additions	-	-
Disposals	-	-
As at March 31, 2022	4,83,84,069	4,83,84,069
<b>Accumulated Depreciation</b>		
As at March 31, 2021	3,38,83,192	3,38,83,192
Amortisation for the year	17,33,903	17,33,903
Disposals	-	-
As at March 31, 2022	3,56,17,095	3,56,17,095
<b>Net Carrying Amount</b>		
As at March 31, 2022	1,27,66,974	1,27,66,974
As at March 31, 2021	1,45,00,877	1,45,00,877

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(Rs.)

PARTICULARS	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021					
<b>5. OTHER NON-CURRENT FINANCIAL ASSETS</b>							
Security Deposits	22,46,209	22,46,209					
<b>TOTAL</b>	<b>22,46,209</b>	<b>22,46,209</b>					
<b>6. OTHER NON - CURRENT ASSETS</b>							
Employee Benefits (Gratuity)	19,10,089	9,72,570					
<b>TOTAL</b>	<b>19,10,089</b>	<b>9,72,570</b>					
<b>7. INVENTORIES</b>							
(Valued at lower of Cost and Net Realizable value)							
Raw Materials	9,29,40,410	10,46,71,620					
Stock in Process	91,55,578	83,20,917					
Spare Parts	2,36,682	4,25,964					
Finished Goods	3,42,26,210	4,38,92,568					
<b>TOTAL</b>	<b>13,65,58,880</b>	<b>15,73,11,069</b>					
<b>8. TRADE RECEIVABLES</b>							
Secured , Considered good	7,97,33,048	6,68,16,379					
Unsecured , Considered good	-	-					
<b>TOTAL</b>	<b>7,97,33,048</b>	<b>6,68,16,379</b>					
<b>Ageing of Trade Receivables</b>							
(Amount in Rs.)							
Particulars	Outstanding as on March 31, 2022 for the following period from the due date of payment						
	NOT DUE	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	2,46,28,855	40,46,513	14,77,400	1,79,431	6,34,219	4,87,66,630	7,97,33,048
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>2,46,28,855</b>	<b>40,46,513</b>	<b>14,77,400</b>	<b>1,79,431</b>	<b>6,34,219</b>	<b>4,87,66,630</b>	<b>7,97,33,048</b>
(Amount in Rs.)							
Particulars	Outstanding as on March 31, 2021 for the following period from the due date of payment						
	NOT DUE	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	1,02,57,974	4,27,727	5,26,288	47,45,990	32,01,745	4,76,56,655	6,68,16,379
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>1,02,57,974</b>	<b>4,27,727</b>	<b>5,26,288</b>	<b>47,45,990</b>	<b>32,01,745</b>	<b>4,76,56,655</b>	<b>6,68,16,379</b>
<b>9. CASH AND CASH EQUIVALENTS</b>							
Balances with Bank	24,024	8,07,017					
Cash on Hand	1,62,966	2,35,366					
Balances with banks to the extent held as margin money	83,22,766	78,73,807					
<b>TOTAL</b>	<b>85,09,756</b>	<b>89,16,190</b>					
<b>10. CURRENT FINANCIAL ASSETS</b>							
<b>(Unsecured, considered good unless otherwise stated)</b>							
Other Loans and Advances	2,73,09,838	2,62,28,468					
<b>TOTAL</b>	<b>2,73,09,838</b>	<b>2,62,28,468</b>					
<b>11. OTHER CURRENT ASSETS</b>							
<b>(Unsecured, considered good unless otherwise stated)</b>							
Prepaid Expenses	7,69,719	11,65,692					
Balance with Statutory Authorities	48,50,997	26,19,856					
Advance Recoverable in Cash or Kind	2,05,16,848	2,28,92,069					
<b>TOTAL</b>	<b>2,61,37,564</b>	<b>2,66,77,617</b>					

PARTICULARS	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
<b>12. SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
1,20,00,000 (As at March 31, 2021 1,20,00,000)		
Equity Shares of Rs.10/- each	<u>12,00,00,000</u>	<u>12,00,00,000</u>
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
74,90,300 (As at March 31, 2021 74,90,300 )		
Equity shares of Rs.10/- each	7,49,03,000	7,49,03,000
<b>TOTAL</b>	<u><b>7,49,03,000</b></u>	<u><b>7,49,03,000</b></u>

**a) Terms and Rights attached to Equity Shares**

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

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

Particulars	Amount (Rs.)
<b>Outstanding as at March 31, 2021</b>	7,49,03,000
Shares issued during the year	-
Shares bought back during the year	-
<b>Outstanding as at March 31, 2022</b>	7,49,03,000

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

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

**(d) Shareholding of Promoters:**

Shares held by promoters at the end of the year ended					% change during the year
Promoter name	31st.March,2022		31st.March,2021		
	Number of shares	% of total shares	Number of shares	% of total share	
Inderjeet Singh Wadhwa	3192831	42.63	3192831	42.63	Nil
Neelam Wadhwa	1398312	18.67	1398312	18.67	Nil

**13. OTHER EQUITY**

<b>Capital Reserve</b>	1,06,07,080	1,06,07,080
<b>General Reserve</b>	1,99,18,184	1,99,18,184
<b>Securities Premium Reserve</b>	75,00,000	75,00,000
<b>Fair valuation Reserve</b>	13,25,32,008	13,25,32,008
<b>Ratained Earnings</b>		
Opening balance	11,10,85,403	11,90,92,165
Net Profit for the Year	(42,17,110)	(79,74,934)
Prior Period adjustment	(7,771)	(31,828)
Closing balance	<u>10,68,60,522</u>	<u>11,10,85,403</u>
<b>Other Comprehensive Income</b>		
Opening balance	14,59,001	14,00,579
Add: Remeasurements of Defined Employee Benefits Plan	5,29,794	58,422
	<u>19,88,795</u>	<u>14,59,001</u>
<b>TOTAL</b>	<u><b>27,94,06,589</b></u>	<u><b>28,31,01,676</b></u>

PARTICULARS	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
<b>14. BORROWINGS</b>		
<b>Secured</b>		
<b>Term loans</b>		
Deutsche Bank	17,00,36,871	17,93,78,209
Canara Bank		
-Vehicle loans	15,99,787	30,82,535
Canara Bank	2,18,85,718	3,02,04,758
	<u>19,35,22,376</u>	<u>21,26,65,502</u>
<b>Less</b> Current maturities of long term debt	<u>2,21,85,324</u>	<u>2,52,18,687</u>
<b>TOTAL</b>	<u>17,13,37,052</u>	<u>18,74,46,815</u>

**\* a. Securities**

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

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

(iii) Term loans taken from Canara Bank to meet liquidity mismatches arising out of COVID-19 outbreak.

**b. Term of repayment and interest are as follows :**

Loan from	Repayment Frequency	Year of maturity	Rate of interest p.a.
<b>Secured</b>			
Deutsche Bank	Monthly	2031-32	8.35%
Canara Bank	Monthly	2023-24	7.50%

**CURRENT LIABILITIES****15. SHORT TERM BORROWINGS**

Current maturities of long-term debts	2,21,85,324	2,52,18,687
Loan repayable on demand (secured)*		
From banks		
Canara Bank	5,55,76,468	6,03,25,375
<b>TOTAL</b>	<u>7,77,61,792</u>	<u>8,55,44,062</u>

\* The Working Capital Loans from Canara Bank are secured by way of first charge against hypothecation of stocks of Raw Material, Work in Process, Finished Goods, Stores, Spares & book debts and first exclusive charge on factory Land and Building & Plant and Machinery at B-18, Sector-5, Noida-201 301 (U.P) and Plot No. 466-467, HSIIDC Industrial Estate,Barhi, Sonapat (Haryana).

\* (i) The quarterly returns or statements filed by the Company for working capital limits with such Banks and financial institutions are in agreement with the books of account of the Company. (ii) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period

**16. TRADE PAYABLES**

Dues to micro, small and medium enterprises #	19,35,238	23,45,730
Payables Other than MSME*	1,76,03,313	1,06,50,195
	<u>1,95,38,551</u>	<u>1,29,95,925</u>

# Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	31st.March,2022	31st.March,2021
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	19,35,238	23,45,730
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Note: The above information regarding, Micro Small and Medium Enterprises, has been determined to the extent such parties have been identified on the basis of information available with the company.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Ageing of Trade Payables

(Amount in Rs.)

Particulars	Outstanding as on March 31, 2022 for the following period from the due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	19,35,238	-	-	-	-	19,35,238
(ii) Others	1,76,03,313	-	-	-	-	1,76,03,313
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>1,95,38,551</b>	-	-	-	-	<b>1,95,38,551</b>

(Amount in Rs.)

Particulars	Outstanding as on March 31, 2021 for the following period from the due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	23,45,730	-	-	-	-	23,45,730
(ii) Others	1,06,50,195	-	-	-	-	1,06,50,195
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>1,29,95,925</b>	-	-	-	-	<b>1,29,95,925</b>

**17. OTHER FINANCIAL LIABILITIES**

Other Payable	26,86,495	3,46,325
<b>TOTAL</b>	<b>26,86,495</b>	<b>3,46,325</b>

**18. OTHER CURRENT LIABILITIES**

Advance from customers	-	-
Tax Deducted at Source and Other Statutory Dues	9,27,361	7,59,951
Expenses Payable	18,14,618	12,97,945
<b>TOTAL</b>	<b>27,41,979</b>	<b>20,57,896</b>

**19. REVENUE FROM OPERATIONS**

Sale of Products-Finished Goods	24,90,04,903	15,98,85,068
Sale of Services	96,73,075	87,11,756
<u>Other Operating Revenue</u>		
Sale of MEIS Licence	28,72,215	8,62,070
Miscellaneous Income	9,32,203	-
Duty Draw Back	25,38,989	16,91,842
<b>TOTAL</b>	<b>26,50,21,385</b>	<b>17,11,50,736</b>

**20. OTHER INCOME**

Interest Income	4,98,842	4,86,107
Other Non-Operating Income	1,00,867	14,999
<b>T O T A L</b>	<b>5,99,709</b>	<b>5,01,106</b>

**21. COST OF MATERIALS CONSUMED**

Yarn	9,14,49,569	4,38,39,073
Fabric	10,075	-
<b>T O T A L</b>	<b>9,14,59,644</b>	<b>4,38,39,073</b>

**22. INCREASE / DECREASE IN INVENTORIES**

<b>Closing Inventory</b>		
Finished Goods	3,42,26,210	4,38,92,568
Stock in Process	91,55,578	83,20,917
<b>Total (A)</b>	<b>4,33,81,788</b>	<b>5,22,13,485</b>
<b>Opening Inventory</b>		
Finished Goods	4,38,92,568	3,92,46,754
Stock in Process	83,20,917	90,18,903
<b>Total (B)</b>	<b>5,22,13,485</b>	<b>4,82,65,657</b>
<b>Total (B-A)</b>	<b>88,31,697</b>	<b>(39,47,828)</b>

PARTICULARS	AS AT MARCH 31, 2022	AS AT MARCH 31, 2021
<b>23. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages & Perquisites	3,21,65,036	2,83,17,549
Contribution to Provident Fund & Others	42,86,333	36,06,739
Directors Remuneration and Perquisites	55,74,082	52,66,414
Gratuity	13,70,478	12,77,895
Staff Welfare Expenses	<u>11,68,246</u>	<u>6,88,188</u>
<b>TOTAL</b>	<b><u>4,45,64,175</u></b>	<b><u>3,91,56,785</u></b>
<b>24. FINANCE COSTS</b>		
Interest on Term Loan	1,57,63,419	1,44,55,182
Interest on Bank Loan	47,20,005	52,62,438
Interest on Other Loans	86,807	9,07,202
Bank Charges and Commission	26,48,453	32,96,344
Currency Exchange Fluctuation	1,71,279	7,34,785
Finance Charges and Other Charges	<u>5,45,980</u>	<u>37,17,666</u>
<b>TOTAL</b>	<b><u>2,39,35,943</u></b>	<b><u>2,83,73,617</u></b>
<b>25. OTHER EXPENSES</b>		
Consumption of Stores and Spares	2,78,377	1,17,760
Power and Fuel	92,54,352	68,60,095
Jobwork Charges	2,44,20,258	1,24,75,780
Repairs to Machinery	43,91,471	37,91,962
Repair and Maintenance (Others)	14,72,614	9,10,189
Insurance	15,61,940	15,12,669
Rates & Taxes	9,26,343	7,34,052
GST Demand	22,331	-
Carriage Inward	3,73,804	1,81,513
Communication	4,84,156	5,15,159
Legal and Professional	47,81,066	27,03,092
Payment to Auditors	2,16,000	2,16,000
Internal Audit Fee	4,80,000	4,80,000
Travelling and Conveyance	31,50,994	23,41,239
Printing & Stationery	4,38,388	3,53,640
Books and Periodicals	4,100	3,905
Security Service Charges	5,30,110	4,76,637
Vehicle Running & Maintenance	19,73,291	12,42,266
Office Maintenance and Others	3,65,826	2,67,619
Director's Sitting Fees	2,00,000	2,50,000
Loss on sale of Fixed Assets	-	1,83,658
Charity and Donation	1,62,604	1,69,700
Miscellaneous Expenditure	5,62,933	3,40,582
Balance Written Off	4,25,999	6,34,803
Advertisement & Publicity	44,070	34,440
Commission		
-On Export Sales	1,47,28,191	1,04,16,518
-On Domestic Sales	25,20,769	12,41,091
Courier Charges	12,02,848	8,95,307
Packing and Forwarding	21,93,487	9,41,706
Carriage Outward	28,90,586	14,39,224
Sampling and Product Promotion	69,723	3,677
Business Promotion	89,444	1,07,495
Other Selling Expenses	<u>52,18,748</u>	<u>31,31,411</u>
<b>TOTAL</b>	<b><u>8,54,34,823</u></b>	<b><u>5,49,73,189</u></b>

## **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, 2013. The Company is engaged in the Manufacturing, Trading and Export of Furnishing Fabrics.

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

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

The Financial Statements have been prepared under the historical cost convention on accrual method of accounting (except Land which is recognized at deemed cost on the basis of fair values), in accordance with, the Indian Accounting Standards (Ind As) and the relevant provisions of the Companies Act, 2013. The Ind As are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### **B. Statement of Compliance:**

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

#### **C. Use of Estimates:**

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

#### **D. Property, Plant & Equipment:**

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

Property, Plant & Equipment except Land are stated at cost. Land is stated at fair valuation done based on the principles of Ind AS 113 and the principles defined in the Ind AS 16. Cost includes interest on borrowed capital used for construction of fixed assets and of expenditure incurred during the construction period on a fair and reasonable basis

#### **E. Intangible Assets:**

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

#### **F. Depreciation:**

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

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

#### **G. Inventories:**

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

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

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

recognition during the period or in previous financial statements are recognized in the statement of profit and loss in the period in which they arise.

**I. Revenue Recognition:**

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

**1) Consignment Sales**

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

**2) Other Sales**

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

**3) Other Incomes**

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

**J. Provisions, Contingent Liabilities and Contingent Assets:**

For the provisions, contingent liabilities and contingent assets, provisions of Ind AS 37 have been adhered. A provision is recognised when the company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date and are not discounted to present value. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. Contingent Assets are also disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

**K. Employees Benefits:**

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

**1) Short Term Employee Benefits :-**

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

**2) Post Employment Benefits :-**

**(a) Defined Contribution Plan:**

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

**(b) Defined Benefit Plan:**

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

**L. Taxation:**

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.

- (a) Deferred tax assets and liability are recognized for timing differences, using the balance sheet approach, based on tax rates that have been enacted or substantively enacted by the Balance Sheet date. Where there are unabsorbed depreciation or carry forward losses, Deferred tax assets are recognized 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 realization in future. Ind AS 12 principles have been adhered on the calculation of

deferred taxes using the Balance sheet approach and the same are accounted in the non-current assets/liabilities depending upon the workings on the amounts provided.

**M. Borrowing Costs:**

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

**N. Impairment of Assets:**

**Intangible Assets and property, plant & equipment**

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

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

**Financial Assets**

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

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

**O. Earning Per Share:**

The earnings considered in ascertaining the Company's EPS comprises of net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive share is anti-dilutive.

**P. Fair Value Measurement:**

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

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

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

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

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

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

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

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

**Q. Current versus non-current classification:**

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

- (a) expected to be realised in, or is intended to be sold or consumed in normal operating cycle;
- (b) held primarily for the purpose of being traded;
- (c) expected to be realised within 12 months after the reporting date; or
- (d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A Liability is current when:

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

All other liabilities are classified as non-current.

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

**Operating cycle**

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

**R. Risk Management and disclosures:**

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

**i) Credit risk**

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

**ii) Liquidity risk**

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

**iii) Market risk**

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

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

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

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

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

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

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

**Management of those Risks (mitigants)-**

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

**NOTE-26 OTHER NOTES ON ACCOUNTS**

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

**Contingent Liabilities**

- a. Foreign bill (Export) Rs.1,16,45,716/- ( Previous yearRs.1,09,26,083/-)

**Commitments**

- a. Estimated amount of contract remaining to be executed on Capital Account and not provided for is – NIL
- b. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the directors
- c. Wherever the balance confirmation is not available from the parties, the balances as appearing in the books of account have been considered.
- c. Profit & Loss account includes remuneration to Auditors as given below:

PARTICULARS	YEAR ENDED	YEAR ENDED
	31ST MARCH,2022	31ST MARCH,2021
	(Rs.)	(Rs.)
For Statutory Audit	1,60,000	1,60,000
For Tax Audit	56,000	56,000
<b>Total</b>	<b>2,16,000</b>	<b>2,16,000</b>

e. Payment to Directors by way of Remuneration

PARTICULARS	YEAR ENDED	YEAR ENDED
	31ST MARCH,2022	31ST MARCH,2021
	(Rs.)	(Rs.)
Salary	37,09,383	35,10,939
Perquisites	18,54,699	17,55,475
P.F. and other funds	4,45,125	4,02,996
<b>Total</b>	<b>60,09,207</b>	<b>56,69,410</b>

f. **Related Party Disclosures:**

Disclosures of Related Party are as given below:

1) **List of Related Parties**

**Key management personnel:** Inderjeet S. Wadhwa & Neelam Wadhwa.

**Relatives:** Jasmer Singh Wadhwa, Gursheen Wadhwa & Mandeep Singh Wadhwa.

**Other Related Parties:** S9 Home Pvt. Ltd., S9 Home LLP

2) **Transaction with related parties**

Nature of Transactions		Rs. In lacs					
		YEAR ENDED 31 <sup>ST</sup> MARCH, 2022			YEAR ENDED 31 <sup>ST</sup> MARCH, 2021		
		Key managerial personnel	Relatives	Other Related Parties	Key managerial personnel	Relatives	Other Related Parties
1	Sales and other income	-	-	108.88	-	-	59.29
2	Expenditure or services	-	20.91	-	-	12.13	-
3	Outstanding Balances- Debtors	-	-	128.28	-	-	106.10
4	Managerial Remuneration	60.09	9.51	-	56.69	8.99	-

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

(In Rupees)

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH, 2022	YEAR ENDED 31 <sup>ST</sup> MARCH, 2021
Loss available to equity shareholders	(42,17,110)	(79,74,934)
Weighted average number of Equity shares	74,90,300	74,90,300
EPS (Basic and diluted) Rupees per share	(0.56)	(1.06)
Nominal Value of Share	Rs.10	Rs.10

h. **Segmental Information:** -

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

i. **Deferred Taxation:**

In accordance with Indian Accounting Standard (IndAS) the deferred tax liability (on account of timing difference) for the current year amounted to Rs.1,77,34,849/- (Previous year Rs.1,84,79,805/-).

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

k. In terms of Ind AS 36 on Impairment of Assets, the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.



l. Tour and Travelling Expenses include Rs.2,25,694/- (Previous Year Rs.Nil) on account of Directors.

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

	YEAR ENDED 31.03.2022 (Rs.)	YEAR ENDED 31.03.2021 (Rs.)
a. Raw Material	Nil	3,92,386/-

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

PARTICULARS	YEAR ENDED 31.03.2022 (Rs)	YEAR ENDED 31.03.2021 (Rs)
Commission on Sales	1,47,28,191	1,04,16,518
Foreign Bank Charges	3,11,014	2,81,063
Testing Fees	4,62,709	2,80,317
Spare Parts	3,61,137	68,383
<b>TOTAL</b>	<b>1,58,42,844</b>	<b>1,10,46,281</b>

o. **EARNING IN FOREIGN CURRENCY:**

	YEAR ENDED 31.03.2022 (Rs.)	YEAR ENDED 31.03.2021 (Rs.)
FOB Value of Export	20,50,15,440	14,74,31,545

p. **Statement of Cash Flow:**

The Statement of Cash Flow has been compiled from and is based on the Balance Sheet as on March 31, 2022 and Profit & Loss Account for the year ended on that date.

The Cash Flow Statement has been prepared on the basis of indirect method as set out in the Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flow issued by the Institute of Chartered Accountants of India.

q. **Other Statutory Information**

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with companies struck off.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

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

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

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

Place: New Delhi  
Date: 21/05/2022

**For and on behalf of the Board**

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

**Sanjay Katyal**  
Chief Financial Officer

**Neelam Wadhwa**  
Director

**Saurabh Arora**  
Company Secretary