

Consolidated Report of Scrutinizer

To,
The Chairman
SEASONS TEXTILES LIMITED
(CIN: L74999DL1986PLC024058)
26, Froze Gandhi Road (Lower Ground Floor),
Lajpat Nagar 3, Delhi New Delhi, India, 110024

Subject: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and E-Voting at the 38th Annual General Meeting of **SEASONS TEXTILES LIMITED** (Hereinafter called “**the Company**”) held on Friday, September 27, 2024, at 11:30 A.M. IST through two-way video conferencing (‘VC’) or Other Audio-Visual Means (**OAVM**”).

I, Pramod Kothari, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors at their meeting held on August 13, 2024 of the company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as E-Voting at the 38th Annual General Meeting of the company, held on Friday, September 27, 2024, at 11:30 A.M. IST through two-way Video Conferencing (‘VC’) or other Audio- Visual Means (**OAVM**).

Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (“MCA Circulars’) and SEBI/HO/CFDPoD/ 2/P/CIR/2023/167 being dated October 7, 2023 issued by SEBI have permitted the holding of the Annual General Meeting through Video Conferencing (‘VC’) or through Other Audio-Visual Means (OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 38th Annual General Meeting (“Meeting” or “AGM”) of the Company was held through VC / OAVM

Friday, September 27, 2024, at 11:30 a.m. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at 26, Froze Gandhi Road (Lower Ground Floor), Lajpat Nagar 3, Delhi New Delhi, India, 110024. Further, pursuant to the relevant circulars issued by the MCA and SEBI, the Notice of the AGM along with the Annual Report for FY 2023-24 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 38th AGM had been uploaded on the website of the Company at www.seasonsworld.com The Notice could also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com and the AGM Notice was also available on the website of Central Depository Services Limited (“CDSL”)(agency for providing the Remote E-Voting facility) i.e. www.evotingindia.com.

Since this AGM was held pursuant to the MCA / SEBI Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice of AGM dated August 13, 2024 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company on August 24, 2024 by e-mail. The Company had availed e-voting facility offered by Central Depository Services Limited (“CDSL”) for conducting Remote E-voting and also E-voting at the date of AGM by the Shareholders of the Company.

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Friday, September 20, 2024 (9300 Nos.) were allowed to cast their vote either by Remote E-Voting before the meeting or E-Voting during the appointed time of the meeting. The Remote E-voting period commenced on Tuesday, September 24, 2024, at 10:00 a.m. (IST) and ended on Thursday, September 26, 2024, at 5:00 p.m. (IST). The Remote E-voting module was disabled by CDSL as authorized by me for not voting thereafter. Once the vote on a resolution was cast by the Member, the Member was not allowed to change it subsequently.

Members, who were entitled to vote but have not voted through Remote E-Voting, were provided with the facility to exercise their voting rights through E-Voting during the appointed time of the meeting. However, Members who had already cast their vote through Remote E-Voting were not permitted to vote again at the appointed time at the meeting, although they attended the meeting. The E-Voting during the appointed time at the meeting ended after 15 minutes from the conclusion of the meeting at 11:51 a.m.

On completion of the E-voting at the AGM, the CDSL E-Voting platform was un-blocked and the result was downloaded for scrutiny.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the Remote E-voting and the casting vote(s) through E-voting at the AGM on resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the Remote E-voting as well as in the E-voting conducted at the appointed time of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the results made available to me, 126 Members have cast their votes through Remote E-Voting platform and 02 Members have cast their votes by means of E-Voting at the AGM. The AGM was concluded at 11:51 a.m. I submit herewith the Scrutinizer Report on the result of the Remote E-voting and E-voting conducted at the meeting as per Annexure-I (as Prescribed by SEBI) signed by me in presence of two witnesses, who are not in the employment of the Company and an Additional Summary Report.

I SUBMIT MY REPORT AS UNDER:

The consolidated summary of results of e-voting at AGM and remote e-voting based on the reports generated by and relied upon are as under:

RESOLUTION NO. 1

1.To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditor's thereon. **(Ordinary Resolution).**

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 1(a) (as Ordinary Resolution)	Remote E-voting	3699871	99.63	13778	0.37	-
	E-voting	8	0.00	-	-	-
	Total	3699879	99.63	13778	0.37	-

The Resolution is carried by requisite majority.

Details of e-voting at AGM & remote e-voting are given in **Annexure-A**.

RESOLUTION NO. 2

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

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 1(a) (as Ordinary Resolution)	Remote E-voting	6970	33.59	13778	66.36	-
	E-voting	08	0.03	-	-	-
	Total	6978	33.64	13778	66.36	-

The Resolution is not passed.

Details of e-voting at AGM & remote e-voting are given in **Annexure-B**.

RESOLUTION NO. 3

3. Appointment of Ms. Kavita Rani (DIN: 08853423) as an Independent Director of the Company. **(Special Resolution)**.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.3) (as Special Resolution)	Remote E-voting	3699871	99.63	13778	0.37	-
	E-voting	8	0.00	-	-	-
	Total	3699879	99.63	13778	0.37	-

The Resolution is carried by requisite majority.

Details of e-voting at AGM & remote e-voting are given in **Annexure-C**.

RESOLUTION NO. 4

4. Appointment of Mr. Manish Chandra (DIN:08985816) as an Independent Director of the Company. (Special Resolution).

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.4) (as Special Resolution	Remote E-voting	3699871	99.63	13778	0.37	-
	E-voting	8	0.00	-	-	-
	Total	3699879	99.63	13778	0.37	-

The Resolution is carried by requisite majority.

Details of e-voting at AGM & remote e-voting are given in **Annexure-D**.

- i. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
- ii. This report is issued in accordance with the terms of the Engagement Letter.

1. RESTRICTION ON USE

This report has been issued at the request of the Company for:

- i. Submission to Stock Exchanges;
- ii. Placing on website of the Company; and
- iii. Website of CDSL.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,
Yours faithfully,
For Pramod Kothari & Co.
Company Secretaries

Countersigned by
SEASONS TEXTILES LIMITED

Pramod Kothari
Proprietor (C P 11532)
UDIN: F007091F001353744
Date: 28/09/2024
Place: Noida

Chairman
Date: 28/09/2024
Place: Noida

ANNEXURE - A

Details of e-voting at AGM & remote e-voting for Resolution No. 1 are as under:

AI. E-VOTING AT AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	8	8	80
Less: Invalid Votes	-	-	-
Net Valid votes	8	8	80
Votes with Assent	8	8	80
Votes with Dissent	0	0	-

A2. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	3713649	3713649	37136490
Less: Invalid Votes	-	-	-
Net Valid votes	3713649	3713649	37136490
Votes with Assent	3699871	3699871	36998710
Votes with Dissent	13778	13778	137780

ANNEXURE – B

Details of e-voting at AGM & remote e-voting for Resolution No. 2 are as under:

BI. E-VOTING AT AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	8	8	80
Less: Invalid Votes	-	-	-
Net Valid votes	8	8	80
Votes with Assent	8	8	80
Votes with Dissent	0	0	-

B2. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	20748	20748	207480
Less: Invalid Votes			
Net Valid votes	20748	20748	207480
Votes with Assent	6970	6970	69770
Votes with Dissent	13778	13778	137780

ANNEXURE - C

Details of e-voting at AGM & remote e-voting for Resolution No. 3 are as under:

CI. E-VOTING AT AGM

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	8	8	80
Less: Invalid Votes	-	-	-
Net Valid votes	8	8	80
Votes with Assent	8	8	80
Votes with Dissent	0	0	-

C2. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	3713649	3713649	37136490
Less: Invalid Votes	-	-	-
Net Valid votes	3713649	3713649	37136490
Votes with Assent	3699871	3699871	36998710
Votes with Dissent	13778	13778	137780

ANNEXURE - D

Details of e-voting at AGM & remote e-voting for Resolution No. 4 are as under:

D1. E-VOTING AT AGM

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	8	8	80
Less: Invalid Votes	-	-	-
Net Valid votes	8	8	80
Votes with Assent	8	8	80
Votes with Dissent	0	0	-

D2. VOTING THROUGH REMOTE E-VOTING

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	3713649	3713649	37136490
Less: Invalid Votes	-	-	-
Net Valid votes	3713649	3713649	37136490
Votes with Assent	3699871	3699871	36998710
Votes with Dissent	13778	13778	137780