



20TH ANNUAL REPORT 2009-10



SEASONS[®]
FURNISHINGS LIMITED
Way to live



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BOARD OF DIRECTORS

Mr. Inderjeet S Wadhwa

Chairman

Mr. Mandeep S Wadhwa

Managing Director

Mr. G S Harnal

Director

Mr. L N Gupta

Director

Mr. Prasenjit Kalita

Company Secretary

Registered Office

61, Ring Road
(Ground Floor)
Lajpat Nagar-III
New Delhi-110024

Corporate Office

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

Registrar and Share Transfer Agent

Skyline Financial Services (P) Limited
D-153 A, Okhla Industrial Area,
Phase - I, New Delhi - 110 020
Tel: 011-26812682,83
Fax:011-26812684
E-Mail ID: admin@skylinerta.com

Auditors

K. L. Datta & Company
Chartered Accountant
C-121, Greater Kailash-I
New Delhi-110048

Internal Auditors

Ashok Kantoor & Co
Chartered Accountant
2659/2, Gurudwara Road
Karol Bagh, New Delhi-110005

Bankers

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

Companies Exclusive Showrooms

61, Ring Road
(Ground Flore)
Lajpat Nagar-III
New Delhi-110024

Shop No 1-2, Ground floor,
MGF Plaza, Mehrauli Gurgaon Road,
Gurgaon (Haryana)

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of SEASONS FURNISHINGS LIMITED will be held at 10.30 A.M. on Thursday, the 30th day of September, 2010 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2010, the Balance Sheet as on that date the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. G. S. Harnal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956, read with and in accordance with the conditions of Schedule XIII to the said Act, Mr. Mandeep Singh Wadhwa, be and is hereby re-appointed as Managing Director of the Company, for a period of 3 years, with effect from 1st December, 2010 to 30th November, 2013 on the following terms:

- 1) **Salary:**
₹ 1, 25,000 - 25,000 - 1, 75,000 per month
- 2) **Perquisites:**
 - a) House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of ₹ 30,000 per month.
 - b) Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.
 - c) Reimbursement of Medical expenses - actual expenditure for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.
 - d) Provision of Company's car, mobile phone and telephone at residence for use on Company's business but use of car for personal purposes and long distance personal calls on mobile phone/telephone will be charged.
 - e) Any other perquisites(s) as may be decided by the Board and/or the Remuneration Committee.
- 3) Mr. Mandeep Singh Wadhwa shall also be eligible to the following perquisites which shall not be included in computation of the ceiling on remuneration specified above:

- a) Company's contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company but to the extent these are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of Leave at the end of the tenure.

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

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

Explanatory Note:

- 4. The tenure of appointment of Mr. Mandeep Singh Wadhwa as Managing Director expires on 30th November, 2010 and it is proposed to Re-appoint him for a further period of 3 years w.e.f. 1st December, 2010.

Mr. Mandeep Singh Wadhwa is retiring as Managing Director on 30th September, 2010 in terms of the special resolution passed by the members of the company in its 17th Annual General Meeting held on 29th September, 2007.

In terms of the provisions of the Companies Act, 1956 and of Listing Agreement with the Stock Exchanges, re-appointment of Mr. Mandeep Singh Wadhwa, as Managing Director requires approval of members of the company by way of special resolution.

A brief particular of Mr. Mandeep Singh Wadhwa is given in the Corporate Governance Report of the Annual Report as per the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges.

By Order of the Board
for Seasons Furnishings Limited

Place : Noida
Date : 13.08.2010

(Prasenjit Kalita)
Company Secretary

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMENCEMENT OF THE MEETING.

A BLANK PROXY FORM IS ATTACHED HEREWITH (in the last page).

- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 20th September, 2010 to 30th September, 2010 (both days inclusive).
- 3) A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 4) As per the Clause 49 of the Listing Agreement with the Stock Exchanges, a brief particulars of Mr. G S Harnal director of the Company who is retiring by rotation in the ensuing Annual General Meeting of the Company is given in the Corporate Governance Report published with the Annual Report,
- 5) Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or its Share Transfer Agents. In case the shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants.
- 6) In all correspondence with the Company, Members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 7) Members are requested to bring their copies of the Annual Report to the meeting and the Attendance Slip duly filled-in and signed as per the specimen signature recorded with the Company / Depository Participant for attending the meeting.
- 8) Members who hold shares in dematerialized Form, are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

By Order of the Board
for Seasons Furnishings Limited

Place : Noida
Date : 13.08.2010

(Prasenjit Kalita)
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 20th Annual Report along with the Audited Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

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

(₹ in lacs)

Particulars	Year ended 31 st March, 2010	Year ended 31 st March, 2009
Total Income	3,511.99	3,811.53
Expenditure Other then Interest Depreciation and Tax	3,212.15	3,560.40
Earing Before Interest Depreciation and Tax (EBIDTA)	259.84	251.14
Interest and Finance charges	152.88	141.73
Depreciation	57.22	59.17
Profit before tax	49.73	50.23
Provision for Tax	13.72	36.47
Profit after Tax	36.02	13.76
Surplus Brought forward	373.74	359.98
Amount available for appropriation	409.76	373.74
Surplus/(deficit) carried to Balance sheet	409.76	373.74

The total income of the company during the year stands at ₹ 3,511.99 Lacs as against ₹ 3,811.53 Lacs in the previous year. The profit before tax during the year stands at ₹ 49.73 Lacs as against ₹ 50.23 Lacs. The profit after tax during the year stands at ₹ 36.02 Lacs as against ₹ 13.76 Lacs.

No material changes have occurred since the date of the Balance sheet and this report, which has any adverse effect on the working of the company.

DIVIDEND

In order to plough back profits for future requirements of the company your Directors do not recommend any dividend for the year ended March 31, 2010.

FIXED DEPOSITS

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

DIRECTORS

Mr. G S Harnal retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment and your Board of Directors recommend for the same.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with the accounting and financial reporting requirements under section 217(2AA) of the Companies (Amendment) Act, 2000, in respect of financial statements, your directors state and confirm that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss account of the Company for that period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) the annual accounts of the Company have been prepared on a going concern basis.

AUDITORS

M/s K.L. Datta & Co., Chartered Accountants, New Delhi, the retiring Auditors, hold office until the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS REPORT

The Auditors Report to the shareholders is enclosed with the Accounts for the year ended March 31, 2010. There are no adverse qualifications in the audit report.

PARTICULARS OF EMPLOYEES

There is no employee whose particulars are required to be furnished in the Sec. 217(2A) of the Companies Act, 1956 and rules made there under.

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

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding the conservation of energy, technology absorption and foreign exchange Earnings and outgo is given at **Annexure - I** to this report.

MANAGEMENT DISCUSSION ANALYSIS

A separate Section on Management Discussion & Analysis covering the aspects of Operations and future prospects of the company is given at **Annexure- II** to this Report.

CORPORATE GOVERNANCE

Your Company follows principles of effective Corporate Governance to consider the interest of all the stakeholders. The endeavor of your Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay a strong emphasis on integrity transparency and overall accountability. A report on Corporate Governance as per Clause 49 of the Listing Agreement and the certificate from M/s K.L. Datta & Co, Chartered Accountants, Statutory Auditors of the Company is given at **Annexure - III** as part of the Director's report

ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors
Seasons Furnishings Limited

Place : New Delhi
Date : 29th May, 2010

(Mr. I. S. Wadhwa)
Chairman

Annexure - I

"FORM - A"

Disclosure of particulars with respect to Conservation of Energy

a. Conservation of energy:-

Since the company has not undertaken any manufacturing activity this information is not applicable. Still it endeavors to save the energy wherever possible at all level of operation.

"FORM - B"

b. Technology Absorption:-

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

1. Specific areas in which R&D Carried out by the Company:	Innovative fabrics designs and new products development.
2. Benefits derived as a result of the above R&D.	Increase in acceptability of new designs.
3. Future Plan of action designs and patterns based and on domestic and international market feedback.	Continue to introduce latest fabrics designs patterns based on domestic and international market feedback.
4. Expenditure on R&D	
a.	Capital NIL
b.	Recurring NIL
c.	Total NIL
d.	Total R&D expenditure as a percentage of total sales NIL
Technology absorption, adoption and innovation:	
1. Efforts, in brief, made towards technology absorption, adaptation and innovation.	NIL
2. Benefits derived as a result of efforts e.g. product improvement, cost reduction, product development, import substitution, etc.	NIL
3. In case of improved technology imported during the last 5 years reckoned from the beginning of the financial year.	N.A.

c. Foreign Exchange Earnings and Outgo:-

The foreign exchange earning/outgo during the year are as under:

(₹ in lacs)

Particulars	Current Year	Previous Year
Foreign Exchange Earning:	0.00	20.72
Foreign Exchange Outgo:	226.36	235.35