



22nd Annual Report 2011 - 2012


SEASONS[®]
FURNISHINGS LIMITED



BOARD OF DIRECTORS

Mr. Inderjeet Singh Wadhwa
Chairman

Mr. Mandeep Singh Wadhwa
Managing Director

Mr. Kailash Chandra Mehra
Non executive Independent Director

Mr. Bishan Dass Bhagat
Non executive Independent Director

Registered Office

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

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

Bankers

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

Auditors

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

Internal Auditors

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

Companies Exclusive Showroom

Seasons Club Class
D-29, Defence Colony New Delhi -110 024
Registrar and Share Transfer Agent

Company Secretary & Compliance Office

Mr. Prasenjit Kalita
B-18, Sector-5,
Noida, Uttar Pradesh-201 301
Tel: 0120- 4690000
Fax: 0120- 4351485
E-Mail ID: cs.sfl@seasonsworld.com

Seasons Furnishings Limited

22nd ANNUAL REPORT - 2011-12

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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of SEASONS FURNISHINGS LIMITED will be held at 10.30 A.M. on Saturday, the 29th day of September, 2012 at Royal Vatika, Main Bus Stand, KheraKhurd, 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, 2012, the Balance Sheet as on that date and Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Bishan Dass Bhagat, who retires by rotation and being eligible, offers himself for re-appointment.
“**RESOLVED that** Mr. Bishan Dass Bhagat who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director of the Company.”
3. To appoint M/s Anuj Garg & Co., Chartered Accountants, New Delhi, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and authorize the Board of Directors of the Company to fix their remuneration.
“**RESOLVED THAT** M/s Anuj Garg & Co. Chartered Accountants, New Delhi, be and are hereby Re-appointed as the Statutory Auditors of the Company, to hold the office of Auditors from the conclusion of this Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by the Board.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Kailash Chandra Mehra who was appointed as a Director of the Company on 28th March, 2012 in the casual vacancy caused by the resignation of Mr. Girdhar Sharma Harnal and who, in terms of Section 262 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice from a Member under Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. Kailash Chandra Mehra as a candidate for the office of Director, be and is hereby appointed as Director of the Company.”
5. 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 314 (1) and Director's Relatives (Office or Place of Profit) Rules, 2003 and subsequent amendment thereto and other applicable provisions of the Companies Act, 1956, and subject to the approval of the shareholders in the next general meeting of the company the salary of Mrs. Manjit Kaur Wadhwa, Vice President (Showroom) of the Company has been revised, on the following terms:
 - 1) **Salary:**
“1, 00,000 - 25,000 – 1, 50, 000 per month
 - 2) **Perquisites:**
 - a. House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.
 - b. 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.
 - c. 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.
 - d. Any other perquisites(s) as may be decided by the Board and/or the Remuneration Committee.
 - 3) Mrs. Manjit Kaur 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 the revision in the salary if approved by the shareholders will be effective for a period of three years from 1st June, 2012 upto 31st May, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary from time to time the terms and conditions of the said remuneration, in such manner as they may deem fit in the best interest of the Company.

By Order of the Board
for **Seasons Furnishings Limited**

Place: New Delhi
Date: 14.08.2012

(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 corporate office of the company not less than 48 hours before the scheduled time of the commencement of the meeting.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 20th September, 2012 to 29th September, 2012 (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) The relevant Explanatory Statement in respect of Item Nos. 4&5 of the Notice is annexed to and forms part of the Notice.
- 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.
- 9) **The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing service of notice/documents including Annual Report by email to its members.**

Those who are holding shares in demat form may register their email address to their respective Depository Participants.

Those holding shares in physical form may register their email address with Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Limited or to the Company Secretary at cs.sfl@seasonsworld.com or corporate office of the Company.

By Order of the Board
for **Seasons Furnishings Limited**

Place: New Delhi
Date: 14.08.2012

(Prasenjit Kalita)
Company Secretary

Explanatory Statement:

Item No. 4.

By a Resolution passed by the Board of Directors on 28th March, 2012, Mr. Kailsah Chandra Mehra was appointed as Director of the Company in the casual vacancy caused by the resignation of Mr. Girdhar Sharma Harnal. Under Section 262 of the Companies Act, 1956, Mr. Kailash Chandra Mehra holds office upto the date of the Annual General Meeting. The Company has received Notice from a Member under Section 257 of the said Act signifying his intention to propose Mr. Kailash Chandra Mehra as a candidate for the office of Director. Mr. Kailash Chandra Mehra is presently a Director in M/s Seasons Textiles Limited & M/s Prakash Industries Limited. He has wide range of experience in the field of Finance and Economy. The Directors are of the opinion that Mr. Kailash Chandra Mehra's knowledge and experience will be of benefit to the Company. The Board, therefore, recommends that the Resolution set out in Item No. 4 of the Notice convening the Meeting be approved and passed.

No Director, excepting Mr. Kailash Chandra Mehra, is concerned or interested in the Resolution.

Item No. 5.

Mrs. Manjit Kaur Wadhwa is working as the Vice President (Showroom) of the Company since April, 2011. She was appointed with due compliance of section 314 (1) of the Companies Act, 1956 being relative of Director.

The Board of Directors in its meeting held on 28th May, 2011 approved the appointment of Mrs. Manjit Kaur Wadhwa as Vice President (Showroom) in Seasons Furnishings Limited.

After one year of her dedicated service the Board of Directors in its meeting held on 30th May, 2012 approved an increase/revision in the Salary of Mrs. Manjit Kaur Wadhwa as per the salary structure given in the resolution above which is subject to the final approval of the Shareholders in its Meeting.

Accordingly a Resolution has been placed before the members for approval with or without modifications.

No Director, excepting Mr. Mandeep Singh Wadhwa & Mr. Inderjeet Singh Wadhwa, is concerned or interested in the Resolution.

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure to present their 22nd Annual Report along with the Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

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

(Rs. in Lakhs)

Particulars	Year Ended 31 st March, 2012	Year Ended 31 st March, 2011
Total Income	3093.71	3532.75
Expenditures other than Interest Depreciation and Tax	2832.39	3267.74
Earnings Before Interest Depreciation and Tax(EBIDTA)	261.32	265.01
Interest and Finance charges	198.05	159.59
Depreciation	54.48	55.15
Profit before tax	8.78	50.26
Provision for Tax	7.38	6.91
Profit after Tax	1.40	43.35
Surplus Brought forward	453.11	409.76
Amount available for appropriation	454.51	453.11
Surplus/(deficit) carried to Balance sheet	454.51	453.11

The total income of the company during the financial year 2011-12 stands at Rs. 3093.71 Lacs as against Rs. 3532.75 Lacs in the previous financial year 2010-11. The profit before tax during the financial year stands at Rs. 8.78 Lacs as against Rs. 50.26 Lacs in the previous financial year. The profit after tax during the financial year stands at Rs. 1.40 Lacs as against Rs. 43.35 Lacs in the previous financial year.

The profitability of the Company fell down during the last financial year due low turnover which is a result of slow demand in the market and high volatility in the foreign exchange market. Company is coming up with new plan, design & strategy for higher turnover & profitability in the near future.

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

Keeping in mind the lower volumes and the resultant lower profitability for the year and the consequent need to conserve the liquid funds of the Company, the Directors have decided not to recommend any Dividend for the year ended 31st March, 2012.

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.

LISTING PARTICULARS

The Equity Shares of the Company have been delisted from Madras Stock Exchange with effect from 28.05.2012. Equity shares of the Company still continued to be listed on Bombay Stock Exchange having nation-wide trading terminal. The company has paid the listing fees up to 2012-13.

DIRECTORS

At the ensuing Annual General Meeting, Mr. Bishan Dass Bhagat who retires by rotation and being eligible recommended by the Board for re-appointment. Mr. Kailsah Chandra Mehra was appointed as Director of the Company in the casual vacancy caused by the resignation of Mr. Girdhar Sharma Harnal, holds office upto the date of the next Annual General Meeting as per Section 262 of the Companies Act, 1956. The Company has received a Notice from a Member under Section 257 of the said Act signifying his intention to propose Mr. Kailash Chandra Mehra as a candidate for the office of Director. Being eligible, Board recommends his name to be appointed as Director of the Company. A brief particular of Mr. Kailash Chandra Mehra is given in the Corporate Governance Report which forms a part of this Report.

Mr. Girdhar Sharma Harnal, the Non-executive Independent Director of the Company placed his resignation from the position of Directorship in the month of December, 2011 due to his personal reasons. The Board appreciates the valuable contribution made by Mr. Girdhar Sharma Harnal during his tenure as Director of the company.

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:

- in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors has 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 Financial Year and of the profit and loss account of the Company for that period.;
- 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;
- the annual accounts of the Company have been prepared on a going concern basis.
- The previous year's figures have been re-casted/re-grouped as per the revised schedule - VI of the Companies Act, 1956 which had been made applicable w.e.f. 1st April, 2011.

AUDITORS

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

AUDITORS' REPORT

The Auditors' Report to the shareholders is enclosed with the Accounts for the year ended March 31, 2012. There are no adverse qualifications in the audit report. The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under section 217(3) of the Companies Act, 1956.

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 AND ANALYSIS

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

CORPORATE GOVERNANCE

The Company has been scrupulously following the Corporate Governance norms prescribed by the Securities and Exchange Board of India (SEBI) 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. The Report on the status of the Compliance of Corporate Governance Guidelines of SEBI, is attached at **Annexure-III** to this Report.

SECRETARIAL COMPLIANCE CERTIFICATE

The Compliance Certificate issued by a Practicing Company Secretary as per the requirement of the Clause 49 of the Listing Agreement is attached to the Corporate Governance 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
Dated : 14th August, 2014

(Mr. Inderjeet 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. | Continue to introduce latest fabrics designs and patterns based on domestic and international market feedback. |
| 4. Expenditure on R&D | |
| a. Capital | NIL |
| b. Recurring | NIL |
| c. Total | NIL |
| d. Total R&D expenditure as a percentage of total sales | NIL |

Technology absorption, adoption and innovation:

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

c. Foreign Exchange Earnings and Outgo:-

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

	As on 31.03.2012 (Rs. In Lacs)	As on 31.03.2011 (Rs. In Lacs)
Foreign Exchange Earning:	NIL	99.84
Foreign Exchange Outgo:	355.6	367.41