



ANNUAL REPORT 2015 - 2016




SEASONS[®]
FURNISHINGS LIMITED

Seasons Furnishings Limited

26th Annual Report - 2015-16

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BOARD OF DIRECTORS

Mr. Mandeep Singh Wadhwa
Managing Director

Mrs. Manjit Kaur Wadhwa
Additional Director

Mr. Kailash Chandra Mehra
Non - Executive, Independent Director

Mr. Bishan Das Bhagat
Non-Executive, Independent Director

Ms. Poonam Mehdiratta
Non-Executive, Independent Director

AUDIT COMMITTEE

Mr. Kailash Chandra Mehra	Chairman
Mr. Bishan Das Bhagat	Member
Mrs. Manjit Kaur Wadhwa	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Kailash Chandra Mehra	Chairman (Non-executive Director).
Mr. Mandeep Singh Wadhwa	Member (Executive Director).

NOMINATION & REMUNERATION COMMITTEE

Mr. Bishan Das Bhagat	Chairman
Mr. Kailash Chandra Mehra	Member
Ms. Poonam Mehdiratta	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Kamal Kumar Gupta
Email Id : cs.sfl@seasonsworld.com
Tel No. : 011-47675000
Fax No. : 0120-4351485

STATUTORY AUDITORS

Anuj Garg & Company
Chartered Accountants
New Delhi - 110005

INTERNAL AUDITORS

Ashok Kantoor & Co.
Chartered Accountants
New Delhi - 110005

REGISTERED OFFICE

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

CORPORATE OFFICE

A – 29, Sector-5,
Noida-201301 (U.P)

COMPANY'S EXCLUSIVE SHOWROOM

Seasons Club Class
D-29, Defence Colony
New Delhi-110024

DESIGN STUDIO

D-5, Defence Colony,
New Delhi -110 024

REGISTRAR & SHARE TRANSFER AGENT

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

SECRETARIAL AUDITORS

Pramod Kothari & Co.
Company Secretaries
Noida – 201301 (U.P)

BANKERS

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

SEASONS FURNISHINGS LIMITED

CIN: L36101DL1990PLC039238

Registered Office: D-29, Defence Colony, New Delhi-110024

Email : cs.sfl@seasonsworld.com

Website: www.seasonsfurnishings.com Phone No. 011-47675000 Fax : 0120-4351485

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Members of SEASONS FURNISHINGS LIMITED will be held at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082 on Friday, the 30th September 2016 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mrs. Manjit Kaur Wadhwa (DIN 00050971) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mrs. Manjit Kaur Wadhwa (DIN No. 00050971) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director of the Company."

3. To consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors the Company hereby ratifies the appointment of M/s Anuj Garg & Co. Chartered Accountants, New Delhi (Firm's Registration No. 03473N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

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 and subject to the approval of Central Government or any statutory authority as may be required, Mr. Mandeep Singh Wadhwa, be and is hereby re-appointed as Managing Director of the Company, for a tenure of 3 years, with effect from 1st December, 2016 to 30th November, 2019 on the following terms:

1. Basic Salary : "2,50,000 – 25,000 – 3,00,000" 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 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 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 as per the provisions of the Gratuity Act, 1972.
 - (c) Encashment of Leave at the end of the tenure.

RESOLVED FURTHER THAT the Board/Remuneration Committee be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Mandeep Singh Wadhwa and revise such remuneration and/or perquisites from time to time within the maximum limits specified as above. The Board/Remuneration Committee be and is hereby further authorized to vary/ modify/ amend any of the aforesaid terms and conditions, provided such variation/ modification/ amendment is in conformity with the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT in the event of the approval of the Central Government stipulating any changes with respect to the payment of remuneration to Mr. Mandeep Singh Wadhwa, the Board/Remuneration Committee of the Board of the Company be and is hereby authorized to vary the remuneration in accordance therewith.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mrs. Manjit Kaur Wadhwa, as Whole Time Director of the Company for a period of three years with effect from 1st October, 2016 subject to retirement by rotation on the following terms :

1. Basic Salary : 1,20,000 – 25,000 – 1,70,000 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 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 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 as per the provisions of the Gratuity Act, 1972.
 - (c) Encashment of Leave at the end of the tenure.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then Mrs. Manjit Kaur Wadhwa will be entitled to get the minimum remuneration as specified in Schedule V to the Companies Act, 2013;

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of 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 V to the Companies Act, 2013, including any statutory modification/re-enactment thereof hereinafter.”

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

Place: New Delhi
Date: 12.08.2016

(Mandeep Singh Wadhwa)
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS FOR THE 29TH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2016 :

Resolution no 4:

Mr. Mandeep Singh Wadhwa is retiring as Managing Director on 30th November, 2016 in terms of the special resolution passed by the members of the company in its annual general meeting held on 30th September, 2013.

In terms of the provisions of the Companies Act, 2013, re-appointment of Mr. Mandeep Singh Wadhwa, as Managing Director requires approval of shareholders/members of the company, by way of special resolution.

Mr. Mandeep Singh Wadhwa, is commerce graduate from Delhi University. Mr. Mandeep Singh Wadhwa looks after the overall operations of the Company. He has enriched experience of more than 20 years in furnishing fabric and retail industry. Mr. Mandeep Singh Wadhwa had

been appointed as Managing Director of the Company w.e.f. 1st December, 1997 by the shareholders at its Annual General Meeting held on 25th September, 1997.

Except Mr. Mandeep Singh Wadhwa, and Mrs. Manjit Kaur Wadhwa no other Director of the Company is concerned or interested in the said resolution.

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I.	GENERAL INFORMATION																	
1.	Nature of industry	Trading and retailing of Furnishing Fabrics.																
2.	Date or expected date of commencement of commercial production	16th February, 1990																
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable																
4.	Financial performance based on given indicators	<table><tr><td>Particulars</td><td>Year ended 31.03.2016 (in lacs)</td></tr><tr><td>Total Income</td><td>2012.84</td></tr><tr><td>Earnings Before Interest Depreciation and Tax(EBIDTA)</td><td>219.46</td></tr><tr><td>Interest and Finance charges</td><td>171.80</td></tr><tr><td>Depreciation</td><td>26.64</td></tr><tr><td>Profit before tax</td><td>21.01</td></tr><tr><td>Provision for Tax</td><td>4.91</td></tr><tr><td>Profit after Tax</td><td>16.11</td></tr></table>	Particulars	Year ended 31.03.2016 (in lacs)	Total Income	2012.84	Earnings Before Interest Depreciation and Tax(EBIDTA)	219.46	Interest and Finance charges	171.80	Depreciation	26.64	Profit before tax	21.01	Provision for Tax	4.91	Profit after Tax	16.11
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5.	Export performance and net foreign exchange collaborations	<table><tr><td>As on 31.03.2013 (In Lacs)</td></tr><tr><td>Foreign Exchange Earning:</td><td>0.33</td></tr><tr><td>Foreign Exchange Outgo:</td><td>396.81</td></tr></table>	As on 31.03.2013 (In Lacs)	Foreign Exchange Earning:	0.33	Foreign Exchange Outgo:	396.81											
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6.	Foreign investments or collaborators, if any.	No Foreign Collaboration or Investment																
II.	INFORMATION ABOUT THE APPOINTEE																	
1.	Background details	Mr. Mandeep Singh Wadhwa, a graduate in Commerce from Delhi University. He is the Managing Director of the Company. He has enriched experience of more than 20 years in furnishing fabric and retail industry. Mr. Mandeep Singh Wadhwa had been appointed as Managing Director of the Company w.e.f. 1st December, 1997 by the shareholders at its Annual General Meeting held on 25th September, 1997																
2.	Past remuneration	<p>Basic Salary: Rs. 1,50,000/- per month with liberty to the Board/Remuneration Committee to increase the same as it may in its absolute discretion determine from time to time provided that the salary does not exceed Rs. 2,50,000/- per month during the tenure.</p> <p>House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.</p> <p>Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.</p> <p>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.</p> <p>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.</p>																

		Contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. Encashment of Leave at the end of the tenure.
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Mr. Mandeep Singh Wadhwa possesses rich experience in Marketing, Finance, Production, Management and Administration. He is actively taking part in the management of the day to day business of the Company looking after the marketing department and expansion of the business thorough participating various fairs and exhibitions and meeting new clients.
5.	Remuneration proposed	As provided in resolution above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the business, the profile of Mr. Mandeep Singh Wadhwa, Managing Director of the Company, the responsibilities handling by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides drawing remuneration for holding position as Managing Director of the Company and holding equity shares in the Company, he has no other pecuniary relationship with the Company. He is a relative of Mrs. Manjit Kaur Wadhwa, Additional Director of the Company.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	1. Low turnover which is the result of slow demand in the market, 2. High Inventory carrying cost, and 3. Old Pattern/ Designed Stocks which were not in demand were sold in bulk at a marginal profit Which resulted in fall in profit in the last Financial Year.
2.	Steps taken or proposed to be taken for improvement	Optimal utilization of the resources available with the Company, by using advanced design & marketing strategy, Company is being constantly making efforts to improve its position in the furnishing fabric industry.
3.	Expected increase in productivity and profits in measurable terms.	With the steps and strategy as mentioned above, the Company will be able to improve its turnover and profit.
IV. DISCLOSURES :		
1.	The shareholders of the company shall be informed of the remuneration package of the managerial person.	Details given in the Corporate Governance section of this Report
2.	The following disclosures shall be mentioned in the Board of directors' report under the heading "Corporate Governance", if any, attached to the annual report :- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; ii) Details of fixed component and performance linked incentives along with the performance criteria; iii) Service contracts, notice period, severance fees; iv) Stock option details if any	Details given in the Corporate Governance section of this Report Details given in the Corporate Governance section of this Report N.A. N.A.

Resolution no 5:

By a resolution passed by the Board of Directors in their meeting held on 12th August, 2016, and pursuant to the recommendations of the Nomination and Remuneration Committee and applicable provisions of the Companies Act, 2013 and Rules and Section 149 of the Companies Act, 2013, Mrs. Manjit Kaur Wadhwa (DIN : 00050971), was appointed as Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company to hold office up to the date of this Annual General Meeting, be and is hereby appointed as Whole Time Director for a period of three years w.e.f 1st October, 2016, subject to the approval of Shareholders.

Academic Qualifications:

She has done Fashion Designing from South Delhi Polytechnic. She is associated with the Company since inception and in the year 2011 she was designated as a Vice President (Retail) and helps in developing and designing of different furnishings fabrics in coordination with manufacturers and the buyers.

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I.	GENERAL INFORMATION																	
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2.	Date or expected date of commencement of commercial production	16th February, 1990																
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable																
4.	Financial performance based on given indicators	<table><tr><td>Particulars</td><td>Year ended 31.03.2016 (in lacs)</td></tr><tr><td>Total Income</td><td>2021.98</td></tr><tr><td>Earnings Before Interest Depreciation and Tax(EBIDTA)</td><td>219.46</td></tr><tr><td>Interest and Finance charges</td><td>171.80</td></tr><tr><td>Depreciation</td><td>26.64</td></tr><tr><td>Profit before tax</td><td>21.02</td></tr><tr><td>Provision for Tax</td><td>4.91</td></tr><tr><td>Profit after Tax</td><td>16.11</td></tr></table>	Particulars	Year ended 31.03.2016 (in lacs)	Total Income	2021.98	Earnings Before Interest Depreciation and Tax(EBIDTA)	219.46	Interest and Finance charges	171.80	Depreciation	26.64	Profit before tax	21.02	Provision for Tax	4.91	Profit after Tax	16.11
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6.	Foreign investments or collaborators, if any.	No Foreign Collaboration or Investment																
II.	INFORMATION ABOUT THE APPOINTEE																	
1.	Background details	As provided in explanatory statement above																
2.	Past remuneration	Salary: “1,00,000 – 25,000 – 1,50,000 per month.House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month. 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. 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. Contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. Encashment of Leave at the end of the tenure.																
3.	Recognition and awards	Not Applicable																

4.	Job profile and his suitability	Mrs. Manjit Kaur Wadhwa is working as the Vice President (Retail) 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. Smt. Manjit Kaur Wadhwa possesses rich experience in Business Development, Marketing, Management and Administration.
5.	Remuneration proposed	As provided in resolution above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration for the similar position in the Industry having regard to the size of the Companies and profile of persons is not less than the proposed remuneration of Smt. Manjit Kaur Wadhwa
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for holding position and drawing remuneration as Director/Vice President (Retail) and as shareholder, She has no other pecuniary relationship with the Company. She is a relative of Shri Mandeep Singh Wadhwa Managing Director, of the Company.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	Low sales turnover due to global recession.
2.	Steps taken or proposed to be taken for improvement	The Company has been constantly making efforts to improve quality and has been introducing new designs of furnishing fabrics.
3.	Expected increase in productivity and profits in measurable terms.	Leveraging on the vast experience of Smt. Manjit Kaur Wadhwa with respect to furnishing Textile Industry and Management of the Company, it is expected that the revenue and net profit will increase around 5% to 10% in the year 2016-2017.
IV. DISCLOSURES :		
1.	The shareholders of the company shall be informed of the remuneration package of the managerial person.	Details given in the Corporate Governance section of this Report
2.	The following disclosures shall be mentioned in the Board of directors' report under the heading "Corporate Governance", if any, attached to the annual report : - i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors; ii. Details of fixed component and performance linked incentives along with the performance criteria; iii. Service contracts, notice period, severance fees; iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Details given in the Corporate Governance section of this Report Details given in the Corporate Governance section of this Report N.A. N.A.

Mrs. Manjit Kaur Wadhwa, to be appointed as Whole Time Director of the Company for a period of three years with effect from 1st October, 2016 subject to retirement by rotation.

The Company has received from her (a) consent in writing to act as Director in Form DIR-2 (b) intimation in Form DIR - 8 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers it advantageous and in the interest of the Company to have Mrs. Manjit Kaur Wadhwa on Board.

The matter is being placed before the members for their consideration and approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Mandeep Singh Wadhwa and Mrs. Manjit Kaur Wadhwa, are interested or concerned in the Resolution.

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. Proxies in order to be effective must be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 26th September, 2016 to 30th September, 2016 (both days inclusive).
- 3) A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 4) Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or its Share Transfer Agents. In case the shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants.
- 5) In all correspondence with the Company, Members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 6) Members are requested to bring their copies of the Annual Report in the meeting and the Attendance Slip, duly filled-in and signed as per the specimen signature recorded with the Company / Depository Participant for attending the meeting. Members, who hold shares in dematerialized Form, are requested to write their Client ID and DP ID Nos., and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 7) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing service of notice/documents including Annual Report by email to its members.

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

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

- 8) Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, September 2, 2016 ("Cut-off date" or "Record date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date / Record date i.e Friday, September 2, 2016.
- 9) **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 27, 2016 (10.00 A.M.) and ends on September 29, 2016 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below: