



ANNUAL REPORT

2014 - 2015



SEASONS

TEXTILES LIMITED

29th Annual Report 2015

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BOARD OF DIRECTORS

Mr. Inderjeet Singh Wadhwa

Chairman & Managing Director

Mrs. Neelam Wadhwa

Executive Director

Mr. Mandeep Singh Wadhwa

Non - Executive Director

Mr. Kailash Chandra Mehra

Non - Executive, Independent Director

Dr. Pramod Kumar Hari

Non – Executive, Independent Director

Dr. Bijoya Kumar Behera

Non – Executive, Independent Director

Registered Office

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

Corporate Office

Seasons House
B-18, Sector-5,
Noida-201301 (U.P)
Tel: 0120-4690000

Manufacturing Plant

Plot No. 466-67,
HSIIDC Industrial Estate,
Barhi Sonapat (Haryana)

Finishing Unit

A – 29, Sector-5,
Noida-201301 (U.P)

Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd.
D – 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110020
Tel: 011-64732681-88
E-mail: admin@skylinerta.com

Statutory Auditors

Anuj Garg & Company
Chartered Accountants
New Delhi - 110005

Internal Auditors

Ashok Kantoor & Co.
Chartered Accountants
New Delhi - 110005

Secretarial Auditors

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

Company Secretary & Compliance Officer

Kavita
Email Id : cs.stl@seasonsworld.com
Tel No. : 0120-4690000
Fax No. : 0120-4351485

Bankers

Canara Bank
Parliament Street, New Delhi - 110001

IDBI Bank Ltd.

Indian Red Cross Society Building,
1, Red Cross Road, New Delhi - 110001

SEASONS TEXTILES LIMITED

CIN - L18101DL1986PLC024058

Regd. Off: D-29, Ground Floor, Defence Colony, New Delhi: 110 024

Phone : 0120-4690000, Fax : 0120-4351485

Website : www.seasonsfurnishings.com, E mail : cs.stl@seasonsworld.com

Notice of Annual General Meeting

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **SEASONS TEXTILES LIMITED** will be held at 10.00 AM on Wednesday, the 30th day of September, 2015 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 audited financial statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Mandeep Singh Wadhwa (DIN No. 00007029), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Mandeep Singh Wadhwa (DIN No. 00007029) 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 Statutory Auditors and to fix their remuneration and to consider, and if thought fit, to pass, with or without modification(s), 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 and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014, the appointment of M/s Anuj Garg & Co. Chartered Accountants, New Delhi (Firm's Registration No. 03473N), as the auditors of the Company to hold office till the conclusion of the AGM to be held in year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the auditors.”

SPECIAL BUSINESS :

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. Neelam Wadhwa, as Whole Time Director of the Company for a period of five years with effect from 1st October, 2015 subject to retirement by rotation on the following terms :

1. Basic Salary : 1,10,000 – 25,000 – 1,60,000 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. Neelam 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. Neelam 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."

5. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1) of the Companies Act, 2013 and in pursuance of all earlier Resolutions passed in this regard under the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rupees 100 Crores (Rupees Hundred Crores Only) at any one time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

6. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956, the Board of Directors of the Company and/or any Committee thereof, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company where so ever situate, present and future such charge to rank either pari - passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institution, and/or to such other persons, if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of

the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By Order of the Board of Directors
For Seasons Textiles Limited

Place: New Delhi
Date: 12.08.2015

(Inderjeet S Wadhwa)
Chairman and 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, 2015 :

Item No. 4

By a resolution passed by the Board of Directors in their meeting held on 6th February, 2015, 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 and Clause 49 of the Listing Agreement, Mrs. Neelam Wadhwa (DIN : 00050911) aged 53 years, was appointed as Woman Director (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 five years w.e.f 1st October, 2015, subject to the approval of Shareholders.

Academic Qualifications:

She is graduated in Arts from University of Delhi. She is associated with the Company since inception and in the year 2011 she was designated as a Business Development officer and helps in developing and designing of different furnishings fabrics in coordination with manufacturers and the buyers.

INFORMATION INTERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

GENERAL INFORMATION

1. Nature of industry	Manufacture of Furnishing Fabrics. Trading & Export of Furnishing Fabrics and made-ups.		
2. Date or expected date of commencement of commercial production	11th November, 1986		
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		(₹ in Lacs)	(₹ in Lacs)
	Particulars	Year ended on 31.03.2015	Year ended on 31.03.2014
	EBITDA	688.60	651.67
	PBT	70.53	67.97
	PAT	60.30	59.63
5. Export performance and net foreign exchange collaborations	Net Foreign	130.88	150.82
	Exchange Expenditure		
	Net Foreign	2242.46	2323.68
	Exchange Earnings		
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	<p>Salary: ₹“1,10,000 – 25,000 – 1,60,000 per month.</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 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> <p>Contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company</p> <p>Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>Encashment of Leave at the end of the tenure.</p>
3. Recognition and awards	Not Applicable
4. Job profile and his suitability	Smt. Neelam Wadhwa possesses rich experience in Business Development, Marketing, Management and Administration. She has extensively travelled all over the globe and possess rich experience in furnishing textile industry and in-depth knowledge of Indian & global conditions in respect of this industry
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. Neelam 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 Whole Time Director and as shareholder, She has no other pecuniary relationship with the Company. She is a relative of Shri Inderjeet Singh Wadhwa (Managing Director), Mr. Mandeep Singh Wadhwa (Director) and Shri Jasmer Singh Wadhwa (General Manager – Domestic sales) 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. Neelam Wadhwa with respect to furnishing Textile Industry and Management of the Company, it is expected that the revenue and net profit will increase around 10% to 15% in the year 2015-2016

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; | Details given in the Corporate Governance section of this Report |
| ii. Details of fixed component and performance linked incentives along with the performance criteria; | Details given in the Corporate Governance section of this Report |
| iii. Service contracts, notice period, severance fees; | N.A. |
| 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. | N.A. |

Mrs. Neelam Wadhwa, to be appointed as Whole Time Director of the Company for a period of five years with effect from 1st October, 2015 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. Neelam 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. Inderjeet Singh Wadhwa , Mr. Mandeep Singh Wadhwa and Mrs. Neelam Wadhwa, are interested or concerned in the Resolution.

Item No. 5

As the members are aware, your Company is exploring various opportunities for the all-round growth of the Company through expansion and diversification by taking up various Projects in the Company in India. With a view to meet the capital expenditure and other funds requirements for the above purposes, the Company would be required to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other securities. As per section 180(1)(a) of the Companies Act 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Board beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

As mentioned above with every new expansion and/or diversification plan, the capital requirements of the Company are also growing up and the aforesaid limit is likely to be exhausted in near future, and hence the proposal for obtaining the consent of the members by way of Special Resolution for increasing up to such limit is made.

The Board recommends the Resolution at Item No. 6 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 6

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 6. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution at Item No. 7 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

By Order of the Board of Directors
For Seasons Textiles Limited

Place: New Delhi
Date: 12.08.2015

(Inderjeet S Wadhwa)
Chairman and Managing Director

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 29th September, 2015 to 30th September, 2015 (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.stl@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 Wednesday, September 23, 2014 ("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. September 23, 2014.

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 clause 35B of Listing Agreement with Stock Exchanges, 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 Sunday, 27.09.2015 (10.00 A.M.) and ends on Tuesday 29.09.2015 (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 23.09.2015 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:

For Members holding shares in Demat Form and Physical Form

- | | |
|-----|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
|-----|--|

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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(viii) After entering these details appropriately, click on "SUBMIT" tab.