

SEASONS TEXTILES LIMITED

CIN - L18101DL1986PLC024058

Regd. Off: 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024

Phone: 0120-4690000, Fax: 0120-4351485, Website: www.seasonsworld.com,

Email: cs.stl@seasonsworld.com

Notice of 38th Annual General Meeting

NOTICE is hereby given that the Thirty Eight Annual General Meeting (AGM) of **SEASONS TEXTILES LIMITED** will be held on Friday, 27th September 2024 at 11:30 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024 shall be deemed as the venue for the Meeting and the proceedings of the 38th (Thirty Eight) Annual General Meeting shall be deemed to be made thereat, to transact the following business:

AS ORDINARY BUSINESS:

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.
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.

AS SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 (1) (b), 17 and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (**"SEBI (Listing Regulations)"**), Ms. Kavita Rani (DIN: 08853423), who on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Independent) by the Board of Directors at board of Directors meeting held on 13/08/2024, in terms of Sections 161 (1) of the Act and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Regulations), be and is hereby appointed as an Independent Director of the Company to

hold the office for a term of five (5) years with effect from August 13, 2024 up to and including August 12, 2029 and that he shall not be liable to retire by rotation.”

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

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 (1) (b), 17 and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (“**SEBI (Listing Regulations)**”, Mr. Manish Chandra (DIN:08985816), who on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Independent) by the Board of Directors at board of Directors meeting held on 13/08/2024, in terms of Sections 161 (1) of the Act and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing he candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Regulations), be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from August 13, 2024 up to and including August 12, 2029 and that he shall not be liable to retire by rotation.”

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

**Place: New Delhi
Date: 13-08-2024**

**(Saurabh Arora)
Company Secretary**

Registered office:
26, Feroze Gandhi Road, Lower Ground Floor,
Lajpat Nagar - III,
New Delhi -110 024

Notes:

1. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed to conduct Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars"), prescribing the procedures and manner to conduct the AGM through VC/OAVM. MCA vide its Circular No. 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and the Securities and Exchange Board of India ("SEBI") also vide its Circular dated May 12, 2020 read together with Circular dated May 13, 2022 and January 05, 2023 permitted holding of AGM through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circulars, the 90th AGM of the Members is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. Since the AGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
3. No attendance slip/route map has been sent along with this Notice as the meeting is being held through VC/ OAVM.
4. Members who will be shareholders as on Friday, September 20, 2024 can join the AGM 15 minutes before the commencement of the meeting at 11:30 a.m. (IST) and until the time of the conclusion of the meeting by following the procedure mentioned in this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding) as on Friday September 20, 2024, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

8. In compliance with the previously mentioned MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of the AGM. The Members may note that the Notice calling the AGM along with the Annual Report 2023-24 has been uploaded on the website of the Company at www.seasonsworld.com in Investor Relations Section under Notices to the AGM Information tab and under Annual Report tab. The Notice of the AGM along with Annual Report 2023-24 can also be accessed from the websites of the BSE Limited at www.bseindia.com and on the website of the Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-voting and e-voting facility) i.e. www.evotingindia.com.

The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2023-24 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Share Transfer Agent i.e. **Skyline Financial Services Private Limited**.

9. Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

a) Securities in Physical mode:

Based on SEBI Circular SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number also. In order to avail online services, the security holders may register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR-1 form along with the supporting documents, which may be downloaded from the website of RTA i.e., **Skyline Financial Services Private Limited**. Instruction and mode to submit the Form ISR(s) are given on RTA's website. Individual letters were sent to those members who are holding shares in physical form and whose Folio's are KYC non-compliant for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to go through the requirements on the website of the Company at www.seasonsworld.com to furnish the requisite details.

b) Securities in Electronic mode

Members who have already registered their email address are requested to get their email address validated / updated with their respective Depository Participant, where Demat account is being maintained.

10. The information required to be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under item 2,3 and 4 set out above are annexed hereto.

11. Book Closure

The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024, to Friday, September 27, 2024 (both days inclusive) for annual closing.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be made available electronically for inspection by the members of the Company, up to the date of the AGM. Members seeking inspection of such documents can send an email at cs.stl@seasonsworld.com

13. SEBI has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from April 01, 2023, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.seasonsworld.com

14. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

15. Nomination

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the Members are entitled to make nomination in respect of shares held by them in physical form. The members desirous of making nominations may approach the Registrar and Share Transfer Agent, **Skyline Financial Services Private Limited**.

16. Questions and queries:

Members seeking any information with regard to accounts or any matter placed at the AGM, are requested to write to the Company on or before Saturday, September 21, 2024 through email on cs.stl@seasonsworld.com. Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the cut-off date i.e. Friday, September 20, 2024.

17. Speaker Registration

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to cs.stl@seasonsworld.com by Saturday, September 21, 2024. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be

allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

18. E-voting

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the Central Depository Services (India) Limited (CDSL).

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date of Friday, September 20, 2024** shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Tuesday, September 24, 2024 at 10:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST). During this period, members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Friday, September 20, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company

Instructions for e-voting during the AGM

The e-voting window shall be activated upon instructions of the Chairman or the duly authorized officers during the AGM proceedings. Only those Shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 20, 2024**, are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as of the cut-off date i.e. **Tuesday, August 20, 2024**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at cs.stl@seasonsworld.com. However, if you are already registered with **CDSL** for remote e-voting, then you can use your existing user ID and password for casting your vote. If you don't remember your password, you can reset your password by using "Forgot User

Details/Password” or “Physical User Reset Password” option available on www.evotingindia.com. or call on toll free no. 1800 22 55 33.

Members are requested to follow the instructions given in this notice to cast their votes through e-voting. The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC/OAVM facility at the AGM are as follows:

Step 1: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, September 24, 2024 at 10:00 A.M. (IST) and ends on Thursday, September 26, 2024 at 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 20, 2024** of Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1

Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online

	<p>for IDeAS “Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in de-mat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Seasons Textiles Limited** on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.stl@seasonsworld.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD – 2 (SS – 2) ON “GENERAL MEETINGS”:

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Kavita Rani (DIN: 08853423) as an Additional Director in capacity of Independent Non-Executive Director of the Company with effect from August 13, 2024 to hold office for a term of five years with effect from August 13, 2024 up to and including August 12, 2029 and that he shall not be liable to retire by rotation. As an Additional Director, Ms. Kavita Rani (DIN: 08853423) holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received the necessary declaration(s) from Ms. Kavita Rani (DIN: 08853423) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Ms. Kavita Rani (DIN: 08853423) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director on the Board of the Company.

Ms. Kavita Rani (DIN: 08853423), a qualified Company Secretary from Institute of Company Secretary of India has accepted to become Director on the Board of Directors of the Company.

In the opinion of the Board, Ms. Kavita Rani (DIN: 08853423) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Considering the rich and vast experience of Ms. Kavita Rani (DIN: 08853423), your Board believes that her induction on the Board will bring strength to the Company. As a Non-executive Director, Ms. Kavita Rani (DIN: 08853423) will be entitled to sitting fee for attending Board/ Committee meeting(s), as approved by the Board of Directors or the members of the Company, from time to time. A copy of the letter of appointment, setting out her terms and conditions of appointment will be available for inspection, without any fee, by the members at the Company’s corporate office during normal hours on working days (except Saturday & Sunday) up to the date of the AGM.

Save and except Ms. Kavita Rani (DIN: 08853423) and her relatives; to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Manish Chandra (DIN:08985816) as an Additional Director in capacity of Independent Non-Executive Director of the Company with effect from August 13, 2024 to hold office for a term of five years with effect from August 13, 2024 up to and including August 12, 2029 and that he shall not be liable to retire by rotation. As an Additional Director, Mr. Manish Chandra (DIN:08985816) holds office till the date of the AGM and is eligible

for being appointed as an Independent Director. The Company has received the necessary declaration(s) from Mr. Manish Chandra (DIN:08985816) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Manish Chandra (DIN:08985816) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director on the Board of the Company.

Mr. Manish Chandra (DIN:08985816), is a fellow member of the Institute of Cost Accountants of India and Registered Valuer (Securities or Financial Asset) from Insolvency and Bankruptcy Board of India. He has immense work experience in the area of valuation, Merger & Acquisition, Cost Audit, VAT Audit, Service tax/Central Excise audits, Internal Audit, Sox Audit, financial audit, designing of Costing system, preparation of Costing records, Direct Tax, Indirect Tax, IFRS, Working Capital Management, Treasury Accounting, Fund management, Financial Accounting, Payable management, Payroll management and various cost reduction projects of the companies has accepted to become Director on the Board of Directors of the Company.

In the opinion of the Board, Mr. Manish Chandra (DIN:08985816) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering the rich and vast experience of Mr. Manish Chandra (DIN:08985816), your Board believes that his induction on the Board will bring strength to the Company. As a Non-executive Director, Mr. Manish Chandra (DIN:08985816) will be entitled to sitting fee for attending Board/ Committee meeting(s), as approved by the Board of Directors or the members of the Company, from time to time. A copy of the letter of appointment, setting out his terms and conditions of appointment will be available for inspection, without any fee, by the members at the Company’s corporate office during normal hours on working days (except Saturday & Sunday) up to the date of the AGM.

Save and except Mr. Manish Chandra (DIN:08985816) and his relatives; to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the members.

ANNEXURE - TO THE NOTICE

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2).

Name of the Director	Mrs. Neelam Wadhwa	Manish Chandra	Kavita Rani
Date of Birth (dd/mm/yyyy)	13/05/1962	22/01/1979	24/09/1984
Age (in years)	59 years	45 Years	40 Years
Date of Appointment	06/02/2015	13/08/2024	13/08/2024
Qualification	Graduate from Delhi University	B. Com (H), MBA, CMA, Registered Valuer - Securities or Financial Asset.	Company Secretary from ICSI New Delhi, Graduated in Commerce from Delhi University and Bachelor in Law from CCU.
Board position held	Whole Time Director	Independent Non-Executive Director	Independent Non-Executive Director
Terms and Conditions of re-appointment	retires by rotation and being eligible, offers herself for re-appointment	As per the resolution.	As per the resolution.
Nature of his expertise in specific function areas along with experience (in years)	Industrialist Experience: 30 years	He has immense work experience in the area of valuation, Merger & Acquisition, Cost Audit, VAT Audit, Service tax/Central Excise audits, Internal Audit, Sox Audit, financial audit, designing of Costing system, preparation of Costing records, Direct Tax, Indirect Tax, IFRS, Working Capital Management, Treasury Accounting, Fund management, Financial Accounting, Payable management, Payroll management and various cost reduction projects of the	A dynamic professional having experience in Company Secretarial Functions and Legal Affairs of the companies.

			companies	
Chairperson/ Member of Committee of the Board of Companies of which he is a Director	Seasons Limited Member-Committee	Textiles Audit	1. Rakan Steels Limited 2. JLA Infraville Shoppers Limited	1. Sugs Lloyd Limited 2. Modipon Ltd
Shareholding of Director as on March 31, 2024	1398312 Shares	Equity	Nil	Nil

KYC FORM

(Only for physical shareholding)

To,

Skyline Financial Services Pvt Ltd

D-153A, 1st Floor | Okhla Industrial

Area, Phase – I,

New Delhi-110 020.

Date: __/__/____

FolioNo: _____

No of Shares: _____

Dear Sir/ Madam,

Unit: Seasons Textiles Limited

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

A. For registering PAN of the registered and/ or joint shareholders (as applicable)

Registered shareholder Joint holder 1 Joint holder 2 Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

B. For registering Bank details of the registered shareholder

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

Aadhar/ Passport/ Utility bill Original cancelled cheque leaf

2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it

Aadhar/ Passport/ Utility bill Original cancelled cheque leaf Bank Passbook/ Bank Statement

Please note that bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

C. For updating the Specimen Signature of the registered and/ or joint shareholders

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

Affidavit Banker verification Original cancelled cheque leaf

2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it

Affidavit Banker verification Original cancelled cheque leaf

Bank Passbook/ Bank Statement

• The format of Banker Verification on the website of the Company www.isgce.com under Investor Relations/ Financials/ Compliance Section.

• Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

D. For Updating the email id for the purpose of receiving all communications in electronic mode

E. For updating the Mobile No

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I /We hereby state that the above-mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it.