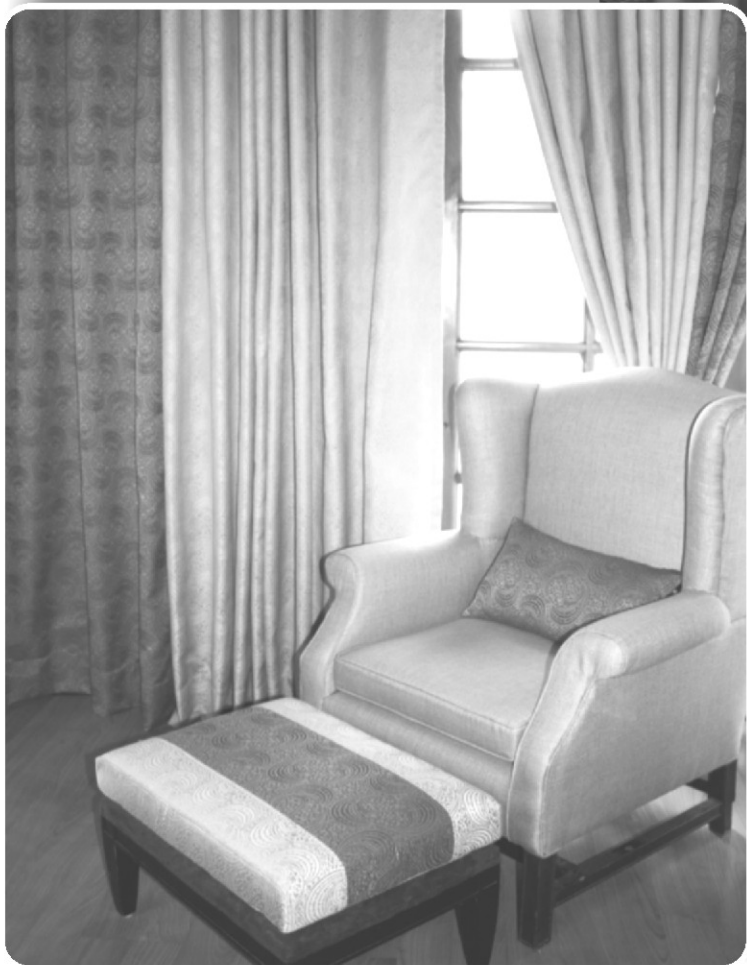


2009-10

ANNUAL REPORT

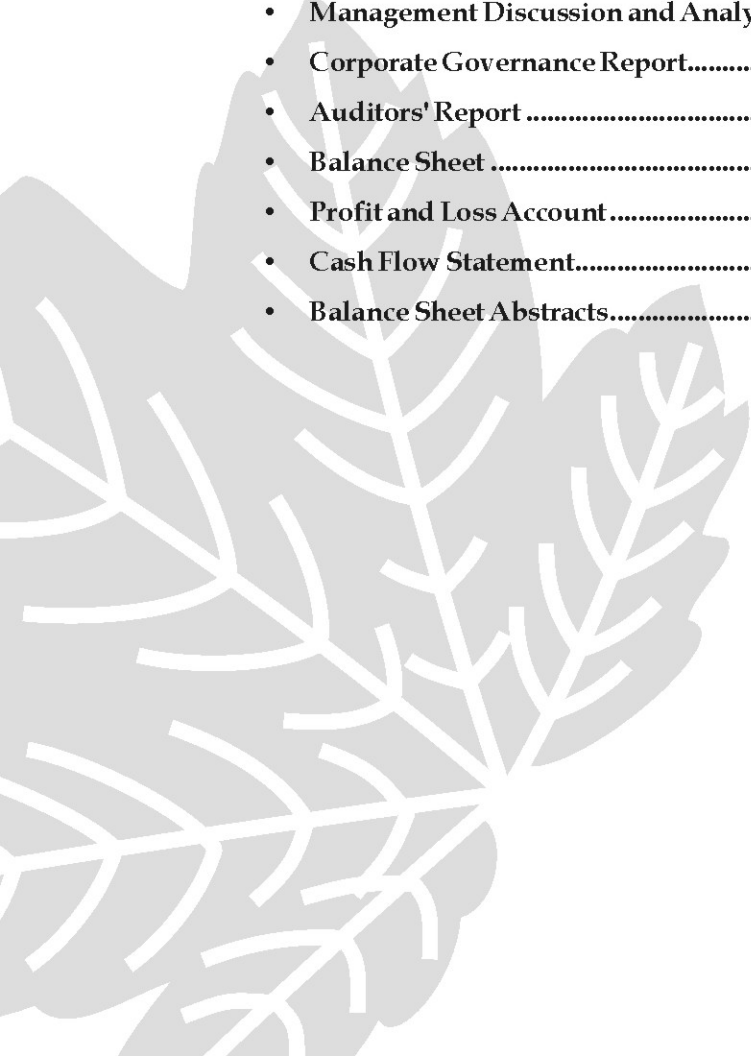



SEASONS[®]
TEXTILES LIMITED



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BOARD OF DIRECTORS

Mr. Inderjeet Singh Wadhwa
Chairman & Managing Director
Mr. Mandeep Singh Wadhwa
Non Executive Director
Mr. Rajendra Kumar Gupta
Non Executive Independent Director
Mr. Kailash Chandra Mehra
Non Executive Independent Director
Mr. Chand Krishna Tikku
Non Executive Independent Director
Dr. Bijoya Kumar Behera
Non Executive Independent Director
Dr. Pramod Kumar Hari
Non Executive Independent Director

Registered Office

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

Manufacturing Plants

A-27, Sector-5, Noida-201301, UP
A-29, Sector-5, Noida-201301, UP
Plot No. 466-67,
HSIIDC Industrial Estate,
Barhi Sonapat (Haryana)

Registrar & Share Transfer Agent

Skyline Financial Services Pvt. Ltd.
D - 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110065
Tel: 011-26812682, 83, 84
Fax: 011-26292681
E-mail: admin@skylinerta.com

Statutory Auditors

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

Internal Auditors

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

Cost Auditors

M/s J. K. Kabra & Company,
Cost Accountants,
552/1B, Arjun Street,
Main Vishwas Road, Vishwas Nagar,
Delhi - 110032

Bankers

Canara Bank
Parliament Street, New Delhi - 110001

IDBI Bank Ltd.

Virendra Smriti
15/54-B, Civil Line, Kanpur - 208001

COMMITTEES OF THE BOARD

Audit Committee

Mr. Kailash Chandra Mehra
(Chairman)
Mr. Inderjeet Singh Wadhwa
Mr. Rajendra Kumar Gupta
Mr. Chand Krishna Tikku

Remuneration Committee

Mr. Kailash Chandra Mehra
(Chairman)
Mr. Rajendra Kumar Gupta
Mr. Chand Krishna Tikku

Investors Grievance Committee

Mr. Mandeep Singh Wadhwa
(Chairman)
Mr. Inderjeet Singh Wadhwa

Company Secretary & Compliance Officer

Ms. Kavita Rani

Investors Help

cskavita@seasonsworld.com
Tel. No. (0120) 4690000
Fax No. (0120) 4351485

Corporate Office

Seasons House
B - 18, Sector - 5, Noida-201301, UP
Tel: 0120-4690000

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of **SEASONS TEXTILES LIMITED** will be held at 11.00 AM on Thursday, the 30th day of September, 2010 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended on 31st March, 2010, the Balance Sheet as on that date and Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Chand Krishna Tikku, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bijoya Kumar Behra, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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** M/s. K. L. Datta & Company, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS :

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

"**RESOLVED THAT** pursuant to the provisions of Section 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 further subject to the approval of the Central Government, if required, Mr. Inderjeet Singh Wadhwa, be and is hereby re-appointed as Managing Director of the Company and designated as Chairman and Managing Director (CMD), for a period of 3 years, with effect from 1st October, 2010 to 30th September, 2013 on the following terms:

1. Salary: ₹ 1,50,000 - 25,000 - 2,00,000 per month.
2. Perquisites
 - a) House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of ₹ 30,000 per month.
 - b) Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.

- c) Reimbursement of Medical expenses - actual expenditure for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.
 - d) Provision of Company's car, mobile phone and telephone at residence for use on Company's business but use of car for personal purposes and long distance personal calls on mobile phone/telephone will be charged.
 - e) Any other perquisites as may be decided by the Board and/or the Remuneration Committee.
3. Mr. Inderjeet 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 in the event of inadequacy or absence of profits in any year, Mr. Inderjeet Singh Wadhwa will be entitled to get the minimum remuneration as specified in Schedule XIII to the Companies Act, 1956;

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

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

"**RESOLVED THAT** pursuant to Section 314(1) and (1B) read with Director's Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the prior approval of Central Government, Mr. Sumer Singh Wadhwa (a relative (son) of Mr. Inderjeet Singh Wadhwa, Chairman and Managing Director of the Company) be and is hereby appointed as Vice President (Marketing) of the Company, to hold an office or place of profit for a period of 5 (Five) years effective from 1st October, 2010 to 30th September, 2015 at a consolidated monthly remuneration not exceeding of ₹ 1,20,000/- (Rupees One Lac Twenty Thousand only)".

By Order of the Board of Directors
For Seasons Textiles Limited

Place : Noida
Date : 18.08.2010

(Kavita Rani)
Company Secretary

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. Proxies in order to be effective must be lodged at the registered office of the Company not less than 48 hours before the commencement time of the meeting.
- 2) The Register of Members and Share Transfer Register of the Company will remain closed from 20th September, 2010 to 30th September, 2010 (both days inclusive).
- 3) A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 4) 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) At the ensuing Annual General Meeting, Mr. Chand Krishna Tikku and Dr. Bijoya Kumar Behra retire by rotation and being eligible, offers themselves for re-appointment. The tenure of appointment of Mr. Inderjeet Singh Wadhwa as Managing Director expires on 30th September, 2010 and it is proposed to appoint him for a further period of 3 years w.e.f. 1st October, 2010.
- 7) 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.
- 8) Members, who hold shares in dematerialized Form, are requested to write their Client ID and DP ID Nos., and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956, IN RESPECT OF SPECIAL BUSINESS FOR THE 24TH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2010.

Item No. 5

Mr. Inderjeet Singh Wadhwa is retiring as Managing Director on 30th September, 2010 in terms of the special resolution passed by the members of the company in its annual general meeting held on 29th September, 2007.

In terms of the provisions of the Companies Act, 1956, and of listing agreement, re-appointment of Mr. Inderjeet Singh Wadhwa, as Managing Director requires approval of shareholders/members of the company, by way of special resolution.

Mr. Inderjeet Singh Wadhwa, Managing Director of the Company, initially was appointed as director of the company on 28th April, 1986 and is holding the office of Managing Director since 1st October, 1987. He is commerce graduate from Delhi University, and possesses rich experience of over 26 years in production, marketing, finance and administration. He has extensively travelled all over the globe and possesses rich experience in textile industry, and is having in-depth knowledge of domestic as well as export market conditions of the industry.

I. 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	Particulars on 31.03.2010 (₹ in Lac)	Year ended on 31.03.2009 (₹ in Lac)	Year ended
	EBITDA	654.41	531.68
	PBT	92.57	98.92
	PAT	47.42	82.15
5. Export performance and net foreign exchange collaborations	Particulars	Year ended on 31.03.2010 (₹ in Lac)	Year ended on 31.03.2009 (₹ in Lac)
	Exports	1507.23	1341.65
	Net Foreign Exchange Earnings	1429.75	1209.26
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	₹ 1,25,000 - 25,000 - 1,75,000 per month. House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of ₹ 30,000 per month.		

	<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> <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 or awards	Recipient of "UDYOG PATRA" award of ITID institute, in 2005.
4. Job profile and his suitability	Shri Inderjeet Singh Wadhwa possesses rich experience in Marketing, Finance, Production, Management and Administration. He 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 Shri Inderjeet Singh 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 Managing Director and as shareholder, he has no other pecuniary relationship with the Company. He is a relative of Shri Mandeep Singh Wadhwa, Director and Shri Sumer Singh Wadhwa, who is proposed to be appointed as Vice President (Marketing) of the Company. He is also related to Smt. Tej Kaur, to whom rent is being paid by 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 proposes to go for modernization - cum - expansion of its production activities. Besides, 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 Shri Inderjeet Singh 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 2010-2011.
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.

Item No. 6

It is proposed to appoint Mr. Sumer Singh Wadhwa as Vice President (VP-Marketing) to look after export market of the company at a monthly remuneration to ₹ 1,20,000/- (Rupees One Lac Twenty Thousand only) with effect from 1st October, 2010 to 30th September, 2015, subject to the terms & conditions as may be determined and approved by members of the company as well as by central government.

In view of the applicability of the provisions of Section 314 of the Companies Act, 1956, the resolution requires prior approval of members of the company by means of special resolution and thereafter from Central Government.

Mr. Sumer Singh Wadhwa is a Bachelor of Business Administration in Marketing & Advertising from London College of Communication, London. He has got rich experience in the fields of developing and designing of different furnishing fabrics, coordination with manufacturers and the buyers, marketing and export.

No other Directors except Mr. Inderjeet Singh Wadhwa and Mr. Mandep Singh Wadhwa are concerned or interested in this resolution.

By Order of the Board of Directors
For Seasons Textiles Limited

Place : Noida
Date : 18.08.2010

(Kavita Rani)
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 24th Annual Report along with the Audited Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

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

(₹. in lacs)

PARTICULARS	Year ended 31st March, 2010	Year ended 31st March, 2009
Total Income	3584.17	3653.13
Expenditure other than Interest and Depreciation	2929.77	3121.45
Interest and Finance charges	338.42	246.90
Depreciation	223.41	185.86
Profit before tax	92.57	98.92
Provision for Tax	45.15	16.77
Profit after Tax	47.42	82.15
Surplus Brought forward	871.92	814.77
Amount available for appropriation	919.35	896.92
Amount transfer to general reserve	25.00	25.00
Surplus/(deficit) carried to Balance sheet	894.35	871.92

REVIEW OF OPERATIONS

The gross revenue of the company during the year stands of ₹ 3584.17 Lacs as against ₹ 3653.13 Lacs in the previous year. The profit before tax during the year stands of ₹ 92.57 Lacs as against ₹ 98.92 Lacs. The profit after tax during the year stands of ₹ 47.42 Lacs as against ₹ 82.15 Lacs.

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

RESERVES

Your Company proposes to transfer ₹ 25,00,000/- (Rupees Twenty Five Lacs Only) to General Reserve out of the balance available for appropriation; therefore, after transfer to General Reserve, the balance of the Profit & Loss Account would stand at ₹ 894.34 Lacs. At the end of the financial year, the total reserves of the Company stood at ₹ 1274.60 Lacs; the corresponding figure at the end of the previous year was ₹ 1151.44 Lacs.

SECURED AND UNSECURED LOANS

During the year under review, your Company has both secured and unsecured Loan, aggregating to ₹ 2731.95 Lacs.

DIVIDEND

In order to utilisation of interest accruals in expansion cum modernisation of project and also future financial requirements of the company, your Directors do not recommend any dividend for the year ended on March 31, 2010.

FIXED DEPOSITS

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

INSURANCE

All the insurable interests of your Company including inventories, buildings, plant and machinery are adequately insured.

LISTING PARTICULARS

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited and Calcutta Stock Exchange. The company has paid the listing fees up to 2009-10. During the year your company delisted from the Delhi and Ahmedabad Stock Exchanges.

DIRECTORS

The tenure of appointment of Mr. Inderjeet Singh Wadhwa as Managing Director expires on 30th September, 2010 and it is proposed to appoint him for a further period of 3 years w.e.f. 1st October, 2010, as per the terms & conditions including remuneration as set out at item no. 5 of the Notice of ensuing Annual General Meeting.

Mr. Chand Krishna Tikku and Dr. Bijoya Kumar Behra who retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment and your Board of Directors recommend for the same.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with the accounting and financial reporting requirements under section 217(2AA) of the Companies Act 1956, in respect of financial statements, your directors state and confirm:

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

AUDITORS

M/s K.L. Datta & Co., Chartered Accountants, New Delhi, the retiring Auditors, hold office until the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received notice from them stating that if appointed, they are within the limits laid down under Section 224(1B) of the Companies Act, 1956.

AUDITORS REPORT

The Auditors Report to the shareholders is enclosed with the Accounts for the year ended on March 31, 2010. There are no adverse qualifications in the audit report. The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under section 217(3) of the Companies Act, 1956.

COST AUDITOR

Pursuant to the directives of the Central Government under the provisions of Section 233B of the Company's Act, 1956 and subject to the approval of the Central Government, M/s J. K. Kabra & Company, Cost Accountants, have been appointed as Cost Auditors to conduct cost audit relating to the products manufactured by your Company.

PARTICULARS OF EMPLOYEES

The particulars of employees as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, are set out in the following statement.

Name	Gross Monthly Remuneration (in Rupees)	Designation	Qualification	Age	Total Experience	Date of Joining	Last Employment & Designation
Mr. Sandeep Gupta	₹. 2,50,000/-	President (Marketing)	PGDBM (IMT-Ghaziabad), & M.Com. (University of Strathclyde)	49 years	24 Years	1 st Feb, 2010	Seasons Furnishings Limited

Your Directors appreciate the significant contribution made by the employees to the operations of your Company during the year.

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

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

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS

Your Company follows principles of effective Corporate Governance. The endeavor of your Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay a strong emphasis on integrity transparency and overall accountability.

A separate Section on Management Discussion & Analysis and Corporate Governance is included in the Annual Report. A certificate from the Statutory Auditors of your Company regarding compliance with Corporate Governance norms stipulated in Clause 49 of the Listing Agreement is also annexed to the report on Corporate Governance.

ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

Place : New Delhi
Date : 29th May, 2010

(Inderjeet Singh Wadhwa)
Chairman & Managing Director

ANNEXURE 'A' FORMING PART OF DIRECTORS REPORT

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the directors report.

A) Conservation of energy:-		
1. Energy conservation measures taken:	The Company has installed Energy efficient- automatic shuttle less looms (imported). However efforts are being made to conserve and save energy wherever required.	
2. Additional Investment and proposals, if any being implemented for reduction of consumption of energy:	N.A.	
3. Impact of the measures at (1) and (2) Above for reduction of energy consumption and consequent impact on the cost of production of goods:	N. A.	
4. Total Energy consumption and per unit of Production:	As per Form A.	
B) Technology Absorption:-	As per Form B	
C) Foreign Exchange Earnings and Outgo:- The foreign exchange earning/outgo during the year are as under:		
	(₹./Lacs)	
Particulars	Current Year	Previous Year
Foreign Exchange Earnings:	1507.23	1341.65 Lacs
Foreign Exchange Outgo:	167.68	502.10 Lacs

Form A:

Disclosure of particulars with respect to conservation of energy.		
Power and Fuel Consumption:		
Particulars	Year ended on 31.03.2010	Year ended on 31.03.2009
(a) Purchased		
Units	1327435	1649626
Total Amounts (₹ Lacs)	62.01	73.79
Rate/units(₹)	4.67	4.47
(b) Own Generation		
Through Diesel Generator (units)	126256	56951
Unit	3	3
Unit per ltr of diesel oil Costs/unit (₹)	10.65	11.06

Form B:

Disclosure of Particulars with respect to technology absorption research and Development (R&D):	
1. Specific areas in which R&D Carried out by the Company:	Innovative fabrics designs and new products development.
2. Benefits derived as a result of the above R&D.	Increase in acceptability of new designs.
3. Future Plan of action designs and patterns based on domestic and international market feedback.	Continue to introduce latest fabrics
4. Expenditure on R&D	
a. Capital	NIL
b. Recurring	NIL
c. Total	NIL
d. Total R&D expenditure as a percentage of total sales	NIL

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

MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN TEXTILE INDUSTRY

Indian Textile Industry is one of the leading textile industries in the world. Though was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian economy in 1991.

Indian textile industry largely depends upon the textile manufacturing and export. It also plays a major role in the economy of the country. India earns about 27% of its total foreign exchange through textile exports. Further, the textile industry of India also contributes nearly 14% of the total industrial production of the country. It also contributes around 3% to the GDP of the country. Indian textile industry is also the largest in the country in terms of employment generation. It not only generates jobs in its own industry, but also opens up scopes for the other ancillary sectors. Indian textile industry currently generates employment to more than 35 million people. It is also estimated that, the industry will generate 12 million new jobs by the year 2010.

COMPANY OVERVIEW

Seasons Textiles Limited (STL) is a widely held flagship Company of Seasons Group having 10,603 shareholders and presently its shares are listed on Bombay Stock Exchange and Calcutta Stock Exchange. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company came with its Initial Public Offer in the year 1993. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award. During the fiscal 2009-10, the gross turnover of the Company was ₹ 3584.17 lacs. The employee strength of the Company is more than 175 people.

BUSINESS OVERVIEW

Production

STL is one of the Pioneer Company in India to manufacture furnishing fabrics in Organized Sector. At present the Company is engaged in manufacture of furnishing fabric, export and trading in furnishing fabric and made-ups. To ensure international quality standards the Company is using the latest technology. The Company's philosophy is to provide a safe, healthy and eco-friendly atmosphere conducive to men and machines.

During the year the Company produced 9,89,025 Mtrs. of quality furnishing fabric against its installed capacity of 13,50,000 Mtrs. To be competitive, both in export and domestic markets, continuous improvement in productivity and quality and creation of new designs have always been considered as the focus areas. There are 8 new machines under installation process & their capacity will be 32,000 Mtrs per Month.

Designing

The Company has In House Design Studio with a talented team of designers who ensure that innovative designs are created to attract the customers keeping in mind the latest trends and customers taste. During the year the Company has developed about 350 Designs in its own Design Studio for its customers.

The Company has been regularly participating in international fairs and exhibitions which enable it to keep itself abreast with the latest global trends and to show case its designs and manufacturing strengths.

During the year Company participated in international fairs & exhibitions at 'PROPOSTE' at COMO (Milan) Italy, 'MOOD' at Brussels - Belgium and 'HEIMTEXTIL' at Frankfurt - Germany.

Marketing and Exports

The Company has been exporting its products to US, Europe, Africa, Germany, Middle East - Dubai, Saudi Arabia and Asian Countries - Hongkong, Singapore, Philippines and Malaysia. Three new potential customers from Europe were tapped during the year under review.

During the Financial year 2009-10

The export turnover of the Company during the current fiscal has been increased to ₹ 1507.23 lacs in comparison to previous years ₹ 1341.64 lacs. However the domestic turnover has decrease from previous years ₹ 2213.02 Lacs to ₹ 1943.11 Lacs, though due to stringent market conditions the net profit % in terms of turnover has been declined as compared to previous year.

THE KEY FINANCIAL DATA OF THE COMPANY FOR THE YEAR 2009-10 VIS-A-VIS 2008-09

Financials:

₹ / Lacs

S. No.	Particulars	As on 31.03.2010	As on 31.03.2009
1.	Authorised Equity Share Capital	1200.00	1200.00
2.	Paid Up Share Capital	659.03	659.03
3.	Warrants convertible into equity shares	0.00	75.74
4.	Reserves & Surplus	1274.60	1151.44
5.	Secured & Unsecured Loans	2731.95	2472.47
6.	Deferred Tax Liability	481.83	450.65
7.	Fixed Assets	2958.85	1953.53
8.	Capital Work in progress	142.53	1011.74
9.	Sundry debtors	1003.30	892.16
10.	Inventories	1301.53	1147.29
11.	Net Current Assets	2039.35	1830.67

Operational Results

₹ / Lacs

S. No.	Particulars	As on 31.03.2010	As on 31.03.2009	Increase (%)	Decrease (%)
1.	Income from Operations	3519.96	3609.32		2.48
2.	Other Income	64.21	43.82	46.53	
3.	Expenditure excluding Interest, Depreciation and Tax	2929.77	3121.46		6.41
4.	Earning before Interest, Depreciation & Tax	654.40	531.68	23.08	
5.	Interest	338.42	246.90	37.07	
6.	Depreciation	223.41	185.86	20.20	
7.	Profit before Tax	92.57	98.92		6.42
8.	Provision for Tax	45.15	16.77	169.23	
9.	Net Profit	47.42	82.15		42.28

Comparison chart- Expenditure during 2009-10 vis a vis 2008-09.

S. No.	Particulars	As on 31.03.2010	As on 31.03.2009	Increase (%)	Decrease (%)
1.	Cost of Materials	1934.64	2019.73		4.21
2.	Manufacturing Overheads	669.16	567.95	17.82	
3.	Administrative and other Overheads	281.24	228.15	23.27	
4.	Selling and distribution overheads	299.72	230.03	30.30	
5.	Financial Overheads	338.42	246.89	37.07	
6.	Depreciations	223.41	185.86	20.20	

ISSUES AND RISKS

1. Competition

As far as domestic market is concern the unorganized sector in furnishing industry has always posed a challenge to the Company. However, the stringent quality control practices and in depth knowledge of home furnishing industry puts the company a step ahead from its competitors.

2. Foreign Currency Risk.

As the Company's sizeable turnover is contributed by exports and it deals in foreign currencies, any devaluation in USD as compared to INR may affect its Receivables

3. Management Risk.

The Company ensures a well defined Risk Management Policy to identify major risks and their timely mitigation to protect the present and futures performance of the company. The risks are broadly classified as follows:

1. Market led business risk;
2. Financial risk;
3. Change of trends and designs;
4. Technology Obsolescence risk;
5. Safety, Health & Environment risk;
6. Regulatory issues impacting the industry.

The Company has sustained moderate growth in recent periods and plans for rapid growth in the future. This will place significant demand on its managerial and other resources. Continued growth in a competitive environment increased the challenges involved in recruiting and retaining skilled personnel. Failure to manage this vital resource effectively could have an adverse effect on the Company's business prospects. The Company is constantly reviewing its HR practices and incentives to maintain its talent pool for keeping their performance at optimum levels.

Any change in government policies with respect to exports may impact the working of the Company.

CAUTIONARY STATEMENT

Investors are cautioned that this discussion contains forward looking reasonable statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, government policies, taxation laws, domestic as well as export market conditions, fluctuations in exchange rates, dependence on availability of qualified and trained manpower and other factors. The discussion and analysis must be read in conjunction with the Company's financial statements and notes on accounts.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY OF THE COMPANY

Core values are the beliefs and principles that an organization holds treasured. The core values are actually the basic ideology of the organization. They are not consciously created but are part of the fabric of the organization. Your Company is driven by its core values viz., ethical practices, concern for people at work, delight of customers and wealth creation for shareholders. It strives for better health of its employees, a clean environment for sustainable development.

Good Corporate Governance appears to be the most effective policy decision for any Corporate's Success. It has always been the Company's endeavour to excel through better Corporate Governance and fair and transparent practices, many of which have already been in place even before they were mandated by the law of the land. The Company complies with all the provisions of revised Clause 49 of the Listing Agreement. The Company's Philosophy on Corporate Governance reveals that Good Corporate Governance has many things in common like: Participatory decision-making, accountability, responsibility, effectiveness, transparency. We always believe that Corporate Governance is more a way of business life than a mere legal compulsion. It is the application of best management practices, Compliance of law in true letter and spirit and adherence to ethical standards for effective management discharge of social responsibilities for sustainable development of all stakeholders.

The Corporate Governance philosophy of our Company is based on the following principles:

- Satisfaction of the spirit of the law through ethical business conduct;
- Transparency and a high degree of disclosure levels;
- Truthful communication about how the company is run internally;
- A simple and transparent corporate structure driven solely by the business needs;
- Establishment of an efficient corporate structure for the management of the Company's affairs;
- Management is the trustee of the shareholders' capital and not the owner.
- This freedom of management should be exercised within a framework of effective accountability.

The report on matters relating to corporate governance in accordance with the provisions of the listing agreement is as follows:

The certificate from the Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with stock exchanges is annexed to this report.

BOARD OF DIRECTORS AND BOARD PROCEDURES

Seasons Textiles Limited believes that at the core of its Corporate Governance practice is the Board, which oversees how the management serves and protects the long-term interests of all the stakeholders of the company. An active, well-informed and independent board is necessary to ensure the highest standards of Corporate Governance. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

Board Composition

The chairman of the company is executive director. The Board comprises of more than half of total numbers of directors as independent and non executive directors which is in conformity with clause- 49 the Listing Agreement. The details of composition of the board of directors are as follows:

Name of the Director	No. of Board Meeting attended	Last AGM attended	Other Directorship/ Committee membership/ Chairmanship		
			Directorship	Committee Membership	Committee Chairmanship
Mr. Inderjeet Singh Wadhwa Chairman and Managing Director	6	Yes	2	2	1
Mr. Mandeep Singh Wadhwa Non Executive Director	6	No	2	1	
Mr. Rajendra Kumar Gupta Non Executive Independent Director	6	No	2	0	0
Mr. Kailash Chandra Mehra Non Executive Independent Director	4	Yes	2	2	1
Mr. Chand Krishna Tikku Non Executive Independent Director	6	No	2	1	0
Dr. Pramod Kumar Hari Non Executive Independent Director	6	No		0	0
Dr. Bijoya Kumar Behera Non Executive Independent Director	3	No	1	1	1

Details of Board Meetings

During the year under review the Board of Directors met Six times as follows:-

- (i) 20th May, 2009, (ii) 27th June, 2009, (iii) 31st July, 2009,
(iv) 19th September, 2009, (v) 31st October, 2009, and (vi) 30th January, 2010.

Information regarding Directors to be appointed/ re-appointed at ensuing Annual General Meeting pursuant to clause 49 of the Listing Agreement is as under:

Particulars	Name of Directors	
	Mr. Chand Krishna Tikku	Dr. Bijoya Kumar Behera
Date of Birth	23.04.1930	17.04.1959
Date of appointment	05.04.1993	31.07.2008
Expertise in specific areas	Finance and Taxation.	Textile Technology
Directorship in other Companies	1. Banaras House Private Limited. 2. Almondz Capital & Management Services Limited	1. Addi Industries Limited.
Committee Memberships/ Chairmanships in other companies	Audit Committee: Almondz Capital & Management Services Limited: Member	Shareholder's Grievance Committee. Addi Industries Limited: Chairman

Notes: Only Audit Committee and Shareholder's Grievance Committee are considered for the purpose of Committee positions as per listing agreement.

BOARD PROCEDURES

It has always been the Company's policy and practices that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigations, feedback reports, information on senior level appointments just below the Board level and minutes of all committee meetings.

Your Company has Audit Committee, Remuneration Committee and Investors' Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for the Committee Members of various Committees and delegates these powers to the Committees. Recommendations of the Committees are submitted to the Board of Directors for approval.

The frequency and agenda of meetings of each of these Committees is determined by the Chairman of the Board/ Executive Director in consultation with the Chairman of the concerned Committee. These Committees meet as and when the need arises.

The information as required as per Clause 49 of the listing agreement being made available to the Board as and when applicable.

AUDIT COMMITTEE

Seasons Textiles Limited has a qualified and independent Audit Committee, with Mr. Kailash Chandra Mehra as the Chairman. Other members of the Committee are Mr. Inderjeet Singh Wadhwa, Mr. Rajendra Kumar Gupta and Mr. Chand Krishna Tikku. The Company Secretary acts as the Secretary of the Committee. Mr. Sanjay Katyal, Vice President (Finance), Mr. V. K. Datta, Statutory Auditors and Mr. Ashok Kantoor, Internal Auditors are the permanent invitees to the meetings of this Committee.

The terms of reference stipulated by the Board to the Audit Committee are, inter alia, as contained in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 as follows:

1. Oversight of company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and desirable.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.

5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in the case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee

The Audit Committee shall mandatory review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Composition

The constitution of the Audit committee is as follows:

S. No.	Name of Directors	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-executive
2	Mr. Mandeep Singh Wadhwa	Member	Executive Director
3	Mr. Rajendra Kumar Gupta	Member	Independent, Non-executive
4	Mr. Chand Krishna Tikku	Member	Independent, Non-executive

Details of Meetings

During the year, the Committee met 4 (Four) times on the following dates:

- (i) 27th June, 2009,
- (ii) 31st July, 2009,
- (iii) 31st October, 2009, and
- (iv) 30th January, 2010.

The gap between two meetings did not exceed four months.

S. No.	Members during the year	Committee Meetings held	Meetings attended
1.	Mr. Kailash Chandra Mehra	4	3
2.	Mr. Mandeep Singh Wadhwa	4	4
3.	Mr. Rajendra Kumar Gupta	4	4
4.	Mr. Chand Krishna Tikku	4	4

INTERNAL AUDITORS

The Company has appointed Ashok Kantoor & Co. Chartered Accountants as internal auditors to review the internal control systems of the company and to report thereon. The reports of the internal Auditors are reviewed by the Audit Committee.

REMUNERATION COMMITTEE

The company constituted remuneration committee with the requirement of the companies Act 1956. The Committee recommends payment of annual salaries, commission, service agreements and other employment conditions of the Executive Directors. The Committee fixes the remuneration after taking in consideration remuneration practices followed by companies of similar size and standing in the industry. The Committee periodically reviews and recommends suitable by revision in the remuneration package of Executive Directors to the Board.

The remuneration committee presently comprises of three directors as its members. All the members of the Committee are independent, non-executive and person of repute and have sound knowledge of management practices.

Composition

The constitution of the remuneration committee is as follows:

S. No.	Name of Directors	Status	Category of Membership
1	Mr. Kailash Chandra Mehra	Chairman	Independent, Non-executive
2	Mr. Rajendra Kumar Gupta	Member	Independent, Non-executive
3	Mr. Chand Krishna Tikku	Member	Independent, Non-executive

REMUNERATION TO DIRECTORS

The Detailed terms of appointment of the Managing Director are governed under board and members resolution. None of the Non Executive directors draw any remuneration from the company except sitting fees of ₹ 5000/- for attending each meeting of Board of Directors and Audit Committee and reimbursement of actual travel expenses for attending the board / Audit Committee Meeting.

a) The details of remuneration paid to Managing Director.

Name	Salary	Perquisites & Other benefits	Total
Mr. Inderjeet Singh Wadhwa	₹ 11,16,000/-	₹ 3,13,920	₹ 14,29,920/-

b) The Non Executive Directors are paid by way of sitting fees for each meeting of Board of Directors and Audit committee. The details of remuneration paid to non Executive Directors are as under:

Director	Sitting Fees
Mr. Mandeep Singh Wadhwa	₹ 50,000/-
Mr. Rajendra Kumar Gupta	₹ 50,000/-
Mr. Kailash Chandra Mehra	₹ 35,000/-
Mr. Chand Krishna Tikku	₹ 50,000/-
Dr. Pramod Kumar Hari	₹ 30,000/-
Dr. Bijoya Kumar Behera	₹ 15,000/-

Apart from receiving remuneration by way of sitting fees for attending each meeting of the board and audit committee, none of the Non executive Director had any pecuniary relationship or transactions with the company during the year ended 31st March, 2010.

INVESTORS' GRIEVANCE COMMITTEE

Functions

The Board has constituted Committee of two members under the Chairmanship of a Non-executive Director. The Company attends to the investor Grievances/ correspondence expeditiously and usually reply is sent within 10 days of the receipt except in the cases that are constrained by dispute or legal impediment. To expedite the process of share transfers, the Board of Directors of the company has delegated the power of share transfer to share transfer agent.

Composition

The constitution of the Shareholders'/ Investors' Share Transfer cum Grievance Committee is as under:-

Name of the Members	Category
Mr. Mandeep Singh Wadhwa	Chairman (Non-executive Director).
Mr. Inderjeet Singh Wadhwa	Member (Executive Director).

DETAILS OF SHAREHOLDERS'/INVESTORS' COMPLAINTS RECEIVED AND ATTENDED

Number of Shareholders Complaints received during the period 01.04. 2009 to 31.03.2010	2
Number of Complaints attended/resolved	2
Number of pending complaints as on 31.03.10	Nil

GENERAL BODY MEETING

Details of last three Annual General Meetings (AGMs)/Extra-ordinary General Meeting (EGM) are given as under:

FINANCIAL YEAR	AGM/EGM DATE	LOCATION	DETAILS OF SPECIAL RESOLUTION PASSED
2006-2007	29.9.2007	Multi Purpose Community Centre, Alipur Block, Delhi - 110 082	<ol style="list-style-type: none"> Shareholders approval for Reappointment of Mr. Inderjeet Singh Wadhwa as Managing Director of the Company. Appointment of Mr. Sumer S Wadhwa (director's relative) as an Executive.
2007-2008	04.02.2008	Multi Purpose Community Centre, Khera Khurd, Alipur Block, Delhi - 110 082	<ol style="list-style-type: none"> Increase in Authorised Capital Alterations of Memorandum of Association of the Company Alterations of Article of Association of the Company Issue of Warrants on Preferential Basis
2007-2008	30.09.2008	Multi Purpose Community Centre, Alipur Block, Delhi 110 082	-
2008-2009	30.09.2009	Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082	-

DISCLOSURE

i. Related Party transactions

The details of transactions, if any, with related parties are placed before the audit committee on quarterly basis.

ii. Disclosure of Accounting Treatment

The Company is following the Generally Accepted Accounting Policies of the trade which provides a true and fair view of the business of the Company.

iii. Compliance by the Company

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties have been imposed on the Company by the stock exchanges, SEBI or other statutory authorities relating to the above.

iv. Management Discussion and Analysis

A management Discussion and Analysis Report form part of the Annual Report and includes a discussion on various matters specified under clause 49(IV)(F).

v. Risk Management

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedures which is periodically reviewed by the Board.

vi. Declaration By CEO with regard to code of conduct

The Chairman & Managing director Mr. Inderjeet Singh Wadhwa has furnished a declaration affirming compliance of code of conduct by directors and senior Management personnel.

vii. CEO/CFO CERTIFICATION

A Certificate from Chairman & Managing Director and Finance Head on the financial statements of the company have sufficient access to the audit committees as and when they desire.

MEANS OF COMMUNICATION

The quarterly results of the Company are published in leading and widely circulated English/Hindi national as per the requirements of the Listing agreement with the stock exchanges. The results are also faxed to the Stock Exchanges where the company is listed. The results are also published in the prescribed Performa within 48 hrs. of the conclusion of the meeting of the Board in which they are considered.

GENENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

The 24th Annual General Meeting is Scheduled as under:-

Date : 30th September, 2010 (Thursday)
Time : 11.00 A.M.
Venue : Royal Vatika, Main Bus Stand,
Khera Khurd, Alipur Block, Delhi - 110 082

ii. Financial Calendar (Tentative):

Unaudited Financial results for the quarter ended 30 th June, 2010	August, 2010
Unaudited Financial results for the quarter ended 30 th September, 2010	November, 2010
Unaudited Financial results for the quarter ended 31 st December, 2010	February, 2011
Unaudited Financial results for the quarter ended 31 st March, 2011	May, 2011

iii. Book Closure Period

20th September, 2010 to 30th September, 2010 (both days inclusive).

iv. Listing On Stock Exchange

Your Company is presently listed at Bombay Stock Exchange Limited, and Calcutta Stock Exchange.

Stock Code: BSE 514264

NSDL/CDSL - ISIN INE707B01010

Listing Fee for the year 2010-11 has been paid on due date to the All the stock exchanges where the shares of the company are listed.

During the year under review, the securities of the Company have been delisted from Ahmadabad Stock Exchange and Delhi Stock Exchange.

v. Stock Market Data:

The table mentioned herein below gives the monthly high and low closing price quotations traded at BSE for the fiscal year 2009-2010.

DATE	HIGH (₹)	LOW (₹)
April 2009	5.51	4.48
May 2009	6.56	5.50
June 2009	8.04	6.56
July 2009	8.90	7.61
August 2009	7.60	5.52
September 2009	7.47	6.11
October 2009	6.94	6.00
November 2009	6.84	5.34
December 2009	6.89	5.28
January 2010	9.05	6.58
February 2010	8.15	6.99
March 2010	8.00	6.60

vii. Common Agency for Share Transfers and Electronic Connectivity:

Skyline Financial Services Pvt. Ltd.
D - 153A, First Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110065
Tel : 011-26812682, 83, 84
Fax : 011-26292681
E-mail : admin@skylinerta.com

viii. Share Transfer System.

Share transfer request received in physical form are registered within 15 days from the date of receipt and demat request are normally confirmed within the prescribed time from the date of receipt.

viii. Shareholding Pattern and Distribution Schedule

The shareholding pattern of the Company as at 31st March, 2010 is as follows:

CATEGORY	NO. OF SHARES HELD	% OF HOLDING
Promoters	941232	14.28
Financial Institutions	0.00	0.00
Foreign Institution Investors	0.00	0.00
Bodies Corporate	855232	12.98
Indian Public	4470775	67.84
NRI/OCS	323061	4.90
Grand Total	6590300	100.00

The Distribution Schedule as on 31st March, 2010 is as under:

NUMBER OF EQUITY SHARES HELD		NUMBER OF SHAREHOLDERS		NO. OF SHARES	
FROM	TO	SHAREHOLDERS	% TO TOTAL	SHARES	% TO TOTAL
up to	500	9705	91.53	1509899	22.91
501	1000	581	5.48	474981	7.21
1001	2000	173	1.63	267420	4.06
2001	3000	46	0.43	115133	1.75
3001	4000	19	0.18	69746	1.06
4001	5000	19	0.18	91351	1.39
5001	10000	23	0.22	170949	2.59
10001 and	above	37	0.35	3890821	59.04
	TOTAL	10603	100	6590300	100

ix. Dematerialization of Shares

The equity shares of the company are eligible for dematerialization. As on 31st March, 2010, the no. of shares held in dematerialized are given as under:

NAME OF DEPOSITORY	NUMBER OF SHARES	% OF TOTAL ISSUED CAPITAL
National Securities Depository Limited	3244886	49.24
Central Depository Services (India) Limited	548650	8.33

xi. Plant Location

S. NO.	LOCATION
1.	A-27, Sector-5, Noida-201301, UP
2.	A-29, Sector-5, Noida-201301, UP
3.	Plot No. 466-67, HSIIDC Industrial Estate, Barhi Sonapat (Haryana)

xii. Address for correspondence

Seasons Textiles Limited.

B-18, Sector-5, Noida 201301 U P

Tel. Nos (0120) 4690000, Fax Nos (0120) 4351485



AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of
Seasons Textiles Limited.

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31st March 2010, as stipulated in clause 49 of the Listing agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned listing Agreement.

We stated that no investor grievance is pending for a period exceeding one month against the company.

We further State that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

FOR K.L.DATTA & CO.
CHARTERED ACCOUNTANTS

PLACE : Noida
DATE : 13th August, 2010

V.K.DATTA
(PARTNER)
Membership No.400-70466
Firm Registration No. 001127C

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

This is to certify that, to the best of my knowledge and belief, for the financial year ended 31st March, 2010, all the Board members and senior management personnel have affirmed compliance with code of ethics for Directors and Senior Management respectively.

For and on Seasons Textiles Limited

PLACE : Noida
DATE : 13th August, 2010

(Inderjeet Singh Wadhwa)
Chairman & Managing Director

AUDITORS' REPORT

To,
The Members
Seasons Textiles Limited

1. We have audited the attached Balance Sheet of **SEASONS TEXTILES LIMITED** as at 31st March, 2010, the Profit and Loss Account and also the cash flow statement for the year ended on that date annexed thereto. We also state that these financial statements are the responsibility of the Company's management and our responsibility is to express an opinion on these financial statements based on our audit.
2. As far as the scope and basis of our opinion, we state that we have conducted our audit in accordance with the Auditing Standards Generally Accepted in India and obtained reasonable assurance about whether the financial statements are free of material misstatements. Our audit includes, wherever necessary, examining on a test basis, the evidence supporting the amounts and disclosures in the financial statements and also including assessing adherence to the accounting principles and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account, as required by law have been kept by the Company so far as appears from our examination of books;
 - (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) The Balance sheet, profit and loss account and the cash flow statement dealt with by this report comply with the accounting standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the directors, as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
 - (ii) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - (iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

FOR K.L.DATTA & CO.
CHARTERED ACCOUNTANTS

PLACE : New Delhi
DATE : 29th May, 2010

V.K.DATTA
(PARTNER)
Membership No.400-70466
Firm Registration No. 001127C

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management according to a programme of periodic verification in a phased manner, which in our opinion is reasonable having regard to the size of the company and nature of fixed assets. No material discrepancies were noticed on such verification.
(c) The Company has not disposed off substantial part of the fixed assets during the current year.
2. (a) The inventory have been physically verified during the year by the management and Internal Auditors. In our opinion, the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been dealt with in the books of account.
3. The Company has neither granted nor taken any loans to and from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is generally adequate internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
(b) According to the information and explanations given to us, the transactions referred to under sub clause (a) above which exceed ₹ 5,00,000/-, in each case, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has not raised any deposit from Public, hence compliance of the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 is not applicable. We are informed that no order has been passed by the Company Law Board in this regard.
7. In our opinion, the Company has an Internal Audit system which, in our opinion, is commensurate with its size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance,

Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it.

- (b) According to the information and explanation given to us no undisputed amount is payable in respect of Income Tax, Fringe Benefit Tax, Wealth Tax, Sales Tax, Customs Duty, Excise Duty and Cess were in arrears, as at 31st March, 2009 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of sales tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company has no accumulated losses at the end of the financial year and has not incurred any cash losses during the year and in the immediately preceding year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or Bank.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore the question of maintenance of documents and records in respect thereof does not arise.
13. In our opinion, the Company is not a chit fund, nidhi, mutual benefit or a society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion the Company is not dealing in shares, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion, the terms and conditions on which the Company has given guarantees for loan taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
16. In our opinion, there is no term loans applied during the year.
17. According to the information and explanations given to us, and an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investments. No long-term funds have been used to finance short-term asset except permanent working capital.
18. In our opinion, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956.
19. The Company has no debentures.
20. The Company has not raised any money through public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR K.L.DATTA & CO.
CHARTERED ACCOUNTANTS

PLACE : New Delhi
DATE : 29th May, 2010

V.K.DATTA
(PARTNER)
Membership No.400-70466
Firm Registration No. 001127C

BALANCE SHEET AS AT 31ST MARCH, 2010

PARTICULARS	SCHEDULES	As At 31.03.2010 (₹)	As At 31.03.2009 (₹)
SOURCES OF FUNDS			
SHAREHOLDERS' FUND			
SHARE CAPITAL	1	65,903,000	65,903,000
WARRANTS	1A	0	7,573,580
RESERVES & SURPLUS	2	127,460,082	115,144,110
LOAN FUNDS			
SECURED LOANS	3	225,682,923	200,384,646
UNSECURED LOANS	4	47,512,364	46,862,463
DEFERRED TAX LIABILITY		48,183,784	45,065,088
TOTAL		<u>514,742,153</u>	<u>480,932,887</u>
APPLICATIONS OF FUNDS			
FIXED ASSETS	5		
GROSS BLOCK		425,299,443	337,676,541
LESS DEPRECIATION		<u>129,414,921</u>	<u>142,323,199</u>
NET BLOCK		295,884,522	195,353,342
CAPITAL WORK IN PROGRESS		14,253,288	101,174,097
CURRENT ASSETS, LOANS AND ADVANCES			
INVENTORIES	6	130,153,174	114,729,053
SUNDRY DEBTORS	7	100,330,274	89,216,472
CASH & BANK BALANCES	8	2,454,812	3,998,825
LOANS & ADVANCES	9	<u>7,547,839</u>	<u>16,281,502</u>
		240,486,099	224,225,852
LESS: CURRENT LIABILITIES AND PROVISIONS	10		
LIABILITIES		36,433,720	39,802,955
PROVISIONS		<u>117,167</u>	<u>1,355,712</u>
		36,550,887	41,158,667
NET CURRENT ASSETS		203,935,212	183,067,185
MISCELLANEOUS EXPENDITURE	11	669,131	1,338,263
(TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)			
TOTAL		<u>514,742,153</u>	<u>480,932,887</u>
NOTES ON ACCOUNTS AND ACCOUNTING POLICY		20	

As per our report of even date
For **K. L. Datta & Co.**
Chartered Accountants

For and on Behalf of the Board

V. K. Datta
Partner
Firm Registration No. : 001127C

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Sachin Gupta
Company Secretary

Place : New Delhi
Date : 29th May, 2010

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

PARTICULARS	SCHEDULES	Year Ended 31.03.2010 (₹)	Year Ended 31.03.2009 (₹)
INCOME			
INCOME FROM OPERATIONS	12	351,995,992	360,931,976
INCREASE/(DECREASE) IN STOCK	13	25,500,994	(7,558,401)
OTHER INCOME	14	6,421,460	4,381,319
TOTAL		383,918,446	357,754,894
EXPENDITURE			
COST OF MATERIALS	15	193,464,314	201,973,133
MANUFACTURING OVERHEADS	16	66,916,345	56,795,088
ADMINISTRATIVE & OTHER OVERHEADS	17	28,124,532	22,815,291
SELLING & DISTRIBUTION OVERHEADS	18	29,972,370	23,003,238
FINANCIAL OVERHEADS	19	33,842,414	24,689,475
DEPRECIATION		22,341,184	18,586,318
TOTAL		374,661,159	347,862,543
PROFIT BEFORE TAX		9,257,287	9,892,351
LESS PROVISION FOR TAXATION		1,430,250	1,507,834
		7,827,037	8,384,517
ADD INCOME TAX PROVISION WRITTEN BACK		34,051	0
		7,861,088	8,384,517
LESS INCOME TAX PAYMENT FOR EARLIER YEAR		0	32,561
		7,861,088	8,351,956
LESS PROVISION FOR FRINGE BENEFIT TAX		0	543,823
		7,861,088	7,808,133
LESS PROVISION FOR DEFERRED TAX		3,118,696	(407,465)
NET PROFIT AFTER TAX		4,742,392	8,215,598
ADD BALANCE BROUGHT FORWARD FROM LAST YEAR		87,192,426	81,476,828
AMOUNT AVAILABLE FOR APPROPRIATION		91,934,818	89,692,426
TRANSFER TO GENERAL RESERVE		2,500,000	2,500,000
PROFIT CARRIED TO BALANCE SHEET		89,434,818	87,192,426
		91,934,818	89,692,426
EARNING PER SHARE BASIC		0.72	1.25

As per our report of even date

For K. L. Datta & Co.
Chartered Accountants

For and on Behalf of the Board

V. K. Datta
Partner
Firm Registration No. : 001127C

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Sachin Gupta
Company Secretary

Place : New Delhi
Date : 29th May, 2010

SCHEDULES '1' TO '11' ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

PARTICULARS	As At 31.03.2010 (₹)	As At 31.03.2009 (₹)
SCHEDULE 1 : SHARE CAPITAL		
AUTHORISED		
12000000 EQUITY SHARES OF ₹ 10 EACH (PREVIOUS YEAR 12000000 EQUITY SHARES)	<u>120,000,000</u>	<u>120,000,000</u>
ISSUED SUBSCRIBED AND PAID UP 6590300 EQUITY SHARES (PREVIOUS YEAR 6590300) OF ₹ 10/- EACH FULLY PAID UP IN CASH	<u>65,903,000</u>	<u>65,903,000</u>
TOTAL	<u>65,903,000</u>	<u>65,903,000</u>
SCHEDULE 1A : WARRANTS		
WARRANTS CONVERTIBLE INTO EQUITY SHARES	<u>0</u>	<u>7,573,580</u>
	<u>0</u>	<u>7,573,580</u>
SCHEDULE 2 RESERVES & SURPLUS		
CAPITAL RESERVE	10,607,080	3,033,500
GENERAL RESERVE		
OPENING BALANCE	17,418,184	14,918,184
ADD TRANSFERRED DURING THE YEAR	<u>2,500,000</u>	<u>2,500,000</u>
SHARE PREMIUM	7,500,000	7,500,000
PROFIT & LOSS ACCOUNT	<u>89,434,818</u>	<u>87,192,426</u>
TOTAL	<u>127,460,082</u>	<u>115,144,110</u>
SCHEDULE 3 : SECURED LOANS		
(A) TERM LOAN(S)		
(i) INDUSTRIAL DEVELOPMENT BANK OF INDIA INTT.ACCRUED AND DUE ON IDBI LOAN 10,882	129,218,313	113,367,922 0
(ii) ICICI BANK LTD.	1,896,896	2,792,128
(iii) KOTAK MAHINDRA PRIMUS LTD.	4,486,683	5,225,919
(iv) BAJAJ AUTO FINANCE LTD.	62,500	0
(B) WORKING CAPITAL LOANS / LIMITS		
CANARA BANK	<u>90,018,531</u>	<u>78,987,795</u>
TOTAL	<u>225,682,923</u>	<u>200,384,646</u>
SECURITY :		

1. Term Loan(s) from IDBI are secured by way of first charge / mortgage on all immovable properties both present and future and also first charge by way of hypothecation on all movables (save and except book debts) including movable machinery, machinery spares, tools and accessories (except vehicles purchased under hire purchase) both present and future subject to charges created by bankers of the company in respect of raw material, semi-finished, finished goods, consumable stores and other movables for securing working capital requirements/ finance in the ordinary course of business.
2. Loans from ICICI BANK & KOTAK MAHINDRA PRIMUS LTD are secured against hypothecation of respective vehicle/ Assets purchased under such respective Hire Purchase Agreements.
3. The Working Capital Loans from CANARA BANK are secured against hypothecation of stocks, stores & book debts, and, also by way of second charge on all the fixed assets of the company both present and future.
4. In addition, all the above loans are personally guaranteed by the Company's Promoter Director(s).

PARTICULARS	As At	As At
	31.03.2010 (₹)	31.03.2009 (₹)
SCHEDULE 4 : UNSECURED LOANS		
LOAN FROM DIRECTORS/PROMOTERS*	14,891,668	11,200,000
LOAN FROM BANK	23,422,520	25,723,630
INTER CORPORATE LOAN	9,198,176	9,938,833
TOTAL	47,512,364	46,862,463

* The amount has been brought in by the Promoters / Directors by way of unsecured loans in pursuance of stipulation of Industrial Development Bank of India and otherwise.

SCHEDULE - 5 : FIXED ASSETS

(in ₹)

S. NO	DESCRIPTION	Gross Block			Depreciation			Net Block			
		AS AT 01.04.09	ADDITIONS	DELETIONS	AS AT 31.03.10	AS AT 01.04.09	FOR THE YEAR	WRITTEN BACK	AS AT 31.03.10	AS AT 31.03.10	AS AT 31.03.2009
1	LAND & SITE DEVELOPMENT	17,004,109	0	0	17,004,109	0	0	0	17,004,109	17,004,109	
2	BUILDING	14,035,010	49,704,140	0	63,739,150	6,646,819	1,526,485	0	8,173,304	55,565,846	7,388,191
3	PLANT & MACHINERY	235,469,732	73,681,566	39,521,633	269,629,665	106,797,869	13,242,756	33,999,242	86,041,383	183,588,282	128,671,863
4	ELECTRICAL FITTING	3,390,856	3,967,625	0	7,358,481	1,333,225	268,079	0	1,601,304	5,757,177	2,057,631
5	FURNITURE & FIXTURE	2,324,240	0	0	2,324,240	1,895,650	92,503	0	1,988,153	336,087	428,590
6	VEHICLES	16,462,476	2,139,963	2,864,888	15,737,551	3,631,153	1,510,016	1,250,220	3,890,949	11,846,602	12,831,323
7	OFFICE EQUIPMENTS & OTHERS	2,229,298	272,942	0	2,502,240	1,110,559	106,794	0	1,217,353	1,284,887	1,118,739
8	DATA PROCESSING EQUIPMENT	46,724,750	243,187	0	46,967,937	20,895,700	5,593,963	0	26,489,663	20,478,274	25,829,050
9	TUBE WELL	36,070	0	0	36,070	12,224	588	0	12,812	23,258	23,846
	TOTAL	337,676,541	130,009,423	42,386,521	425,299,443	142,323,199	22,341,184	35,249,462	129,414,921	295,884,522	195,353,342
	PREVIOUS YEAR 31.03.2009	306,587,365	35,406,340	4,317,164	337,676,541	124,929,392	18,586,318	1,192,511	142,323,199	195,353,342	
	CAPITAL WORK IN PROGRESS									14,253,288	101,174,097

PARTICULARS	As At 31.03.2010 (₹)	As At 31.03.2009 (₹)
SCHEDULE 6 : CURRENT ASSETS, LOANS & ADVANCES		
INVENTORIES		
(AS TAKEN, VALUED AND CERTIFIED BY THE MANAGEMENT)		
RAW MATERIAL	67,304,189	77,972,561
STOCK IN PROCESS	7,227,417	1,101,599
SPARE PARTS (STOCK)	1,268,966	576,788
FINISHED GOODS	53,761,103	35,078,105
DYES & CHEMICALS	591,499	0
TOTAL	130,153,174	114,729,053
SCHEDULE 7 : SUNDRY DEBTORS		
(UNSECURED BUT CONSIDERED GOOD BY THE MANAGEMENT)		
DEBTS OUTSTANDING FOR A PERIOD		
EXCEEDING SIX MONTHS	24,223,887	668,530
OTHERS	76,106,387	88,547,942
TOTAL	100,330,274	89,216,472
SCHEDULE 8 : CASH & BANK BALANCES		
CASH IN HAND	183,874	288,584
BALANCES WITH SCHEDULED BANKS IN CURRENT ACCOUNT	1,103,526	3,569,928
IN FIXED DEPOSITS (MARGIN MONEY)	1,167,412	140,313
TOTAL	2,454,812	3,998,825
SCHEDULE 9 : LOANS & ADVANCES		
(UNSECURED BUT CONSIDERED GOOD AND RECOVERABLE)		
ADVANCE RECOVERABLE IN CASH OR IN KIND OR FOR VALUE THEREOF TO BE RECEIVED.	4,668,907	13,523,045
SECURITY DEPOSIT (S)	2,878,932	2,758,457
TOTAL	7,547,839	16,281,502

PARTICULARS	As At 31.03.2010 (₹)	As At 31.03.2009 (₹)
SCHEDULE 10 : CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
SUNDRY CREDITORS		
a) TOTAL OUTSTANDING DUE TO SMALL SCALE INDUSTRIAL UNDERTAKINGS	5,786,671	2,824,792
b) TOTAL OUTSTANDING DUE TO CREDITORS OTHER THAN SMALL SCALE INDUSTRIAL UNDERTAKING	4,127,658	9,352,836
OTHER LIABILITIES	22,069,391	24,825,327
SECURITY DEPOSITS	4,450,000	2,800,000
SUB TOTAL	36,433,720	39,802,955
PROVISIONS		
PROVISION FOR GRATUITY	0	843,146
PROVISION FOR TAXATION (NET)	117,167	338,333
FRINGE BENEFIT TAX PAYABLE	0	174,233
SUB TOTAL	117,167	1,355,712
TOTAL	36,550,887	41,158,667

SCHEDULE 11 : MISCELLANEOUS EXPENDITURE

(To the extent not written off or adjusted)

DEFERRED REVENUE EXPENDITURE	669,131	1,338,263
	669,131	1,338,263

**SCHEDULES '12' TO '19' ANNEXED TO AND FORMING PART OF PROFIT
AND LOSS ACCOUNT FOR THE YEAR ENDED AS AT 31ST MARCH, 2010.**

PARTICULARS	Year Ended 31.03.2010 (₹)	Year Ended 31.03.2009 (₹)
SCHEDULE 12 : INCOME FROM OPERATIONS		
DOMESTIC SALES	194,311,047	221,301,988
EXPORT SALES	150,723,186	134,164,953
EXPORT INCENTIVES	6,961,759	5,465,035
TOTAL	351,995,992	360,931,976
SCHEDULE 13 : INCREASE/ (DECREASE) IN STOCK		
STOCK AT CLOSE		
FINISHED GOODS	53,761,103	35,078,105
STOCK IN PROCESS	7,227,417	1,101,599
STORES & SPARES	1,268,966	576,788
	<u>62,257,486</u>	<u>36,756,492</u>
LESS STOCK AT COMMENCEMENT		
FINISHED GOODS	35,078,105	42,462,185
STOCK IN PROCESS	1,101,599	1,727,784
STORES & SPARES	576,788	124,924
	<u>36,756,492</u>	<u>44,314,893</u>
INCREASE/(DECREASE) IN STOCK	25,500,994	(7,558,401)
SCHEDULE 14 : OTHER INCOME		
SUNDRY BALANCE WRITTEN BACK	1,890,862	903,644
JOB WORK RECEIVED	1,563,261	0
RENT RECEIVED	1,400,000	0
MISCELLANEOUS	1,567,337	3,477,675
TOTAL	6,421,460	4,381,319
SCHEDULE 15 : COST OF MATERIALS CONSUMED		
OPENING STOCK (YARN)	77,972,561	65,665,652
ADD. PURCHASES		
YARN	109,501,112	111,306,496
FABRIC	72,546,950	102,973,546
DYES & CHEMICALS	1,339,379	0
	<u>261,360,002</u>	<u>279,945,694</u>
LESS CLOSING STOCK	67,895,688	77,972,561
TOTAL	193,464,314	201,973,133

PARTICULARS	Year Ended 31.03.2010 (₹)	Year Ended 31.03.2009 (₹)
SCHEDULE 16 : MANUFACTURING OVERHEADS		
POWER & FUEL	10,339,879	9,188,025
JOB WORK CHARGES	28,532,278	25,765,518
DESIGN	137,099	53,666
CONSUMABLE STORES & SPARES	233,084	89,440
CARRIAGE INWARD	1,142,313	443,441
WAGES & BONUS	16,241,340	11,921,570
CONTRIBUTION TO PF & OTHER FUND	1,857,104	1,487,305
GRATUITY	342,229	630,674
LABOUR WELFARE	485,849	289,351
INSURANCE	302,873	338,608
REPAIRS TO PLANT & MACHINERY	5,419,378	5,550,773
REPAIR & MAINTENANCE (OTHERS)	1,882,919	1,036,717
TOTAL	66,916,345	56,795,088

SCHEDULE 17 : ADMINISTRATIVE & OTHER OVERHEADS

SALARIES & PERQUISITES	6,566,454	5,961,795
CONTRIBUTION TO PROVIDENT FUND & OTHER	729,584	793,761
GRATUITY	143,169	357,367
DIRECTORS SALARIES & PERQUISITES	1,296,000	1,616,490
RENT, RATES & TAXES	995,372	942,442
COMMUNICATION	1,106,095	877,943
PAYMENT TO AUDITORS	162,542	129,231
LEGAL & PROFESSIONAL	1,177,422	1,564,243
INTERNAL AUDIT FEE	242,660	165,450
COST AUDIT FEE	13,236	13,483
TRAVELLING & CONVEYANCE	3,396,222	2,275,949
PRINTING & STATIONERY	782,668	695,341
BOOKS & PERIODICALS	71,355	30,460
SECURITY SERVICE CHARGES	887,475	453,025
MISCELLANEOUS	934,318	1,846,792

PARTICULARS	Year Ended 31.03.2010 (₹)	Year Ended 31.03.2009 (₹)
VEHICLE RUNNING & MAINTENANCE	1,381,013	1,156,354
OFFICE MAINTENANCE & OTHERS	670,266	200,757
DIRECTOR'S SITTING FEES	230,000	185,000
INSURANCE	1,128,747	931,887
LOSS ON SALE OF FIXED ASSETS	4,145,057	1,224,653
STAFF WELFARE	332,501	241,508
LISTING FEE	54,881	56,611
CHARITY & DONATION	127,200	143,701
DEFERRED REVENUE EXPENSES WRITTEN OFF	669,132	669,132
PRIOR PERIOD EXPENSES	881,163	281,916
TOTAL	<u>28,124,532</u>	<u>22,815,291</u>

SCHEDULE 18 : SELLING & DISTRIBUTION OVERHEADS

ADVERTISEMENT & PUBLICITY	89,508	135,953
COMMISSION ON SALES	12,885,246	9,736,388
COURIER CHARGES	1,578,882	1,974,002
PACKING & FORWARDING	4,645,442	2,448,826
CARRIAGE OUTWARD	2,244,263	2,111,753
TRAVELLING	1,137,082	430,419
SAMPLING & PRODUCT PROMOTION	2,801,244	2,118,902
BUSINESS PROMOTION	250,186	132,166
EXHIBITION EXPENSES	1,233,212	1,187,589
OTHER SELLING EXPENSES	3,107,305	2,727,240
TOTAL	<u>29,972,370</u>	<u>23,003,238</u>

SCHEDULE 19 : FINANCIAL OVERHEADS

INTEREST ON TERM LOANS	11,131,391	1,207,738
INTEREST ON BANK LOANS	12,284,870	12,819,438
INTEREST ON OTHER LOANS	7,437,722	5,983,623
BANK CHARGES & COMMISSION	1,881,437	1,885,526
FINANCE CHARGES	1,106,994	2,793,150
TOTAL	<u>33,842,414</u>	<u>24,689,475</u>

ANNEXED TO AND FORMING PART OF THE ACCOUNTS

SCHEDULE 20 : NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2010.

I. SIGNIFICANT ACCOUNTING POLICIES

A. ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention on accrual basis and comply with Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

B. FIXED ASSETS

Fixed Assets are stated at cost of acquisition or construction, less accumulated depreciation.

C. INVENTORIES

Finished goods : Finished goods are valued at lower of cost or net realisable value. Cost is determined using First in First out (FIFO) method.

Stock-in-process : Stock-in-process is valued at cost, if any.

Raw Materials : Raw materials/consumables/designs are valued at cost. Cost is determined using FIFO Method.

D. DEPRECIATION

Depreciation on Fixed Assets has been provided on the basis of straight line method, at the rates prescribed under Schedule XIV of the Companies Act, 1956.

E. SALES

Sale of goods is recognised on despatches to customers for both, Domestic Sales as well as Export Sales and is inclusive of Export Incentives. (wherever applicable).

F. EMPLOYEES RETIREMENT AND OTHER BENEFITS

Contributions in respect of gratuity are made to the Life Insurance Corporation of India as per the actuarial valuation given by LIC.

G. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are accounted for at the exchange rates prevalent on the date of transaction. Monetary assets and monetary liabilities related to foreign currency transactions remaining unsettled at the end of the year are worked out at the exchange rate prevalent on the last day of the financial year and exchange difference is charged to Profit & Loss Account.

H. TAXATION

Provision for tax for the year comprises estimated current income-tax determined to be payable in respect of taxable income. Deferred tax being the tax effect of timing differences representing the difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

I. PROVISION FOR DOUBTFUL DEBTS

The company does not make provision for doubtful debts, and follow the practice of writing off bad debts, as and when determined.

J. BORROWING COST

Borrowing cost that are directly attributable to the acquisition, constructions or production of qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense during the period in which they are incurred.

II. NOTES ON ACCOUNTS

1. Contingent Liabilities not provided for in respect of :
 - a) Bills and cheques discounted ₹ 2,23,84,206/- (Previous Year ₹ 96,55,098/-)
 - b) Guarantee given by Canara Bank on behalf of the Company and remaining outstanding as at 31st March, 2010 ₹ Nil (Previous Year ₹ 4,21,240/-).
 - c) Guarantees given by the Company and remaining outstanding as on 31st March, 2010 to IDBI Bank Ltd for loans granted to Seasons Furnishings Limited ₹ 11,65,00,000/- (Previous Year ₹ 8,00,00,000/- to YES Bank).
2. Capital Works in progress relates to installation of Plant & Machinery for expansion cum modernisation project at Barhi, Sonapat, Haryana.
3. All debtors, creditors, loans, advances and Bank balance are subject to confirmation by the respective parties. Necessary, adjustments, if any, will be made in the books of accounts, as and when the statement of accounts/ balance confirmation are received from the parties.
4. In terms of Accounting Standard (AS) 28, issued by Institute of Chartered Accountants of India and a certificate issued by the management, there is no impairment of Fixed Assets of the company during the year.
5. **Deferred Tax**

In accordance with Accounting Standard (AS) 22, issued by Institute of Chartered Accountants of India, the creations of deferred tax liability (on account of timing difference) for the current year amounting to ₹ 31,18,696/- and the same has been recognised and accordingly charged to the Profit and Loss Account.
6. The name of small scale industrial undertaking to whom company owes a sum outstanding for more than 30 days is Ganga Polyester Limited.

7. Payment to Directors by way of Remuneration :

Particulars	Year Ended 31 st March,2010 ₹	Year Ended 31 st March,2009 ₹
Salary	11,16,000	11,88,000
Perquisites	1,80,000	4,17,600
P.F. and other funds	1,33,920	1,42,560
Total	14,29,920	17,48,160

Computation of profit under section 349 of the Companies Act, 1956

(₹. / Lacs)

Particulars	Year Ended 31 st March,2010		Year Ended 31 st March,2009	
Computation of profit under section 349 of the Companies Act, 1956				
Profit before taxation as per profit and loss account		92.57		98.92
Add : Directors remuneration	12.96		16.06	
Directors sitting fees	2.30		1.85	
Loss on sale of Assets	41.45	56.71	12.25	30.16
Total		149.28		129.08

8. Payment made to and provisions made for Auditors in various capacities during the year are as follows:

(₹. / Lacs)

Particulars	Year Ended 31 st March,2010	Year Ended 31 st March,2009
a. As Auditors		
For Statutory Audit	70,000	60,000
For Tax Audit	30,000	20,000
b. As Auditors and in any other Capacity		
Taxation matters	10,000	10,000
Certifications /Other Charges	52,542	39,231
Total	1,62,542	1,29,231

9. Instalments Paid during the year to Banks and other Financial Institutions ₹ 1,50,80,712/- (Previous Year ₹ 2,26,45,701/-)

10. Previous Year's figures have been regrouped/ recasted/ rearranged, wherever necessary.
11. Additional information required by para 3 to (4D) of part-II of schedule VI to the Companies Act, 1956 is and under:

CAPACITY, PRODUCTION, PURCHASES, SALES, CONSUMPTION AND STOCKS:

(₹. / Lacs)

Particulars	Unit	Year Ended 31 st March,2010	Year Ended 31 st March,2009
A) Installed Capacity			
Automatic Shuttleless Looms (Imported)	Nos.	25	25
Printing Machine	Nos.	1	1

B. INSTALLED CAPACITY/PRODUCTION CAPACITY AND ACTUAL PRODUCTION

Particulars	Unit	Installed Capacity		Actual Production	
		Year Ended 31-03-2010	Year Ended 31-03-2009	Year Ended 31-03-2010	Year Ended 31-03-2009
Fabric (On Imported Looms) "as certified by the Management"	Mtrs.	13,50,000	13,88,000	9,73,216	8,94,414
Fabric (On Jobwork Basis)	Mtrs.	-	-	15,809	-
Total		13,50,000	13,88,000	9,89,025	8,94,414

Particulars	Unit	Year Ended 31 st March,2010		Year Ended 31 st March,2009	
		Qty.	Amount (₹)	Qty.	Amount (₹)
C) OPENING STOCKS					
Fabric	Mtrs.	1,81,988	3,50,73,887	1,94,033	4,24,52,457
Madeups	Pcs.	111	4,218	256	9,728
Stock in Process (Yarn/Fabric)		-	11,01,599	-	17,27,784
Spare Parts		-	8,18,687	-	1,24,924
D) CLOSING STOCKS					
Fabric	Mtrs.	1,88,435	5,37,56,961	1,81,988	3,50,73,887
Madeups	Pcs.	109	4,142	111	4,218
Stock in Process (Yarn/Fabric)		-	72,27,417	-	11,01,599
Spare Parts		-	12,68,966	-	5,76,788

Particulars	Unit	Year Ended 31 st March,2010		Year Ended 31 st March,2009	
		Qty.	Amount (₹)	Qty.	Amount (₹)
E) SALES					
Fabric	Mtrs.	11,46,506	34,50,34,233	11,20,506	35,54,66,941
F) PURCHASES					
Fabric	Mtrs.	1,63,928	7,25,46,950	2,14,047	10,29,73,546
G) CONSUMPTION					
Raw Material					
Yarn	Kgs	5,08,834	12,01,69,484	4,58,525	9,89,99,587
Dyes & Chemicals	Kgs	1,576	7,47,880	-	-

Quantitative break up in respect of sales is given for items, which individually in value are accounted for more than 10% of total sales. No such details are being given in respect of raw material components since consumption of no single raw material or component constitutes more than 10% of the total value of raw material consumed.

12. EARNING IN FOREIGN CURRENCY

Export of goods calculated on FOB basis ₹ 15,07,23,186/- (previous year ₹ 13,41,64,953/-)

13. EXPENDITURE IN FOREIGN CURRENCY

(in ₹)

Particulars	Year Ended 31 st March,2010	Year Ended 31 st March,2009
Travelling	8,29,357	2,63,072
Commission on Sales	53,82,422	86,39,976
Spare Parts	1,79,408	10,92,358
Foreign Bank Charges	6,05,789	5,74,295
Exhibition Expenses	4,10,329	4,49,876
Rent	2,02,500	3,29,535
Others	40,138	1,51,735
Design Expenses	97,688	53,666
Total	77,47,631	1,15,54,513

14. VALUE OF IMPORT ON CIF BASIS

(in ₹)

Particulars	Year Ended 31 st March,2010	Year Ended 31 st March,2009
Advance for Capital goods	90,20,174	3,69,71,225
Fabrics	-	16,84,567

15. EARNING PER SHARE (EPS)

(in ₹)

Particulars	Year Ended 31 st March,2010	Year Ended 31 st March,2009
Profit available to equity shareholders	47,42,392	82,15,598
Weighted average number of Equity shares	65,90,300	65,90,300
EPS (Basic and diluted) Rupees per share	0.72	1.25
Nominal Value of Share	₹ 10	₹ 10

16. GRATUITY

As per Company policy the calculation of gratuity amount provided in Profit & Loss A/c is based on actuarial valuation given by LIC.

17. RELATED PARTY DISCLOSURES:

Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given below:

1) List of Related Parties

Associate Companies : Seasons Furnishings Ltd., N.S.Properties Pvt Ltd.,
S9 Home Pvt. Ltd.

Key management personnel

and relatives : Inderjeet S. Wadhwa and Mandeep S. Wadhwa .

Relatives : Tej Kaur, Neelam Wadhwa

b) Transactions with related Parties

(Rupees / Lacs)

Nature of Transactions	YEAR ENDED 31 ST MARCH, 2010			YEAR ENDED 31 ST MARCH, 2009		
	Associate Companies	Key management personnel	Relatives	Associate Companies	Key management personnel	Relatives
1. Sales and other Income	1292.64	-	-	1625.53	-	-
2. Purchases of stores/fabrics	58.99	-	-	276.56	-	-
3. Expenditure on services	-	-	6.60	-	-	6.60
4. Outstanding balances						
Debtors	525.11	-	-	570.30	-	-
Creditors(for modernisation Project)	-	111.92	24.50	-	75.00	24.50
Creditors (others)	87.50	-	-	87.50	-	-
5. Security Deposits	-	-	8.00	-	-	8.00
6. Managerial remuneration	-	14.30	-	-	17.48	-

As per our report of even date

For K. L. Datta & Co.
Chartered Accountants

For and on Behalf of the Board

V. K. Datta
Partner
Membership No. 400-70466
Firm Registration No. : 001127C

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Sachin Gupta
Company Secretary

Place : New Delhi
Date : 29th May, 2010

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE
YEAR ENDED 31ST MARCH, 2010.** (in ₹)

	Year Ended 31 st March, 2010	Year Ended 31 st March, 2009
A CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	9,257,287	9,892,351
ADJUSTMENTS FOR:		
DEPRECIATION	22,341,184	18,586,318
INTEREST INCOME	(876,421)	(1,229,171)
LOSS ON SALE OF FIXED ASSETS	4,145,057	1,224,653
MISCELLANEOUS EXPENDITURE	669,132	669,132
INTEREST / FINANCE CHARGES	33,842,414	24,689,475
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	69,378,653	53,832,758
ADJUSTMENT FOR:		
TRADE AND OTHER RECEIVABLES	(2,380,139)	67,584
INVENTORIES	(15,424,121)	(4,748,508)
TRADE PAYABLES	(4,724,947)	(1,668,551)
CASH GENERATED FROM OPERATIONS	46,849,446	47,483,283
INTEREST/FINANCE CHARGES PAID	(33,842,414)	(24,689,475)
FRINGE BENEFIT TAX PAID	-	(369,590)
DIRECT TAXES PAID	(1,279,032)	(1,202,062)
NET CASH FROM OPERATING ACTIVITIES	11,728,000	21,222,156
B. CASH FLOW FROM INVESTING ACTIVITIES		
PURCHASE OF FIXED ASSETS	(43,088,614)	(116,817,469)
SALE OF FIXED ASSETS	2,992,002	1,900,000
INTEREST RECEIVED	876,421	1,229,171
NET CASH USED IN INVESTING ACTIVITIES	(39,220,191)	(113,688,298)
C. CASH FLOW FROM FINANCING ACTIVITIES		
PROCEEDS FROM BORROWINGS	43,049,381	137,341,239
REPAYMENT OF BORROWING	(17,101,203)	(47,230,576)
NET CASH USED IN FINANCING ACTIVITIES	25,948,178	90,110,663
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,544,013)	(2,355,479)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	3,998,825	6,354,304
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	2,454,812	3,998,825

NOTES:

- Cash and cash equivalents comprises of cash, bank balances and short term deposits.
- Additions to fixed assets are stated inclusive of movements of Capital Work-in-Progress.

For K. L. Datta & Co.
Chartered Accountants

For and on Behalf of the Board

V. K. Datta
Partner
Membership No. : 400-70466
Firm Registration No. : 001127C
Place : New Delhi
Date : 29th May, 2010

Inderjeet S. Wadhwa
Chairman & Managing Director

Mandeep S. Wadhwa
Director

Sachin Gupta
Company Secretary

AUDITORS' CERTIFICATE

We have examined the above Cash Flow Statement of Seasons Textiles Limited for the year ended March 31, 2010. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with the various Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of even date.

FOR K.L. DATTA & CO
Chartered Accountants

V. K. DATTA
Partner
Membership No 400-70466
Firm Registration No. : 001127C

Place : New Delhi
DATE : 29th MAY, 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.	: 24058	State Code	: 055
Balance Sheet Date	: 31/03/2010		

II. Capital raised during the year (Amount ₹ Thousands)

Public Issue:	: NIL	Right Issue	: NIL
Bonus Issue:	: NIL	Private Placement	: NIL

III. Position of Mobilization and Deployment of Funds (₹ in Thousands)

Total Liabilities	: 514742	Total Assets	: 514742
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Source of Funds

Paid up Capital	: 65903	Reserve & Surplus	: 127460
Secured Loans	: 225683	Unsecured Loans	: 47512
Share Warrants Application Money	: 0	Deferred Tax Liability	: 48184

Application of Funds

Net Fixed Assets	: 310138	Investments	: 0
Net current Assets	: 203935	Misc. Expenditure	: 669
Accumulated Losses	: -		

IV. Performance of Company (₹ in Thousands)

Turnover & Other Income	: 358417	Total Expenditure	: 349160
Profit / Loss Before Tax	: 9257	Profit / Loss After Tax	: 4742
Earnings per Share	: 0.72	Dividend Rate %	: NIL

V. Generic Names of Three Principal Products of Company (as per monetary terms)

Item code No. (ITC Code)	: 5210	Item Code No. (ITC Code)	: 5514
Product Description : Woven Fabrics of Cotton Mixed with Manmade Fibres		Product Description : Woven Fabric of Synthetic Staple Fibres	

SEASONS TEXTILES LIMITED

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

FORM OF PROXY

L.F. No.		No. of Shares	
D.P. ID*		Client ID*	

I/We ofbeing a member/members of Seasons Textiles Limited hereby appoint Mr./Ms.of or failing him/her Mr./Ms.ofas my/our proxy, in my/our absence to attend and vote for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held at 11.00 AM on Thursday, the 30th day of September, 2010 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082 or any adjournment thereof.

Signed this day of, 2010

Note : The Proxy form duly completed and stamped must reach the Registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

Affix
Revenue
Stamp

*Applicable for investors holding shares in electronics form.

SEASONS TEXTILES LIMITED

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

ATTENDANCE SLIP

Regd. Folio. No.		No. of Shares	
D.P. ID*		Client ID*	

I/We hereby record my/our presence at 24th Annual General Meeting of the Company at 11.00 AM on Thursday, the 30th day of September, 2010 at Royal Vatika, Main Bus Stand, Khera Khurd, Alipur Block, Delhi - 110 082.

Name	Father's/Husband's Name	Signature (Member/Proxy)*

Note : 1. Attendance slip not filled properly will not be entertained.
2. All joint holders should use only one slip.
3. Bags/Briefcases are not allowed inside the meeting venue and the Company shall not be responsible for loss of same.

*Applicable for investors holding shares in electronics form.

**Strike off whichever is not applicable.





Corporate Office

Seasons House, B - 18, Sector - 5, Noida - 201301, UP

Registered Office

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