

STL/SEC/2026-2027

Manager – Department of Corporate Services
BSE Ltd.,
Registered Office: Floor 25,
P J Towers, Dalal Street,
Mumbai 400 001
Dear Sir/Madam,

Manager – Listing Compliance
Calcutta Stock Exchange Ltd.,
7, Lyons Range, Dalhousie,
Kolkata, West Bengal,
India- 700001

Dear Sir/Madam,

Company Scrip Code: 514264 | ISIN: INE707B01010

In continuation to our earlier letter dated 29th May 2026 and 20th July 2026 wherein we have informed that our 40th Annual General Meeting (AGM) will be held on Wednesday 19th August 2026 at 12:30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM)s, in accordance with the circulars issued by the Ministry of Corporate Affairs ("**MCA circulars**").

In accordance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose a copy of the Annual Report for the Financial Year 2025-26 and the Notice convening the 40th AGM, being sent to the members electronically, today. The Annual Report including Notice along with other documents are also uploaded on the Company's Website www.seasonsworld.com. The Annual Report can also be accessed through the Quick Response Code (QR Code) provided herein



The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, August 13, 2026, to Wednesday, August 19, 2026 (both days inclusive) for the purpose of Annual General Meeting.

Cut-off date for deciding members eligible for remote e-voting is 12th August 2026.

Kindly take the same on record.

Thanking You,
For Seasons Textiles Limited

Saurabh Arora
Company Secretary & Compliance Officer
Date: July 20, 2026
Place: Noida

SEASONS TEXTILES LIMITED

Corp Office/Mailing Address: B-18, Sector-5, Noida, 201 301 (U.P.), INDIA
Tel: -91 120 4690000, Fax: +91 120 4351485
Registered Office: 26, Froze Gandhi Road (Lower Ground Floor), Lajpat Nagar 3, New Delhi South Delhi 110024
Tel: +91 11 47675000, fax: +91 11 41805599
Email: cs.stl@seasonsworld.com, Website: [www. Seasonsworld.com](http://www.Seasonsworld.com)
CIN: L74999DL1986PLC024058

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. IDERJEET SINGH WADHWA
(CHAIRMAN & MANAGING DIRECTOR)

MRS. NEELAM WADHWA
(EXECUTIVE DIRECTOR)

MRS. KAVITA RANI
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

MR. MANISH CHANDRA
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

MR. SUNIL KUMAR MEHDIRATTA
(NON – EXECUTIVE, INDEPENDENT DIRECTOR)

CHIEF FINANCIAL OFFICER

SANJAY KATYAL
EMAIL ID : SANJAY@SEASONSWORLD.COM
TEL NO. : 0120-4690000

COMPANY SECRETARY & COMPLIANCE OFFICER

Saurabh Arora
EMAIL ID : CS.STL@SEASONSWORLD.COM
TEL NO. : 0120-4690000

STATUTORY AUDITORS

Bhatia & Bhatia
Chartered Accountants

INTERNAL AUDITORS

Ashok Kantoor & Co.
Chartered Accountants

SECRETARIAL AUDITORS

Pramod Kothari & Co.
Company Secretaries

REGISTERED OFFICE

26, FEROZE GANDHI ROAD,
LOWER GROUND FLOOR
LAJPAT NAGAR - III,
NEW DELHI -110 024

CORPORATE OFFICE AND WAREHOUSE

B-18, Sector-5, Noida-201301 (U.P)

MANUFACTURING PLANT

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

BANKERS

Canara Bank, Parliament Street,
New Delhi 110 001

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D – 153A, First Floor, Okhla Industrial Area, Phase - I,
New Delhi – 110020 Tel: 011-40450193, 94, 95, 96, 97
E-mail: admin@skylinerta.com

Board's Report

Dear Members,

Your directors have pleasure in presenting the 40th Annual Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL PERFORMANCE

The financial performance of your Company for the Financial Year ended March 31, 2026, is summarized below:

(Rs. In lakhs)

Particulars	Financial Year ended	
	As at 31.03.2026	As at 31.03.2025
	Standalone	
Total Revenue	2338.33	2739.81
Total Expenses	2325.12	2770.72
Profit before tax after exceptional items	13.21	-30.91
Exceptional items	-	-
Profit before tax but after exceptional Items	13.21	-30.91
Less: Tax expenses including deferred tax	-3.34	2.62
Profit after tax	16.55	-33.53
Other Comprehensive Income / (loss) (net of tax)	21.69	12.04
Total Comprehensive Income	38.24	(21.49)
Basic/ Diluted earnings per share of Re.10 each	0.22	-0.45

STANDALONE FINANCIAL STATEMENTS

Standalone Financial Statements for the Financial Year 2025-26 are prepared in compliance with the Companies Act, 2013, Indian Accounting Standards ('IND-AS') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are forming part of the Annual Report.

Statement in Form AOC-1 containing salient features of the financial statements of the subsidiary and joint venture companies, as required under Rule 5 of the Companies (Accounts) Rules 2014, is not required since the company not having any subsidiary and joint venture companies.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business of the Company. There were no material changes and / or commitments affecting the financial position of your Company during the year under review.

DEPOSITS

Your Company has not accepted any deposits during the year under review falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

TRANSFER TO GENERAL RESERVE

Your Company has not transferred any amount to General Reserve for the Financial Year 2025-26.

DIVIDEND

During the year under review the Board of Directors did not recommend any dividend for the year under review, in view of the future growth plans of the Company.

SHARE CAPITAL AND CHANGE IN CAPITAL STRUCTURE

As at March 31, 2026, the Authorized Share Capital was Rs. 12,00,00,000 /- divided into 1,20,00,000 equity shares of Rs.10/- each and Issued, Subscribed and Paid-up Share Capital was Rs. 7,49,03,000/- divided into 74,90,300 equity shares of Re.10/- each;

All issued equity shares in the capital of the Company are fully paid-up;

During the Financial Year 2025-26, no change has taken place in authorized, issued, subscribed and paid-up share capital of the Company;

The Company has only one class of shares i.e., equity shares;

The Company has not issued any kind of debt instrument (Convertible / Non-convertible) or any convertible instruments during the financial year under review.

EMPLOYEES STOCK OPTION SCHEME

Your Company has no Employees Stock Option Scheme 2016 (**'ESOP Scheme 2016'**) i.e. in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ('SEBI ESOP Regulations') and there has been no material change to the ESOP Scheme 2016 during the year under review.

RELATED PARTY TRANSACTIONS

To comply with the provisions of Sections 177 and 188 of the Act and Rules made thereunder read with Regulation 23 of SEBI (LODR) Regulations, your Company took rather, these were synchronized and synergized with the Company's operations. Attention of Members is drawn to the disclosure of transactions with the related parties set out the Standalone Financial Statements forming part of the Annual Report.

Your Company has framed a Policy on Related Party Transactions in accordance with the Act and SEBI (LODR) Regulations. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties. The policy is uploaded on website of the Company at <https://www.seasonsworld.com/investors.aspx>

Since all transactions which were entered into during the Financial Year 2025-26 were on arm's length basis and in the ordinary course of business and there was no material related party transaction entered by the Company during the Financial Year 2025-26 as per Policy on Related Party Transactions, hence no detail is required to be provided in Form AOC-2 prescribed under Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Standalone Financial Statements.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

No company has become or ceased to be a subsidiary, joint venture or associate company during the year under consideration.

DIRECTORS AND KEY MANAGERIAL PERSONNEL.

a) DIRECTOR

To comply with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Neelam Wadhwa (DIN: 00007009), Managing Director (Non-Independent) is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment. The Board of Directors, on the

recommendation of Nomination and Remuneration Committee ('NRC'), recommended their re-appointment for consideration by the Members at the ensuing AGM.

Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, the Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity (including the proficiency) and fulfils the conditions specified in the Act read with Rules made thereunder and SEBI (LODR) Regulations and are eligible & independent of the management.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Act. The Directors of the Company have made necessary disclosures under Section 184 and other relevant provisions of the Act.

Brief resume and other details of the Directors being appointed/re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (LODR) Regulations, are separately disclosed in the Notice of ensuing AGM.

During the Financial Year Ms Neelam Wadhwa Appointed as Whole time Director by passing the Special Resolution via postal Ballot.

b) KEY MANAGERIAL PERSONNEL

Mr. Inderjeet Singh Wadhwa, Managing Director, Mrs. Neelam Wadhwa, Whole Time Director Mr. Saurabh Arora, Company Secretary and Mr. Sanjay Katyal Chief Financial Officer continued to be the Key Managerial Personnel of your Company in accordance with the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

BOARD EVALUATION

To comply with the provisions of Section 134(3)(p) of the Act and Rules made thereunder and Regulation 17(10) of SEBI (LODR) Regulations, the Board has carried out the annual performance evaluation of the Directors individually including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and following Committees of the Board of Directors:

- (i) Audit, Risk Management and Ethics Committee;
- (ii) Nomination and Remuneration Committee; and
- (iii) Stakeholders' Relationship Committee.

The manner in which the annual performance evaluation has been carried out is explained in the Corporate Governance Report which forms part of this report.

Board is responsible to monitor and review the evaluation framework.

Further, to comply with Regulation 25(4) of SEBI (LODR) Regulations, Independent Directors also evaluated the performance of Non-Independent Directors, Chairman and Board as a whole at a separate meeting of Independent Directors.

BOARD AND COMMITTEES OF THE BOARD

The number of meetings of the Board and various Committees of the Board including composition are set out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act and SEBI (LODR) Regulations.

REMUNERATION POLICY

To comply with the provisions of Section 178 of the Act and Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, the Company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), Senior Management and other Employees of the Company is uploaded on website of the Company at <https://www.seasonsworld.com/investors.aspx>. The Policy includes, inter-alia, the criteria for determining qualifications, positive attributes, independence of a Director, appointment and remuneration of Directors, KMPs, Senior Management Personnel and other employees of the Company.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The statement of remuneration under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached to this report as **Annexure – A**.

Further, as per second proviso to Section 136(1) of the Act read with Rule 5 of the aforesaid Rules, the Board's Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees as required under Rule 5(2) of the aforesaid Rules. Any member interested in obtaining a copy of the said statement may write to the Compliance Officer at cs.stl@seasonsworld.com up to the date of AGM. The said statement is also available for inspection by the Members at the Registered Office of your Company on all days except Saturday, Sunday and Public Holiday up to the date of AGM i.e. August 19, 2026, between 11:00 a.m. to 5:00 p.m.

STATUTORY AUDITORS

The Shareholders of the Company in their 36TH AGM held on Friday, 23RD September 2022 appointed **M/s Bhatia & Bhatia, Chartered Accountants** (Firm Reg. no. 003202N) as Statutory Auditors of the Company for a period of up to 5 (Five) consecutive years to hold office till the conclusion of the 41ST AGM to be held in the year 2027. They have also confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

The Statutory Auditors' Report for the Financial Year 2025-26 does not contain any qualification, reservation or adverse remark and forms part of the Annual Report. The Statutory Auditors have not reported any fraud under Section 143(12) of the Act.

COST AUDIT

In terms of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable on the Company for the Financial Year 2025-26.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

To comply with the provisions of Section 134 of the Act and Rules made thereunder, your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no complaint was received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER POLICY.

Pursuant to the provisions of Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a platform to the Directors and Employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters/dealings within the Company. The same is detailed in the Corporate Governance Report which forms part of this report.

During the year under review, no complaint was received under the Vigil Mechanism/ Whistle Blower Policy of the Company.

SECRETARIAL AUDITORS

Pursuant to the amended provisions of Regulation 24A of the SEBI (LODR) Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit, and the Board of Directors have approved and recommended the appointment of M/s. Pramod Kothari & Co, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2012UP197900) as Secretarial Auditors of the Company for a term of up to 5(Five) consecutive years to hold office from the conclusion of 39th AGM till the conclusion of 44th (Forty Fourth) AGM of the Company to be held in the Year 2030, for approval of the Members at ensuing AGM of the Company. Brief resume and other details of **M/s. Pramod Kothari & Co, Company Secretaries** in Practice, are separately disclosed in the Notice of ensuing AGM.

M/s. Pramod Kothari & Co (Firm Registration Number: S2012UP197900) have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI (LODR) Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

The Secretarial Audit Report for the Financial Year 2025-26 does not contain any qualification, reservation or adverse remark and is attached to this report as **Annexure – B**. Further, the Secretarial Auditors have not reported any fraud under Section 143(12) of the Act.

RISK MANAGEMENT

Your Company has a robust Risk Management Policy which identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the stakeholders and to achieve business objectives. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks through strategic actions. In line with the SEBI (LODR) Regulations, cyber security risks are also covered under Risk Management Policy of the Company.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate Internal Financial Controls. The report on Internal Financial Controls issued by M/s Bhatia & Bhatia, Chartered Accountants statutory auditor of the Company is annexed to the Audit Report on the Financial Statements of the Company and does not contain any reportable weakness in the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act and Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors state that:

- a) in the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2026 and of the profits of the Company for the period ended on that date;
- c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls were adequate and operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

OTHER INFORMATION

a) MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report for the Financial Year 2025-26 as stipulated under Regulation 34(2)(e) of SEBI (LODR) Regulations forms part of the Annual Report.

b) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached to this report as **Annexure – C**.

c) CORPORATE GOVERNANCE REPORT

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations is attached to this report as Annexure – D. The certificate from M/s. Pramod Kothari & Co, Practicing Company Secretaries confirming compliance with the conditions of corporate governance is also attached to the Corporate Governance Report.

d) LISTING

The Equity Shares of the Company are listed on the BSE Limited and Calcutta Stock Exchange. Annual listing fee for the Financial Year 2025-26 has been paid to both exchanges.

e) ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Act, the Annual Return of the Company is uploaded on website of the Company at <https://www.seasonsworld.com/investors.aspx>

f) RESEARCH & DEVELOPMENT

During the year under review, no Research & Development was carried out.

g) CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statement.

h) GENERAL

Your Directors confirm that no disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review:

- 1) Issue of equity shares with differential voting rights as to dividend, voting or otherwise.
- 2) The Whole-time Directors of the Company does not receive any remuneration or commission from any of its subsidiaries.
- 3) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- 4) Issue of Sweat Equity Shares.
- 5) No application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 as at the end of the Financial Year 2025-26.
- 6) No instance of one-time settlement with any bank or financial institution.

The Company is in regular compliance of the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

No material changes and commitments have occurred after the closure of the Financial Year 2025-26 till the date of this Report, which would affect the financial position of your Company.

ACKNOWLEDGEMENT

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions as well as efficient utilization of the Company's resources for sustainable and profitable growth. Your directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your directors also wish to place on record their appreciation for the valuable co-operation and support received from various Government Authorities, Banks/Financial Institutions and other stakeholders such as members, customers and suppliers, among others. Your directors also commend the continuing commitment and dedication of employees at all levels which has been vital for the Company's success. Your directors look forward to their continued support in future.

**For and on behalf of the Board of Directors
For Seasons Textiles Limited**

**Inderjeet Singh Wadhwa
Chairman
DIN: 00007009**

Date: May 29, 2026

Place: Noida

Annexure – A

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) Ratio of the remuneration of each director to the median remuneration of employees of the Company for the Financial Year 2025-26 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2025-26:

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2025-26 (Rs. In Lakh)	% increase in Remuneration in Financial Year 2025-26	Ratio of Remuneration of Director to Median Remuneration of employees in Financial Year 2026
01	Mr. Inderjeet Singh Wadhwa	41.50	1.47%	13.74
02	Mrs. Neelam Wadhwa* Whole-time Director	26.09	101.47%	8.91
03	Mr. Sanjay Katyal Chief Financial Officer	19.40	1.48%	6.41
04	Mr. Saurabh Arora Company Secretary	1.93	9.26%	0.64

* Mrs. Neelam Wadhwa Appointed as Whole-time Director on 18th October 2025.

Note: Since Non-Executive Directors received no remuneration except sitting fee (if any) for attending Board/ Committee meetings, the required details are not applicable.

- (ii) Number of permanent employees as on March 31, 2026, were 115 and median remuneration was Rs. 509.73 Lakh annually. Median remuneration of employees (excluding above Directors and KMPs) in Financial Year 2025-26 has increased by 5.00%.

It is hereby affirmed that the above-mentioned remuneration is in accordance with the Remuneration Policy of the Company which is uploaded on website of the Company at www.seasonsworld.com.

- (iii) Average percentiles increase already made in the salaries of employees other than Managerial Personnel was 5% and average percentile increase in the remuneration of Managerial Personnel was 3% vis-a-vis the last Financial Year.

**For and on behalf of the Board of Directors
For Seasons Textiles Limited**

**Inderjeet Singh Wadhwa
Chairman
DIN: 00007009**

**Date: 29th May, 2026
Place: Noida**

Annexure – B

**SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2026**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.]

To,
The Members,
Seasons Textiles Limited
(CIN: L74999DL1986PLC024058)
26 Froze Gandhi Road (Lower Ground Floor),
Lajpat Nagar 3, New Delhi 110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Seasons Textiles Limited (the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) Maintenance of secretarial records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year started from April 01, 2025 and ended on March 31, 2026 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;
- v. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; {Not applicable during the Audit Period}
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; {Not applicable during the Audit Period}
 - (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; {Not applicable during the Audit Period}
 - (i) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; {Not applicable during the Audit Period} and

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, with which the Company has generally complied with. The Company is generally regular in filing e-forms with Registrar of Companies under the provisions of the Act.

During the audit period, we are of the opinion that the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable.

In our opinion and to the best of our information and according to explanations given to us, we believe that the Company is having systems in place to check the compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Advance notice was given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board meetings were taken unanimously.

We further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period; there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

This Report is to be read with our letter of even date which is annexed as 'Annexure A' an integral part of this report.

For Pramod Kothari & Co.
Company Secretaries
Firm Registration No.: S2012UP197900
Peer Review Certificate No: 6701/2025

Pramod Kothari
Proprietor
CP No: 11532: Membership No. F7091
Noida, May 27, 2026
UDIN: F007091H000503224

Annexure A

To,
The Members,
Seasons Textiles Limited
(CIN: L74999DL1986PLC024058)
26 Froze Gandhi Road (Lower Ground Floor),
Lajpat Nagar 3, New Delhi 110024

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have could not verified the correctness and appropriateness of financial records, amount related to related parties' transactions and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pramod Kothari & Co.
Company Secretaries
Firm Registration No.: S2012UP197900
Peer Review Certificate No: 6701/2025

Pramod Kothari
Proprietor
CP No: 11532: Membership No. F7091
Noida, May 27, 2026
UDIN: F007091H000503224

Annexure – C

Information in accordance with the section 134(3)(m) of the Companies Act, 2013 read with Rules 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.
Impact of the measures at (1) and (2) Above for reduction of energy consumption and consequent impact on the cost of production of goods:	Continuously monitoring the energy consumed at processing plant at Barhi enabled the Company to set benchmarks for different machines which resulted in significant benefits in terms of lower cost of energy and other utilities.
Total Energy consumption and per unit of Production:	As per Form A
B) Technology Absorption: -	As per Form B

Form A: Disclosure of particulars with respect to and fuel conservation of energy, power consumption:

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
(a) Purchased		
Units	954343	1095846
Total Amounts (Rs. In Lacs)	95.38	99.01
Rate/units (Rs.)	9.99	9.03
(b) Own Generation		
Through Diesel Generator (units)	6370.45	17374.50
Unit	2	2
Unit per ltr of diesel oil Costs/unit (Rs.)	43.86	43.62

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

Technology absorption, adoption and innovation:

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

C) Foreign Exchange Earnings and Outgo: -

The foreign exchange earning/outgo during the year are as under:	(Rs. /Lacs)	
Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Foreign Exchange Earnings:	1891.00	2224.16
Foreign Exchange Outgo:	184.00	198.45

CORPORATE GOVERNANCE REPORT

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations'], the report containing details of Corporate Governance of **Seasons Textiles Limited ('the Company' / 'STL')** is as follows:

Corporate Governance Philosophy of the Company:

Corporate Governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. At VBL, it is imperative that your Company affairs are being managed in a fair and transparent manner. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed towards maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed hereinafter.

The Corporate Governance framework of the Company is based on the following broad practices:

- a) Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law.
- b) Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organization.
- c) Adoption and implementation of fair, transparent and robust systems, processes, policies and procedures.
- d) Making high level of disclosures for dissemination of corporate, financial and operational information to all its stakeholders.
- e) Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements and zero tolerance for non-compliance.

Best Corporate Governance Practices

STL maintains the highest standards of Corporate Governance. It is the Company's constant endeavour to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following:

- 1) All securities related material filings with Stock Exchanges and SEBI are reviewed by the Company's Board of Directors.
- 2) The Company has the following Board Committees:
Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.
- 3) The Company also undergoes a Secretarial Audit conducted by an independent firm of Practicing Company Secretaries. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- 4) Observance and adherence of all applicable Laws including Secretarial Standards issued by The Institute of Company Secretaries of India.

Governance Policies

At STL, we strive to conduct our business and strengthen our relationship in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence

and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out

our duties in an ethical manner. Some of the codes and policies are as follows:

- a) Code of Conduct for Board of Directors and Senior Management;
- b) Code of Conduct for Prohibition of Insider Trading;
- c) Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information;
- d) Policy on Related Party Transactions;
- e) Policy for Determination of Materiality of Events /Information;
- f) Remuneration Policy for Directors, Key Managerial Personnel, Members of Senior Management and other Employees of the Company;
- g) Familiarization Programme for Independent Directors;
- h) Vigil Mechanism/Whistle Blower Policy.

Board of Directors

As at March 31, 2026, 3(Three) out of 5(Five) Directors on the Board were Independent Directors. At STL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

The Board's actions and decisions are aligned with the Company's best interests. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness. Size and composition of the Board of Directors as at March 31, 2026, is given below:

Category	Name of Director
Executive / Whole-time Directors	1. Inderjeet Singh Wadhwa 2. Neelam Wadhwa
Non-executive, Independent Directors	1. Mr. Manish Chandra 2. Mr. Sunil Kumar Mehdiratta 3. Mrs. Kavita Rani

Mr. Inderjeet Singh Wadhwa is Managing Director (Promoter) of the Company.

Inter-se Relationship among Directors.

Neelam Wadhwa (Whole Time Director) is wife of Mr. Indejeet Singh Wadhwa (Managing Director).

Core Skills / Expertise / Competencies available with the Board

The Board comprises qualified Members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The Matrix setting out the Skills, Expertise and Competencies available with the Board in context of business of the Company is as under:

Sr. No.	Leadership / Operations	Strategic Planning	Industry Experience, Technical, Research & Development and Innovation	Global Business	Finance & Legal	Corporate Governance & Compliance
01	Mr. Inderjeet Singh Wadhwa	Yes	Yes	Yes	Yes	Yes
02	Mr. Sunil Kumar Mehdiratta	Yes	Yes	Yes	Yes	Yes
03	Mrs. Kavita Rani	-	Yes	-	Yes	Yes
04	Mr. Manish Chandra	-	-	-	Yes	Yes
05	Mrs. Neelam Wadhwa		Yes		Yes	Yes

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as an

Independent Director on the Board. The Committee, inter-alia, considers criteria as prescribed under the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations viz. positive attributes, area of expertise, number of directorships and memberships held in various committees of other companies by such persons in accordance with the Company's Policy. The Board considers the Committee's recommendation and takes appropriate decision.

A statement in connection with fulfilling the criteria of Independence and directorships as required under the provisions of the Act and SEBI (LODR) Regulations received from each of Independent Director is disclosed in the Board's Report. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act.

In the opinion of the Board, the Independent Directors fulfil the conditions as specified in the Act and SEBI (LODR) Regulations and are Independent of the management.

Independent Directors' Induction and Familiarization

An appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor in maintaining the high Corporate Governance standards of the Company. The Whole-time Directors

and the Company Secretary are jointly responsible for ensuring that such induction and training programmes are given to the Directors. The management provides such information and training either at the meeting of Board of Directors or otherwise

Board Evaluation

The Board of Directors of the Company ensures formation and monitoring of robust evaluation framework of the Individual Directors including Chairman of the Board, Board as a whole and various Committees thereof and carries out the evaluation of the Board, the Committees of the Board and Individual Directors, including the Chairman of the Board on an annual basis. A structured questionnaire is prepared and circulated to the Directors for each of the evaluation. Board Evaluation for the Financial Year ended March 31, 2026 has been completed by the Company internally which included the evaluation of the performance of the Board as a whole, Board Committees and Directors individually including Chairman of the Board and results of the same were shared with the Board.

Separate Meeting of Independent Directors

To comply with the provisions of Schedule IV of the Act read with Regulation 25 of SEBI (LODR) Regulations, the Independent Directors met once on February 09, 2026, during the Financial Year 2026, without the presence of Non-Independent Directors and members of the management team and inter-alia reviewed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties. In addition to formal meetings, interactions also took place between the Chairman and Independent Directors.

Board Meetings, Board Committee Meetings and Procedure

Board is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies, their effectiveness and ensures that shareholders' long-term interests are being served. As on date of this report, the Board has 4(Four) Committees, namely Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The Company's internal guidelines for Board/Board Committee meetings facilitate the decision-making process at its meetings in an informed and efficient manner.

Board/Committee Meetings

The Board meets at regular intervals to discuss and decide on Company / business policies and strategies apart from other regular business matters. The Board/ Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to all Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

Agenda of the Board/Committee Meetings is set by the Chief Risk Officer & Group Company Secretary in consultation with the Whole-time Director(s) and the Chairman of the Company. The agenda is generally circulated a week prior to the date of the meeting and includes detailed notes on items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of urgency, the agenda is circulated along with shorter notice as per the provisions of the Secretarial Standard on Meetings of the Board of Directors issued by the Institute of Company Secretaries of India. Usually meetings of the Board are held at Corporate Office of the Company at Noida/ New Delhi. Draft minutes of proceedings of the Board/Committee meetings are circulated for comments/suggestions and thereafter, final minutes are noted by the Board/ Committees at their next meeting.

Board meets at least once in a quarter to review inter-alia the quarterly results, compliances and performance of the Company. Additional meetings are held on need basis.

The Company also provides facility to the Directors to attend meetings of the Board and its Committees through Video/Tele Conferencing mode.

5 (Five) Board meetings were held during the Financial Year 2025-26 on May 20, 2025, August 13, 2025, September 11, 2025, November 13, 2025 and 09 February 2026. The gap between two Board meetings was within the limit prescribed under Section 173(1) of the Act and Regulation 17(2) of the SEBI (LODR) Regulations 2015.

Board Business

The business of the Board inter-alia includes:

- Framing and overseeing progress of the Company's annual plan and operating framework.
- Framing strategies for direction of the Company and for corporate resource allocation.
- Reviewing financial plans of the Company
- Reviewing the quarterly and annual financial results of the Company.
- Reviewing the Annual Report including Audited Annual Financial Statements for adoption by the Members.
- Reviewing progress of various functions and business of the Company.
- Reviewing the functioning of the Board and its Committees.
- Reviewing the functioning of subsidiary companies.
- Consider and approve the declaration/ recommendation of dividend.
- Reviewing and resolving fatal or serious accidents or dangerous occurrences, any material significant effluent or pollution problems or significant labour issues, if any.
- Reviewing the details of significant development in human resources and industrial relations front.
- Reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement.
- Reviewing compliance with all relevant legislations and regulations and litigation status, including important show cause, demand, prosecution and penalty notices, if any.
- Advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any.
- Appointing Directors on the Board and Key Managerial Personnel, if any.
- Reviewing various policies of the Company and monitoring implementation thereof.
- Reviewing details of risk evaluation and internal controls.

- Reviewing reports on progress made on the ongoing projects.
- Monitoring and reviewing board evaluation framework.
- Review report(s) on Environment, Social and Governance.

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. He is also responsible for preparation of Agenda in consultation with the Whole-time Director(s) and the Chairman of the Company and convening of Board and Committee Meetings. The Company Secretary attends all the meetings of the Board and its Committees, advises and assures the Board on Compliance and Governance principles.

Recording Minutes of proceedings of Board and Committee meetings

The Company Secretary ensures appropriate recording of minutes of proceedings of each Board and Committee Meeting. The minutes are entered in the Minutes Book within 30 (Thirty) days from the date of conclusion of the meetings as per the Secretarial Standards issued by The Institute of Company Secretaries of India.

Post meeting follow-up mechanism

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report (if any) on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/ Committees for review.

Attendance of Directors at Board Meetings & last Annual General Meeting (AGM), number of other Directorships and Chairmanships / Memberships of Committees and Shareholding of each Director in the Company.

Name	Designation & Category	Attendance in Financial Year March 31, 2026		Number of Directorships in other Companies & as on March 31, 2026		Committee Membership and Chairmanship in other Companies# as on March 31, 2026		Shareholding in the Company as on March 31, 2026
		Board Meeting	AGM	Private	Public	Membership	Chairmanship	
Mr. Inderjeet Singh Wadhwa DIN: 00007009	Managing Director (Promoter)	5/5	Y	0	0	0	0	3192831
Mr. Sunil Kumar Mehdiratta DIN: 01963477	Non-executive Independent Director	5/5	Y	4	0	0	0	-
Mr. Manish Chandra* DIN: 08985816	Non-executive Independent Director	5/5	Y	0	2	0	0	-
Kavita Rani* DIN: 08853423	Non-executive Independent Director	5/5	Y	0	2	3	0	-

Mrs. Neelam Wadhwa** DIN :00050911	Whole Time Director	2/5	N	0	0	0	0	1398312
Mr. Sumer Singh Wadhwa DIN: 01585482	Non-executive Non-Independent Director	3/5	Y	0	0	0	0	1800

* Appointed of Mr. Sumer Singh Wadhwa as a Non-Executive – Non-Independent Director with effect from May 20, 2025

** Appointed of Mrs. Neelam Wadhwa as a Whole Time Director (retire by rotation) with effect from October 17, 2025.

*** Sumer Singh Wadhwa Resigned with effect from October 18, 2025.

Only Audit Committee, Shareholder's Relationship and Nomination & Remuneration Committee are considered for the purpose of Committee positions as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Pursuant to Part C of Schedule V of the SEBI (LODR) Regulations, details of Directorship in other listed entity and category of Directorship as on March 31, 2026, are mentioned below:

Sr. No	Name of Director	Name of Company	Category of Directorship
1	Mr. Inderjeet Singh Wadhwa	-	-
2	Mr. Sunil Kumar Mehdiratta	-	-
3	Mr. Manish Chandra	1.Rakan Steels Limited 2.Jla Infraville Shoppers Limited	Non-executive Independent Director
4	Mrs. Kavita Rani	1. Modipon Limited 2.Sugs Lloyd Limited	Non-executive Independent Director
5.	Mrs. Neelam Wadhwa	-	-
6.	Mr. Sumer Singh Wadhwa	-	-

Committees of the Board

The Board Committees play a vital role in strengthening the Corporate Governance practices. The Board Committees are set up under formal approval of the Board to carry out clearly defined roles which are considered

to be performed by Members of the Board as a part of good governance practice. The Board supervise the execution of responsibilities by the Committee. Minutes of the proceedings of all the Committee meetings are circulated to the Board to take note of the same. The Board Committees may request special invitees to join the meeting, as appropriate.

As required under Schedule V (Annual Report) of the SEBI (LODR) Regulations, mandatory disclosure(s) related

to the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee are as follows:

1) Audit Committee

The terms of reference and composition of the Audit Committee satisfy the requirements of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 18 and 21 of the SEBI (LODR) Regulations. The brief terms of reference of Audit Committee are as under:

- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that its financial

statements are correct, sufficient and credible.

- Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and approval of payment for any other services rendered by the auditors of the Company.
- Reviewing with the Management the quarterly/ annual results and annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter-alia, include reviewing changes in the accounting policies and reasons for the same, major accounting entries involving estimates based on exercise of judgement by Management, significant adjustments made in the financial statements.
- Review the Management's Discussion and Analysis of financial condition and results of operations.
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the functioning of the whistle blower/ vigil mechanism.
- Formulate a detailed risk management policy which shall include:
 - Framework for identification of internal and external risks.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- Evaluate and review the risk management plan, the risk management system, including risk policy, risk process (risk identification, assessment, mitigation and monitoring), cyber security processes and risk registers laid down by the Management.
- Recommendation for appointment, removal and terms of remuneration of the Chief Risk Officer.

The Audit Committee met 4 (Four) times during the Financial Year 2025-26 on May 20, 2025, August 13, 2025, November 13, 2025, and February 09, 2026.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2026:

Sr. No.	Name	Category	Designation	No. of Meetings Attended
01	Mr. Sunil Kumar Mehdiratta	Independent Director	Chairman	4/4
02	Mr. Manish Chandra	Independent Director	Member	4/4
03	Mrs. Kavita Rani	Independent Director	Member	4/4

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

The Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit, Risk Management and Ethics Committee was present at the last AGM held on August 19, 2025.

2) Stakeholders' Relationship Committee

The terms of reference and composition of the Stakeholders' Relationship Committee satisfy the requirements of Section 178 of the Act and Regulation 20 of SEBI (LODR) Regulations.

The brief terms of reference of Stakeholders' Relationship Committee are to consider and resolve the grievances of security holders of the Company including but not limited to complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends and review of services rendered by the Registrar and Share Transfer Agent.

The Stakeholders' Relationship Committee met 1 (Time) times during the Financial Year 2025-26 on February 09, 2026.

Composition of the Committee during the Financial Year 2026.

Sr. No.	Name	Category	Designation	No. of Meetings Attended
01	Mr. Manish Chandra	Independent Director	Chairman	1/1
02	Mr. Sunil Kumar Mehdiratta	Independent Director	Member	1/1
03	Mr. Inderjeet Singh Wadhwa	Executive Director	Member	1/1

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

The Company Secretary acts as Secretary to the Committee and also designated as a Compliance Officer of the Company. The Chairperson of the Stakeholders' Relationship Committee was present at the last AGM held on August 19, 2025

Investor Grievances / Complaints

The details of the Investor Complaints received and resolved during the Financial Year ended March 31, 2026 are as follows:

Opening Balance	No. of complaints received	No. of complaints resolved	No. of complaints not solved to the satisfaction of shareholders	No. of complaints pending
0	0	0	0	0

To enable investors to share their grievance or concern, Company has set up a dedicated e-mail ID

Cs.stl@seasonsworld.com

3) Nomination and Remuneration Committee

The terms of reference and composition of the Nomination and Remuneration Committee satisfy the requirements of Section 178 of the Act and Regulation 19 of SEBI (LODR) Regulations and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees and for evaluation of the performance of independent directors and the Board of Directors;
- Devising a policy on diversity of the Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board of Directors their appointment and removal, and specify the manner for effective evaluation of performance of Board, its committees and individual Directors and review its implementation and compliance;
- Determine whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors; and
- Framing suitable policies and systems to ensure that there is no violation by an employee as well as by the Company of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

The Nomination and Remuneration Committee met 2 (Time) times during the Financial Year 2025-26 on May, 20,

2025 and September,11, 2025 .

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2026:

Sr. No.	Name	Category	Designation	No. of Meetings Attended
01	Mrs. Kavita Rani	Independent Director	Chairman	2/2
02	Mr. Sunil Kumar Mehdiratta	Independent Director	Member	2/2
03	Mr. Manish Chandra	Independent Director	Member	2/2

The Company Secretary acts as Secretary to the Committee and designated as a Compliance Officer of the Company. The Chairperson of the Stakeholders' Relationship Committee was present at the last AGM held on August 19, 2025.

Performance evaluation criteria for Directors

The Remuneration Policy of the Company lays down the criteria of appointment and remuneration of Directors/Key Managerial Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and the SEBI (LODR) Regulations. An indicative list of factors that may be evaluated including but not limited to participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration of Directors

Details of remuneration paid to Directors of the Company for the Financial Year ended March 31, 2026, are as follows:

Sr. No.	Name	Sitting Fees	Salary	Perquisite	Bonus/Incentive	Total
01	Inderjeet Singh Wadhwa	-	41,81,352	-	-	-
02	Mrs. Neelam Wadhwa	-	12,01,099	-	-	-
03	Mr. Sunil Kumar Mehdiratta	80,000	-	-	-	-
04	Mr. Manish Chandra	80,000	-	-	-	-
05	Mrs. Kavita Rani	80,000	-	-	-	-

- The details of specific service contracts, notice period and severance fees etc. are governed by the appointment letter issued to respective Director at the time of his/her appointment/re-appointment.
- During the Financial Year 2026, no loans and advances in the nature of loans to firms/companies in which directors are interested was given by the Company.

Criteria of making payments to Non-executive Directors including all pecuniary relationship or transactions of Non-executive Directors.

- The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the Board and the Committees thereof as approved by the Board.
- There has been no pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the

Company during the year except the sitting fee paid to them as detailed above.

Prohibition of Insider Trading.

To comply with the provisions of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prohibition of Insider Trading and the same is uploaded on website of the Company at <https://www.seasonsworld.com>.

Vigil Mechanism / Whistle Blower Policy.

To comply with the provisions of Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has adopted a Vigil Mechanism / Whistle Blower Policy for Directors and Employees of the Company. Under the Vigil Mechanism Policy, the protected disclosures can be made by a victim through an e-mail or a letter to the Company Secretary ('**Vigilance Officer**') or to the Chairperson of the Audit Committee.

The Policy provides for adequate safeguards against victimization of Directors and Employees who avail of the vigil mechanism and provides a direct access to the Vigilance Officer or the Chairperson of the Audit Committee, in exceptional cases. No personnel of the Company have been denied access to the Audit Committee.

The main objective of this policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters/ dealings within the Company, which may have a negative bearing on the organization either financially or otherwise.

This policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any breach of the Company's values or instances of violations of the Company's Code of Conduct. Therefore, it is in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner. During the year under review, no complaint was received under the Vigil Mechanism / Whistle Blower Policy of the Company. The Policy is uploaded on website of the Company at www.seasonsworld.com.

Compliance with the Code of Conduct

To comply with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, the Company has adopted "Code of Conduct for Board of Directors and Senior Management" ('Code'). Code is available on website of the Company at <https://www.seasonsworld.com/investors.aspx>.

On the basis of declarations received from Board Members and Senior Management Personnel, the Executive Vice Chairman & Whole-time Director has given a declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the Financial Year 2026. A copy of such declaration is also attached with this report.

Annual General Meeting

The Annual General Meetings ('AGM') of the Company during the preceding three years were held at the following venue, date and time, wherein the following special resolutions were passed:

Financial Year	AGM/EGM Date	Location	Details of Special Resolution Passed
2022-2023	29-09-2023	through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)	Appointment of Mr. Sunil Kumar Mehdiratta (DIN: 01963477) as an Independent Director of the Company:
2023-2024	27-09-2024	through Video Conferencing (VC)	Appointment of Ms. Kavita Rani (DIN: 08853423) as an Independent Director of the Company.

		or Other Audio-Visual Means (OAVM)	Appointment of Mr. Manish Chandra (DIN: :08985816) as an Independent Director of the Company
2024-2025	19-08-2025	through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)	Appointment of Mr. Sumer Singh Wadhwa (DIN: 01585482) as a Non-Executive Non-Independent Director of the Company. Appointment of M/s. Pramod Kothari & Co., Company Secretaries in Practice (Firm Registration Number S2012UP197900) as Secretarial Auditors of the Company.

Extra-ordinary General Meeting

Apart from AGM, no other General Meeting was held during the Financial Year 2025-26.

Postal Ballot

Special resolution is proposed to be conducted and passed through postal ballot for appointment of Mrs. Neelam Wadhwa as Whole Time Director.

Means of Communication

Information like Quarterly / Half Yearly / Annual Financial Results and press releases / presentations on significant developments in the Company that have been made available from time to time have been submitted with the Stock Exchanges to enable them to put on their websites and communicate the Members. The same is also made available to Institutional Investors or to the Analysts (if any) and are also hosted on the Company's website at <https://www.seasonsworld.com/investors.aspx>. The Quarterly / Half Yearly / Annual Financial Results are published in English and Hindi language newspapers normally in Financial Express and Jansatta respectively. Moreover, a report on Management Discussion & Analysis as well as Business Responsibility and Sustainability Report also forms part of the Annual Report. The Company is disseminating all reports / information including Quarterly Financial Results, Shareholding Pattern and Corporate Governance Report etc., electronically on BSE website viz. www.bseindia.com.

General Shareholders Information**A. Annual General Meeting**

Date: August 19, 2026 (Wednesday)

Time: 12:30 p.m. (IST)

Venue/Mode: Through Video Conferencing / Other Audio Visual Means facility

B. Financial Year

The Financial Year of the Company starts from

April 1 and ends on March 31 every year.

C. Financial Calendar 2026

First Quarter Results: On or before August 14, 2026

Second Quarter Results: On or before November 14, 2026

Third Quarter Results: on or before February 14, 2026

Audited Annual Results: for the year ending on March 31, 2027: On or before May 30, 2027

D. Listing of Shares on Stock Exchanges and Stock Code

Sr. No	Name of Stock Exchange	Stock code
01	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	514264
02	The Calcutta Stock Exchange Limited. 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal	-

Annual listing fee for the Financial Year 2025-26 has been paid to the BSE Limited and The Calcutta Stock Exchange Limited.

E. Listing of Debt Instruments on Stock Exchanges and Codes: N.A.**F. Market Price Data for the period April 1, 2025 to March 31, 2026 Month**

DATE	Open	High	Low	Close Price
April, 2025	19.15	24.60	17.01	20.20
May, 2025	18.54	24.95	18.00	18.77
June, 2025	19.01	21.00	18.00	18.63
July, 2025	19.00	24.01	18.00	21.71
August, 2025	21.71	22.40	18.00	18.90
September, 2025	20.00	22.29	18.00	19.30
October, 2025	19.25	24.28	16.60	21.50
November, 2025	21.00	23.00	18.90	19.80
December, 2025	20.00	22.45	15.00	17.58
January, 2026	17.85	18.99	15.65	16.75
February, 2026	14.62	19.95	14.62	18.00
March, 2026	21.00	21.01	15.90	19.10

G. Registrar and Share Transfer Agent

All the work relating to the shares held in physical form as well as the shares held in the electronic (demat) form is being done by KFin Technologies Limited, whose details are given below:

H. SKYLINE FINANCIAL SERVICES PVT LTD.

D – 153A, First Floor, Okhla Industrial Area, Phase - I, New Delhi - 110065

Tel: 011-64732681-88, Fax: 011-26292681

SEBI Registration No. INROQOO03241

E-mail: compliances@skylinerta.com/admin@skylinerta.com or info@skylinerta.com

I. Share Transfer System

65,80,566 (Sixty-Five Lakh Eighty Thousand Five Hundred Sixty-Six) equity shares of the Company were in dematerialized form and 9,09,734 (Nine Lakh Nine Thousand Seven Hundred Thirty-Four) equity shares were in physical form as on March 31, 2026.

Transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company. In terms of SEBI (LODR) Regulations, securities of listed companies can only be transferred in dematerialized form including where the claim is lodged for transmission or transposition of shares. Accordingly, to avail benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

J. Distribution of Shareholding (as on March 31, 2026)

Shareholding	Number of shareholder s	% to Total	No. of Shareholding Amount	% to Total
Up To 5,000	8629	93.56	11490860.00	15.34
5001 To 10,000	385	4.17	3058040.00	4.08
10001 To 20,000	118	1.28	1748360.00	2.33
20001 To 30,000	23	0.25	570730.00	0.76
30001 To 40,000	14	0.15	497920.00	0.66
40001 To 50,000	14	0.15	660760.00	0.88
50001 To 1,00,000	16	0.17	1098240.00	1.47
1,00,000 and Above	24	0.26	55778090.00	74.47
Total	9223	100.00	74903000.00	100.00

K. Categories of Shareholders (as on March 31, 2026)

Category of Shareholders	No of Shares held	%
Promoters	4602973	61.45
Financial Institutions / Banks	100	0.0
Bodies Corporate	36198	0.48
NRI/OCS	251785	3.36
Public Trust	200	0.00
HUF	79947	1.07
Firms	75491	1.01
Other Public Shareholders	2443606	32.62
Grand Total	9223	7490300

L. Dematerialization of Shares and Liquidity

As on March 31, 2026, 87.85% of the total paid-up equity shares were held in dematerialized form. The Company's shares are actively traded on the stock exchanges. There was no instance of suspension of trading in the equity shares of the Company during the Financial Year 2026.

The Company does not have any GDR's/ADR's/ Warrants or any Convertible instruments having any impact on equity.

M. Plant locations

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

N. Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the Registrar and Share Transfer Agent within statutory period and uploaded with the concerned depositories.

O. Compliances under SEBI (LODR) Regulations

The Company is regularly complying with the SEBI (LODR) Regulations as stipulated therein. Information, reports, certificates and returns as required under the provisions of SEBI (LODR) Regulations are sent to the stock exchanges within the prescribed time.

P. Certification under Regulation 17(8) of SEBI (LODR) Regulations

To comply with Regulation 17(8) of SEBI (LODR) Regulations, the Whole-time Director and the Chief Financial Officer (CFO) of the Company have given Compliance Certificate stating therein matters prescribed under Part B of Schedule II of the said Regulations which forms part of this Corporate Governance Report. To comply with Regulation 33(2)(a) of SEBI (LODR) Regulations, while placing the Quarterly Financial Results before the Board of Directors, the Wholetime Director and CFO certifies that the Financial Results do not contain any false or misleading statement or figures or do not omit any material fact which may make the statements or figures contained therein misleading.

Q. Certificate from Company Secretary in Practice regarding Non-disqualification of Directors

None of the Directors on the Board of the Company have been debarred or disqualified from appointment or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34 of the SEBI (LODR) Regulations and certificate in this respect received from an Independent Firm of Practising Company Secretaries is annexed.

R. Fees paid to the Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors of the Company and their other associated firms during the Financial Year ended March 31, 2026.

S. Information on Deviation from Accounting Standards, if any

No deviations from Indian Accounting Standard (Ind AS) in preparation of annual accounts for the Financial Year 2025-26.

T. Investor Correspondence

Mr. Saurabh Arora

Company Secretary

B-18, Sector 5 Noida

Tel: +91 120 4690000 E-mail: cs.stl@seasonsworld.com

Disclosure of Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 of SEBI (LODR) Regulations.

The Company has complied with the applicable provisions of SEBI (LODR) Regulations including Regulations 17 to 27 and Regulation 46 of SEBI (LODR) Regulations.

The Company submits a quarterly compliance report on Corporate Governance signed by Compliance Officer to the Stock Exchanges within prescribed timelines from the close of every quarter. Such quarterly compliance reports on Corporate Governance are also posted on website of the Company.

Compliance of the conditions of Corporate Governance have also been audited by an Independent Firm of Practising Company Secretaries and after being satisfied of the above compliances, they have issued a compliance certificate in this respect. The said certificate is annexed with this report and the same will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

U. Information of Senior Management Personnel

Details of Senior Management Personnel (including changes therein) as on March 31, 2026 as defined under Regulation 16(1)(d) of SEBI (LODR) Regulations are as follows:

Sr. No	Name	Designation
01	Mr. Inderjeet Singh Wadhwa	Managing Director
02	Mr. Sanjay Katyal	CFO
03	Mr. Saurabh Arora	Company Secretary
04	Mr. Neelam Wadhwa	Whole Time Director
05	Mr. Dinesh Narang	Vice President (Technical)

Other Disclosures

1. The Company has not entered into any material significant related party transaction which has potential conflict with the interests of the Company at large. The Board of Directors had approved a Policy on Related Party Transactions and the same is uploaded at <https://www.seasonsworld.com/investors.aspx>.
2. The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets and there was no instance of non-compliance during the last three years and is compliant of all the applicable provisions of SEBI (LODR) Regulations.
3. As on March 31, 2026, none of the subsidiary was a material subsidiary of the Company.
4. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.
5. Company does not have any share in the demat suspense account or unclaimed suspense account as on March 31, 2026.
6. There are no agreement(s) with any party which would impact the management or control of the Company or impose any restriction or create any liability upon the Company.

Green Initiative

Pursuant to Sections 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014 and Regulation 36 of SEBI (LODR) Regulations, the Company can send Notice of AGM, Financial Statements and other communication to the shareholders in electronic form.

Your Company is sending the Annual Report including the Notice of AGM, Audited Financial Statements, Board's Report along with their annexure etc. for the Financial Year 2025-2026 in electronic mode to the shareholders who have registered their e-mail addresses with the Company or their respective Depository Participants (DPs).

Your Company is sending the Annual Report including the Notice of AGM, Audited Financial Statements,

Seasons Textiles Limited

Board's Report along with their annexure etc. for the Financial Year 2025-2026 in electronic mode to the shareholders who have registered their e-mail addresses with the Company or their respective Depository Participants (DPs).

**For and on behalf of the Board of Directors
For Seasons Textiles Limited**

**Inderjeet Singh Wadhwa
Chairman
DIN: 00007009**

**Date: 29th May2026
Place: New Delhi**

CODE OF CONDUCT

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is available on website of the Company viz. <https://www.seasonsworld.com/investors.aspx>

It is further confirmed that all the Directors and Senior Management Personnel have affirmed their compliance with the Code for the Financial Year ended March 31, 2026.

**For and on behalf of the Board of Directors
For Seasons Textiles Limited**

**Inderjeet Singh Wadhwa
Managing Director
DIN: 00007009**

Date: 29th May, 2026

Place: New Delhi

CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The members of
Seasons Textiles Limited.

We, Mr. Inderjeet Singh Wadhwa, Managing Director and Mr. Sanjay Katyal, Chief Financial Officer of the Company, hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company's affairs and are following existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that:
 - (i) there have not been any significant changes in internal control over financial reporting during the year under the reference.
 - (ii) there have not been any significant changes in accounting policies except to the extent already disclosed in the financial statement(s); and
 - (iii) there are no instances of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Inderjeet Singh Wadhwa
Managing Director
DIN: 00007009

Sanjay Katyal
Chief Financial Officer

Date: 29th May, 2026
Place: New Delhi

CERTIFICATE REGARDING DIRECTORS' DISQUALIFICATION

To,
The Members
Seasons Textiles Limited
(CIN: L74999DL1986PLC024058)

1. The equity shares of Seasons Textiles Limited (**'the Company'**) are listed on BSE Limited.
2. We have examined the relevant disclosures received from the Directors of the Company and registers, records, forms and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. We have also done examination and verification of the disclosures under Sections 184, 189, 164 and 149 of the Companies Act, 2013 (the Act) received from the Directors and Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act and Director Identification Number (DIN) status of the Directors at MCA portal i.e. www.mca.gov.in. In our opinion and to the best of our knowledge and on the basis of information furnished to us by the Company and its officers, we certify that none of the below named Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as on March 31, 2026:

Sr. No.	Name of Directors	DIN	Date of Appointment in the company
1	Inderjeet Singh Wadhwa- Managing Director	00007009	28/04/1986
2	Sunil Kumar Mehdiratta- Independent Director	01963477	07/08/2023
3	Manish Chandra - Independent Director	08985816	13-08-2024
4	Kavita Rani -Independent Director	08853423	13-08-2024
5.	Neelam Wadhwa- Executive Director	00050911	17-10-2025

4. Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
5. This certificate is based on the information and records available as on March 31, 2026, and we have no responsibility to update this certificate for the events and circumstances occurring thereafter.

For Pramod Kothari & Co.

Company Secretaries

Firm Registration No.: S2012UP197900

Peer Review Certificate No: 6701/2025

Pramod Kothari

Proprietor

CP No: 11532: Membership No. F7091

UDIN: **F007091H000732112**

Date: 27/05/2026

Place: Noida.

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
Seasons Textiles Limited
(CIN: L74999DL1986PLC024058)

We have examined the compliance of conditions of corporate governance by Seasons Textiles Limited, for the year ended on 31st March 2026, as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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 Pramod Kothari & Co.
Company Secretaries
Firm Registration No.: S2012UP197900
Peer Review Certificate No: 6701/2025

Pramod Kothari
Proprietor
CP No: 11532: Membership No. F7091
UDIN: **F007091H000731925**

Date: 27/05/2026
Place: Noida.

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY OVERVIEW:

Seasons Textiles Limited (STL) is a widely held flagship Company of Seasons Group having more than 9000 shareholders and presently its shares are listed on BSE and CSE. STL has been promoted by Late Shri Nanak Singh Wadhwa, Shri Inderjeet Singh Wadhwa and Smt. Neelam Wadhwa, in the year 1986. The Company is progressing well under the able leadership of Shri Inderjeet Singh Wadhwa, CMD of the Company, a recipient of Udyog Patra Award.

BUSINESS OVERVIEW PRODUCTION:

Seasons Textiles Limited (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.

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.

DESIGN:

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.

The company is having a collection of more than 25,000 designs. During the year the Company has developed about 600 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.

MARKETING AND EXPORTS:

Apart from Indian Market the Company has been exporting its products to USA, Europe, UK, Middle East.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Textile Industry in India is one of the largest segments of the Indian economy. It provides direct employment to many million people. Indian home furnishings manufacturers and home furnishings exporters offers a spectacular range of bedspreads, furnishing fabrics, curtains, rugs, durries, carpets, cushion covers, table covers, linen, kitchen accessories, made-ups, bath linen, and other home furnishings accessories to the nation as well as to the world. With the increasing textile industry in the country, the furnishing fabric market will also continue to flourish. The home furnishing market is anticipated to witness huge demand with the booming real-estate projects like hotels, hospitals, commercial and big residential apartments. The Interior Textiles segment of the home furnishings market includes household textiles viz. Carpets and rugs, bedding products, kitchen linen, bathroom furnishings, window treatments, hammocks, table linen, curtains, and upholstery fabrics. It is directly proportionate to the number of houses and the countries having largest number of houses namely India, China and USA, in that order, are the largest markets for home furnishings. The global trade of Home textile is expected to grow in the coming years. The majority of home textiles are produced in Asia. Lower prices and high-volume products have contributed to the expansion of exports particularly from India and China.

OUTLOOK:

Indians have well understood the importance of staying one step ahead of developments in the world economic environment. The industry is now preparing itself to take share of opportunities expected to arise out of the market freed from quota restrictions and other trade barriers. Business collaborations with foreign players, creation of buying offices and Government's effort to enhance quality production and export are many visible signs of Indians coming into force on the global market.

OPPORTUNITIES AND THREATS:

The local textile sector is now at a critical stage where it should prepare itself to rise and grab the opportunities that are available through liberalization of the international market. Manufacturers however, were caught in inadvertence as new players started to creep on the market at a time when most operators had attention on imminent opportunities coming from a quota-free market. Strategies and policies were mainly targeted towards expansion and modernization leaving more space to domestic players. Now it obviously appears that the latter have had ample freedom to strengthen them and they are now more prepared than export-oriented companies.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate systems of internal control in place commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions, proper authorization and ensuring compliance of corporate policies.

The Company has engaged the services of an independent Chartered Accountant to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction is appropriately authorized, recorded and reported. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

The company enjoyed excellent relationship with workers and staff during the last year.

ISSUES AND RISKS:

1. Competition

As far as domestic market is concerned 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 INR as compared to USD and EURO 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:

- Market led business risk;
- Financial risk;
- Change of trends and designs;
- Technology Obsolescence risk;
- Safety, Health & Environment risk;
- 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.

For and on behalf of the Board of Directors
For Seasons Textiles Limited

Inderjeet Singh Wadhwa
Managing Director
DIN: **00007009**

Date: May 29, 2026
Place: New Delhi

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SEASONS TEXTILES LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of SEASONS TEXTILES LIMITED ("the company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (collectively referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 with respect to preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of The Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,

relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g) In our opinion and to the best of our information, the remuneration paid by the company to its directors during the year is in accordance with the provision of Section 197 of The Act; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, the Company, has used accounting software for maintaining its books of account which has feature of recording audit trail (edit log) facility. Further, the audit trail facility has been operating throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For M/s Bhatia & Bhatia,
Chartered Accountants,
Firm's Registration Number- 003202N

C.A Ravinder Bhatia
Partner
Place : New Delhi Membership No. 017572
Dated : 29.05.2026
UDIN: 26017572YIZZBE8110

“ANNEXURE A” TO THE AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF THE SEASONS TEXTILES LIMITED ON THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2026.

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:-

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment.

(B)The Company has maintained proper records showing full particulars of Intangible Assets.

(b) As informed to us, these Property, Plant and Equipment have been physically verified by the Management during the year. In our opinion the frequency of verification is reasonable having regard to the size of the operations of the Company. According to the information & explanations given to us, no material discrepancies were noticed on such physical verification.

(c)According to the information and explanation provided to us, the records examined by us and based on the examination of the conveyance deeds, we report that the Title deeds, comprising of all the immovable properties are held in the name of the Company as at the balance sheet date.

(d)The Company has not revalued its Property, Plant and Equipment and Intangible Assets, hence the requirement of clause 3(i)(d) of the Companies (Auditor’s Report) Order, 2020 is not applicable.

(e)No proceedings have been initiated during the or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the requirement of clause 3(i)(e) of the Companies (Auditor’s Report) Order, 2020 is not applicable.

(ii) (a)As explained to us, the inventories have been periodically physically verified by the management. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.

(b)According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) The Company has not made investments in, provided any guarantee or security or granted any loans and advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement of clause 3(iii) (a) (b) (c) (d) (e) and (f) of the Companies (Auditor’s Report) Order, 2020 is not applicable to the Company.

(iv)The Company does not have any loans, investments, guarantees and security referred to in section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The nature of the Company’s business is such that maintenance of cost records specified by the Central Government under sub section (1) of section 148 of The Act , is not applicable.

(vii) (a) According to the records, information and explanations provided to us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee’s State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding

as at March 31st, 2026 for a period of more than six months from the date they became payable.

(b) There is no amount in respect of Goods and Service Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess that have not been deposited with the appropriate authorities on account of any dispute.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) In our opinion and according to the information and explanations given to us, the Company has generally not defaulted in repayment of dues to a financial institution or bank.

(b) As informed to us, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations give to us, the term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations give to us, the funds raised on short term basis have not been utilized for long term purpose.

Sub clause 3(ix)(e) and (f) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

(x)(a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi)(a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(b) No report under sub section (12) of Section 143 of the Companies Act has been filed in the Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) The reports of the internal auditors for the period under audit have been considered by us.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses during the financial years 2024-25 and 2025-26.

(xviii) There has not been any resignation of statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios disclosed in note 26 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company and hence, the requirement to report on clause 3(xx)(a) and (b) of the Order are not applicable to the Company.

For M/s Bhatia & Bhatia,
Chartered Accountants,
Firm's Registration Number- 003202N

C.A Ravinder Bhatia
Partner
Place : New Delhi Membership No. 017572
Dated : 29.05.2026
UDIN: 26017572YIZZBE8110

AS FINANCIAL STATEMENTS OF SEASONS TEXTILES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2026.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Seasons Textiles Limited (“the Company”) as of 31 March, 2026 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s Bhatia & Bhatia,
Chartered Accountants,
Firm's Registration Number- 003202N

C.A Ravinder Bhatia
Partner
Place : New Delhi Membership No. 017572
Dated : 29.05.2026
UDIN: 26017572YIZZBE8110

BALANCE SHEET**AS AT MARCH 31, 2026****(Rs.In Lakhs)**

PARTICULARS	NOTES	AS AT MARCH 31, 2026	AS AT MARCH 31, 2025
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	3,396.03	3,500.25
(b) Intangible Assets	4	63.89	78.89
(c) Financial Assets			
(i) Other Financial Assets	5	24.46	24.46
(d) Other Non - Current Assets	6	97.08	68.73
Total Non-Current Assets		3,581.46	3,672.33
(2) Current Assets			
(a) Inventories	7	1,259.13	1,458.24
(b) Financial Assets			
(i) Trade Receivables	8	604.05	681.34
(ii) Cash and Cash Equivalents	9	163.84	108.65
(iii) Current Financial Assets	10	157.61	115.68
(c) Other Current Assets	11	99.99	85.52
Total Current Assets		2,284.62	2,449.43
Total Assets		5,866.08	6,121.76
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	749.03	749.03
(b) Other Equity	13	2,759.65	2,728.61
Total Equity		3,508.68	3,477.64
(2) LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	1,089.60	1,083.97
(b) Deferred Tax Liabilities (Net)		186.60	182.64
Total Non-Current Liabilities		1,276.20	1,266.61
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	912.64	1,086.41
(ii) Trade Payables	16		
(ii)(a) Total outstanding dues to micro enterprises and small enterprises		-	-
(ii)(b) Total outstanding dues of creditors other than to micro enterprises and small enterprises		120.81	217.77
(iii) Other Financial Liabilities	17	15.31	24.30
(b) Current Tax Liability (Net)		-	-
(c) Other Current Liabilities	18	32.44	49.03
Total Current Liabilities		1,081.20	1,377.51
Total Liabilities		2,357.40	2,644.12
Total Equity and Liabilities		5,866.08	6,121.76
Summary of significant accounting policies 2			
As per our Separate Report of even date attached			
For M/s Bhatia & Bhatia			
Chartered Accountants			
Firm's Registration Number- 003202N			
		For and on behalf of the Board	
Ravinder Bhatia			
Partner			
Membership No. 017572			
UDIN: 26017572YIZBE8110			
INDERJEET S.WADHWA	KAVITA RANI	SANJAY KATYAL	SAURABH ARORA
Chairman & Managing Director	Director	Chief Financial Officer	Company Secretary
(DIN: 00007009)	(DIN 08853423)		ACS-47131
Place : New Delhi			
Dated : 29/05/2026			

SEASONS TEXTILES LIMITED			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026			
(Rs.In Lakhs)			
PARTICULARS	NOTES	YEAR ENDED MARCH 31, 2026	YEAR ENDED MARCH 31, 2025
I INCOME			
a) Revenue from Operations	19	2,329.86	2,730.12
b) Other Income	20	8.47	9.69
TOTAL INCOME		2,338.33	2,739.81
II EXPENSES			
a) Cost of Materials Consumed	21	592.45	965.52
b) Increase / Decrease in Inventories	22	76.74	(32.10)
c) Employee Benefits Expense	23	527.60	517.00
d) Finance Costs	24	207.15	231.86
e) Depreciation and Amortization Expense		120.16	137.58
f) Other Expenses	25	801.02	950.86
TOTAL EXPENSES		2,325.12	2,770.72
III Profit / (Loss) before tax and exceptional items (I-II)		13.21	(30.91)
IV Exceptional items		-	-
V Profit / (Loss) before tax and after exceptional items (III-IV)		13.21	(30.91)
VI Tax expense			
Current Tax		-	-
Deferred Tax		(3.34)	2.62
VII Profit / (Loss) for the period (V-VI)		16.55	(33.53)
VIII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss		28.99	16.09
(ii) Income tax (Deferred Tax) relating to items that will not be reclassified to profit or loss		(7.30)	(4.05)
		21.69	12.04
IX Total comprehensive income for the period (VII+VIII)		38.24	(21.49)
X Earnings per equity share			
Basic		0.22	(0.45)
Diluted		0.22	(0.45)
Summary of significant accounting policies 2 The accompanying notes are an integral part of the financial statements			
As per our Separate Report of even date attached			
For M/s Bhatia & Bhatia Chartered Accountants Firm's Registration Number- 003202N Ravinder Bhatia Partner Membership No. 017572 UDIN: 26017572YIZZBE8110 INDERJEET S.WADHWA Chairman & Managing Director (DIN: 00007009) KAVITA RANI Director DIN 08853423) SANJAY KATYAL Chief Financial Officer SAURABH ARORA Company Secretary ACS 47131 Place : New Delhi Dated : 29/05/2026			
For and on behalf of the Board			

SEASONS TEXTILES LIMITED		
Statement of Cash Flows for the year ended March 31, 2026		
	(Rs. in Lakhs)	
Particulars	Year ended 31-03-2026	Year ended 31.03-2025
Cash flows from used in operating activities		
Profit before tax	13.21	-30.91
Adjustments for reconcile profit (loss)		
Adjustments for finance costs	207.15	231.86
Adjustments for decrease (increase) in inventories	199.11	55.09
Adjustments for decrease (increase) in trade receivables, current	77.28	-4.11
Adjustments for decrease (increase) in other current assets	-14.46	54.84
Adjustments for decrease (increase) in other non-current assets	-28.35	-14.13
Adjustments for other financial assets, current	-41.93	100.74
Adjustments for increase (decrease) in trade payables, current	-96.96	-24.91
Adjustments for increase (decrease) in other current liabilities	-16.60	19.51
Adjustments for depreciation and amortisation expense	120.15	137.58
Adjustments for other financial liabilities, current	-8.99	16.64
Adjustments for interest income	5.71	7.33
Other adjustments to reconcile profit (loss)	-7.20	-2.65
Other adjustments for non-cash items	27.35	15.48
Total adjustments for reconcile profit (loss)	422.28	593.28
Net cash flows from (used in) operations	435.49	562.37
Interest paid	-	231.86
Other inflows (outflows) of cash	-	-
Net cash flows from (used in) operating activities	435.49	330.51
Cash flows from used in investing activities		
Proceeds from sales of property, plant and equipment	2.84	14.87
Purchase of property, plant and equipment	2.14	78.05
Interest received	5.71	7.33
Net cash flows from (used in) investing activities	6.41	-55.86
Cash flows from used in financing activities		
Proceeds from borrowings	168.14	-260.49
Interest paid	207.15	-
Net cash flows from (used in) financing activities	-375.29	260.49
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	66.61	535.13
Effect of exchange rate changes on cash and cash equivalents		
Effect of exchange rate changes on cash and cash equivalents	-	-
Net increase (decrease) in cash and cash equivalents	66.61	535.13
Cash and cash equivalents cash flow statement at beginning of period	108.65	109.15
Cash and cash equivalents cash flow statement at end of period	175.26	644.28
As per our Separate Report of even date attached		
For M/s Bhatia & Bhatia		
Chartered Accountants		
Firm's Registration Number- 003202N		
	For and on behalf of the Board	
Ravinder Bhatia		
Partner		
Membership No. 017572		
UDIN: 26017572YIZZBE8110		
INDERJEET S.WADHWA	KAVITA RANI	SANJAY KATYAL
Chairman & Managing Director	Director	Chief Financial Officer
(DIN: 00007009)		(DIN 08853423)
		SAURABH ARORA
		Company Secretary
		ACS-47131
Place : New Delhi		
Dated : 29/05/2026		

SEASONS TEXTILES LIMITED			(Rs.In Lakhs)					
Statement of changes in Equity								
A	Equity Share Capital							
	As at 1st April, 2025		749.03					
	Changes in equity share capital due to prior period errors		-					
	Restated balance as at 1st April, 2025		749.03					
	Changes during the period		-					
	As at 31 March, 2025		749.03					
	Changes in equity share capital due to prior period errors		-					
	Restated balance as at 31 March, 2026		749.03					
	Changes during the year		-					
	As at 31 March, 2026		749.03					
B	Other equity							
	Particulars							
		Capital Reserve	General Reserve	Securities Premium Reserve	Fair Valuation Reserve	Retained Earnings	Items of Other Comprehensive Income	TOTAL EQUITY
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
	Balance as at 31 March, 2025	106.07	199.18	75.00	1,325.32	962.87	60.17	2,728.61
	- Total Comprehensive income for the year	-	-	-	-	16.55	21.69	38.24
	- Prior Period Adjustment	-	-	-	-	(7.20)	-	(7.20)
	As at 31 March, 2026	106.07	199.18	75.00	1,325.32	972.22	81.86	2,759.65
As per our Separate Report of even date attached								
For M/s Bhatia & Bhatia								
Chartered Accountants								
Firm's Registration Number- 003202N								
Ravinder Bhatia								
Partner								
Membership No. 017572								
UDIN: 26017572YIZZBE8110								
INDERJEET S.WADHWA		KAVITA RANI		SANJAY KATYAL		SAURABH ARORA		
Chairman & Managing Director		Director		Chief Financial Officer		Company Secretary		
(DIN: 00007009)		DIN 08853423)		ACS 47131				
Place : New Delhi								
Dated : 29/05/2026								

SEASONS TEXTILES LTD											
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026											
3. PROPERTY, PLANT AND EQUIPMENT											
(Rs.In Lakhs)											
PARTICULARS	LEASE HOLD LAND	FREE HOLD LAND	BUILDINGS	DATA PROCESSING EQUIPMENT	ELECTRICAL INSTALLATION & FITTING	OFFICE EQUIPMENTS	FURNITURE & FIXTURES	PLANT & MACHINERY	TUBEWELL	VEHICLES	TOTAL
Gross Carrying Amount											
As at March 31, 2025	533.52	1,366.78	1,758.90	136.26	106.45	6.06	8.95	2,594.30	-	211.66	6,722.88
Additions	-	-	-	1.60	-	0.54	-	-	-	-	2.14
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	24.10	24.10
As at March 31, 2026	533.52	1,366.78	1,758.90	137.86	106.45	6.60	8.95	2,594.30	-	187.56	6,700.92
Accumulated Depreciation											
As at March 31, 2025	-	-	529.59	94.15	70.38	4.43	7.54	2,429.79	-	86.75	3,222.63
Depreciation for the year	-	-	52.52	8.37	4.26	0.54	0.85	17.90	-	20.71	105.15
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	22.89	22.89
As at March 31, 2026	-	-	582.11	102.52	74.64	4.97	8.39	2,447.69	-	84.57	3,304.89
Net Carrying Amount											
As at March 31, 2026	533.52	1,366.78	1,176.79	35.34	31.81	1.63	0.56	146.61	-	102.99	3,396.03
As at March 31, 2025	533.52	1,366.78	1,229.31	42.11	36.07	1.63	1.41	164.51	-	124.91	3,500.25

4. INTANGIBLE ASSETS		(Rs.In Lakhs)
PARTICULARS	COMPUTER SOFTWARE	TOTAL
Gross Carrying Amount		
As at March 31, 2025	484.39	484.39
Additions	-	-
Disposals	-	-
As at March 31, 2026	484.39	484.39
Accumulated Depreciation		
As at March 31, 2025	405.50	405.50
Amortisation for the year	15.00	15.00
Disposals	-	-
As at March 31, 2026	420.50	420.50
Net Carrying Amount		
As at March 31, 2026	63.89	63.89
As at March 31, 2025	78.89	78.89

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs.In Lakhs)

PARTICULARS		AS AT MARCH 31, 2026	AS AT MARCH 31, 2025			
5. OTHER NON-CURRENT FINANCIAL ASSETS						
Security Deposits		24.46	24.46			
TOTAL		24.46	24.46			
6. OTHER NON - CURRENT ASSETS						
Employee Benefits (Gratuity)		97.08	68.73			
TOTAL		97.08	68.73			
7. INVENTORIES						
(Valued at lower of Cost and Net Realizable value)						
Raw Materials		925.69	1047.38			
Stock in Process		11.17	16.08			
Spare Parts		0.26	0.94			
Finished Goods		322.01	393.84			
TOTAL		1,259.13	1458.24			
8. TRADE RECEIVABLES						
Secured , Considered good		604.05	681.34			
Unsecured , Considered good		-	-			
		604.05	681.34			
Ageing of Trade Receivables (Amount in Rs.In Lakhs)						
Particulars	Outstanding as on March 31, 2026 for the following period from the due date of payment					
	NOT DUE	Less than 6 months	6 months -1 year	1-2 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	-	110.07	106.69	5.68	381.61	604.05
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
TOTAL	-	110.07	106.69	5.68	381.61	604.05
(Amount in Rs.In Lakhs)						
Particulars	Outstanding as on March 31, 2025 for the following period from the due date of payment					
	NOT DUE	Less than 6 months	6 months -1 year	1-2 years	More than 3 years	Total
i) Undisputed Trade receivables - Considered good	-	167.18	115.41	2.33	396.42	681.34
ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-
v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
TOTAL	-	167.18	115.41	2.33	396.42	681.34
9. CASH AND CASH EQUIVALENTS						
Balances with Bank		0.34	0.32			
Cash on Hand		0.96	1.21			
Balances with banks to the extent held as margin money		162.54	107.12			
TOTAL		163.84	108.65			
10. CURRENT FINANCIAL ASSETS						
(Unsecured, considered good unless otherwise stated)						
Other Loans and Advances		157.61	115.68			
TOTAL		157.61	115.68			
11. OTHER CURRENT ASSETS						
(Unsecured, considered good unless otherwise stated)						
Prepaid Expenses		20.08	11.39			
Balance with Statutory Authorities		46.35	38.79			
Advance Recoverable in Cash or Kind		33.56	35.34			
TOTAL		99.99	85.52			
12. SHARE CAPITAL						
AUTHORISED						
1,20,00,000 (As at March 31, 2025 1,20,00,000)						
Equity Shares of Rs.10/- each		1,200.00	1200.00			
ISSUED, SUBSCRIBED AND PAID-UP						
74,90,300 (As at March 31, 2025 74,90,300)						
Equity shares of Rs.10/- each		749.03	749.03			
TOTAL		749.03	749.03			

a) Terms and Rights attached to Equity Shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting .

b) Reconciliation of Equity shares outstanding at the beginning and at the end of the year :

Particulars	Amount (Rs.In Lakhs)
Outstanding as at March 31, 2025	749.03
Shares issued during the year	-
Shares bought back during the year	-
Outstanding as at March 31, 2026	749.03

c) Shareholders holding more than 5% shares in the company

	No. of Shares	%age	No. of Shares	%age
Inderjeet Singh Wadhwa	31,92,831	42.63%	31,92,831	42.63%
Neelam Wadhwa	13,98,312	18.67%	13,98,312	18.67%

(d) Shareholding of Promoters:

Shares held by promoters at the end of the year ended					% change during the year
	31st.March, 2026		31st.March, 2025		
Promoter name	Number of shares	% of total shares	Number of shares	% of total shares	
Inderjeet Singh Wadhwa	3192831	42.63	3192831	42.63	
Neelam Wadhwa	1398312	18.67	1398312	18.67	

13. OTHER EQUITY

Capital Reserve	106.07	106.07
General Reserve	199.18	199.18
Securities Premium Reserve	75.00	75.00
Fair valuation Reserve	1,325.32	1325.32
Retained Earnings		
Opening balance	962.87	999.05
Net Profit for the year	16.55	(33.53)
Prior Period adjustment	(7.20)	(2.65)
Closing balance	972.22	962.87

Other Comprehensive Income

Opening balance	60.17	48.12
Add: Remeasurements of Defined Employee Benefits Plan	21.69	12.05
	81.86	60.17
TOTAL	2,759.65	2728.61

14. BORROWINGS

Secured

Term loans

Deutsche Bank	998.72	1192.06
Canara Bank		
- Vehicle loans	50.06	77.03
Canara Bank	220.29	49.65
	1,269.07	1318.74
	179.47	234.77
TOTAL	1,089.60	1083.97

Less Current maturities of long term debt

a. Securities

(i) Term Loan from Deutsche Bank is secured against Flat No.F1 & F2 (First Floor), B1 & B2 (Basement) at 26 Feroze Gandhi Road, Lajpat Nagar III, New Delhi 110024 in the name of relative of the promoter and secured against personal guarantee of promoters and Flat No. G1 & G2 (Ground Floor) at 26, Feroze Gandhi Road, Lajpat Nagar III, New Delhi 110024 which is in the name of the Company.

(ii) Vehicle loans are secured against hypothecation of respective vehicles purchased under hire purchase agreements.

(iii) Term loans taken from Canara Bank to meet liquidity mismatches arising out of COVID-19 outbreak.

b. Term of repayment and interest are as follows :

Loan from	Repayment Frequency	Year of Maturity	Rate of interest p.a.
Secured			
Deutsche Bank	Monthly	2033-34	7.45%
Canara Bank	Monthly	2029-30	8.30%
Canara Bank	Monthly	2029-30	6.51%

CURRENT LIABILITIES

15. SHORT TERM BORROWINGS

Current maturities of long-term debts	179.47	234.77
Loan repayable on demand (secured)*		
From banks		
Canara Bank	733.17	851.64
TOTAL	912.64	1086.41

The Working Capital Loans from Canara Bank are secured by way of first charge against hypothecation of stocks of Raw Material, Work in Process, Finished Goods, Stores, Spares & book debts and first exclusive charge on factory Land and Building & Plant and Machinery at B-18, Sector-5, Noida-201 301 (U.P) and Plot No. 466-467, HSIIDC Industrial Estate,Barhi, Sonapat (Haryana).

(i)The quarterly returns or statements filed by the Company for working capital limits with such Banks and financial institutions are in agreement with the books of account of the Company. (ii) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs.In Lakhs)

PARTICULARS	AS AT MARCH 31, 2026	AS AT MARCH 31, 2025
16. TRADE PAYABLES		
Dues to micro, small and medium enterprises #	-	-
Payables Other than MSME*	120.81	217.77
	120.81	217.77

Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	31st.March,2026	31st.March,2025
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Note: The above information regarding, Micro Small and Medium Enterprises, has been determined to the extent such parties have been identified on the basis of information available with the company.

Ageing of Trade Payables

(Amount in Rs.In Lakhs)

Particulars	Outstanding as on March 31, 2026 for the following period from the due date of payment				
	Not Due	Less than 1 year	1-2 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	120.81	-	-	-	120.81
(iii) Disputed dues - MSME	-	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-	-
Total	120.81	-	-	-	120.81

(Amount in Rs.In Lakhs)

Particulars	Outstanding as on March 31, 2025 for the following period from the due date of payment				
	Not Due	Less than 1 year	1-2 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	217.77	-	-	-	217.77
(iii) Disputed dues - MSME	-	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-	-
Total	217.77	-	-	-	217.77

17. OTHER FINANCIAL LIABILITIES

Other Payable	15.31	24.30
TOTAL	15.31	24.30

18. OTHER CURRENT LIABILITIES

Tax Deducted at Source and Other Statutory Dues	7.77	9.80
Advance Received from customers	-	8.67
Expenses Payable	24.67	30.56
TOTAL	32.44	49.03

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs.In Lakhs)

PARTICULARS	AS AT MARCH 31, 2026	AS AT MARCH 31, 2025
19. REVENUE FROM OPERATIONS		
Sale of Products-Finished Goods	2,120.61	2550.96
Sale of Services	171.92	129.99
<u>Other Operating Revenue</u>		
Sale of MEIS Licence	14.05	19.38
Duty Draw Back	23.28	29.79
TOTAL	2,329.86	2730.12
20. OTHER INCOME		
Interest Income	5.71	7.33
Other Non-Operating Income	2.76	2.36
TOTAL	8.47	9.69
21. COST OF MATERIALS CONSUMED		
Yarn	592.45	964.59
Fabric		0.93
TOTAL	592.45	965.52
22. INCREASE / DECREASE IN INVENTORIES		
Closing Inventory		
Finished Goods	322.01	393.84
Stock in Process	11.17	16.08
Total (A)	333.18	409.92
Opening Inventory		
Finished Goods	393.84	350.32
Stock in Process	16.08	27.50
Total (B)	409.92	377.82
Total (B-A)	76.74	(32.10)
23. EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages & Perquisites	408.81	396.77
Contribution to Provident Fund & Others	51.08	50.18
Directors Remuneration and Perquisites	49.84	49.42
Gratuity	11.04	10.86
Staff Welfare Expenses	6.83	9.77
TOTAL	527.60	517.00
24. FINANCE COSTS		
Interest on Term Loan	89.44	122.55
Interest on Bank Loan	53.70	66.40
Interest on Other Loans	0.36	1.68
Bank Charges and Commission	17.47	21.68
Currency Exchange Fluctuation	33.17	5.69
Finance Charges and Other Charges	13.01	13.86
TOTAL	207.15	231.86

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Rs.In Lakhs)

PARTICULARS	AS AT MARCH 31, 2026	AS AT MARCH 31, 2025
25. OTHER EXPENSES		
Consumption of Stores and Spares	6.20	6.26
Power and Fuel	103.18	117.63
Jobwork Charges	164.26	243.54
Repairs to Machinery	34.55	46.21
Repair and Maintenance (Others)	17.85	19.20
Insurance	16.36	16.76
Rates & Taxes	6.14	12.36
Carriage Inward	2.59	4.51
Design	1.75	2.01
Communication	4.91	4.48
Legal and Professional	46.78	50.39
Payment to Auditors	2.25	2.25
Internal Audit Fee	4.80	4.80
Travelling and Conveyance	25.80	33.50
Printing & Stationery	4.47	4.37
Books and Periodicals	-	0.04
Security Service Charges	6.30	5.89
Vehicle Running & Maintenance	21.69	23.57
Office Maintenance and Others	3.37	4.23
Director's Sitting Fees	2.40	2.30
Loss on sale of Fixed Assets	-	-
Charity and Donation	1.43	1.69
Festival Expenses	1.16	1.08
Penalty from Companies -SOP	0.29	-
Membership & Subscription	0.56	1.23
Miscellaneous Expenditure	-	0.24
Balance Written Off	32.99	-
Advertisement & Publicity	0.41	0.31
Commission On Export Sales	150.37	171.55
Courier Charges	16.64	12.56
Packing and Forwarding	17.51	35.37
Gst- Demand/Penalty	-	0.27
EPF-Demand	-	8.00
Carriage Outward	15.29	17.10
Exhibition Expenses	32.05	18.29
Sampling and Product Promotion	0.29	0.27
Business Promotion	1.20	2.28
Other Selling Expenses	55.18	76.32
TOTAL	801.02	950.86

p. RATIO ANALYSIS						
			FY 2025-26	FY 2024-25		
Ratio	Numerator	Denominator			% Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
(a) Current Ratio	Current Assets	Current Liabilities	2.11	1.78	18.83	--
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)	0.57	0.62	-8.56	--
(c) Debt Service Coverage Ratio	Earning before interest, tax and depreciation & amortisation	Short & long term borrowings	0.14	0.14	0.95	--
(d) Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.00	-0.01	-149.30	Due to increase in profit during the year
(e) Inventory turnover ratio	Revenue from operations	Average Inventory	1.71	1.84	-6.68	--
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	3.63	4.02	-9.80	--
(g) Trade payables turnover ratio	Net purchases = Gross purchases - purchase return	Average trade payables	2.78	3.82	-27.25	Due to decrease in purchases and average trade payables during the year
(h) Net capital turnover ratio	Revenue from operations	Average Working Capital	2.05	2.37	-13.75	--
(i) Net profit ratio	Profit for the year*	Revenue from operations	0.01	-0.01	-150.08	Due to increase in profit during the year
(j) Return on Capital employed	Earning before interest and taxes	Capital Employed**	0.03	0.03	-2.71	--
(k) Return on investment	Income generated from invested funds	Average invested funds in investments	NA	NA	NA	--
* Profit For The Year = Profit Before Tax						
**Capital Employed= Tangible Net Worth + Total Long Term Debt + Deferred Tax Liabilities						

SEASONS TEXTILES LTD.NOTES FORMING PART OF FINANCIAL STATEMENTS**NOTE 1: CORPORATE INFORMATION**

Seasons Textiles Limited is a listed public Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The Company is engaged in the Manufacturing, Trading and Export of Furnishing Fabrics.

NOTE 2 :SIGNIFICANT ACCOUNTING POLICIES**A. Basis of Preparation of Financial Statements:**

The Financial Statements have been prepared under the historical cost convention on accrual method of accounting (except Land which is recognized at deemed cost on the basis of fair values), in accordance with, the Indian Accounting Standards (Ind As) and the relevant provisions of the Companies Act, 2013. The Ind As are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

B. Statement of Compliance:

The financial statements have been prepared in accordance with IndAS notified under the Companies (Indian Accounting Standards) Rules, 2015.

C. Use of Estimates:

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses during the reporting period. Although such estimates and assumptions are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates & assumptions and such differences are recognized in the period in which the results are crystallized.

D. Property, Plant & Equipment:

All Property, Plant & Equipment are capitalised at cost inclusive of installation and directly attributable expenses.

Property, Plant & Equipment except Land are stated at cost. Land is stated at fair valuation done based on the principles of Ind AS 113 and the principles defined in the Ind AS 16. Cost includes interest on borrowed capital used for construction of fixed assets and of expenditure incurred during the construction period on a fair and reasonable basis

E. Intangible Assets:

Intangible Assets are stated at cost of acquisition less accumulated amortization.

F. Depreciation:

Depreciation on Property, Plant & Equipment has been charged on straight line method and provided over the useful life of the assets based on the useful life for the tangible assets prescribed under Schedule II of Companies Act, 2013.

The cost of Intangible assets is amortized over a period of fifteen years the estimated economic useful life of the assets.

G. Inventories :

Inventories are valued at lower of cost and net realisable value as estimated by the management. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The principles of First in first out have been used in the valuation of Inventories.

H. Foreign Currency Transactions and Translations:

The functional currency of the Company is Indian Rupees. These financial statements are presented in Indian Rupees. Foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the statement of profit and loss in the period in which they arise.

I. Revenue Recognition:

Revenue recognition has been adhered based upon the principles of Ind AS 18. Based on the principles as mentioned in the standards, following have been adhered:

1) Consignment Sales

The consignment sales have been accounted for on sales effected by the consignee.

2) Other Sales

Sales are accounted for net of GST. Sale of products are recognized on transfer of property in goods as per agreed terms.

3) Other Incomes

All income items in all material aspects having bearing on the financial statement are recognized on accrual basis.

J. Provisions, Contingent Liabilities and Contingent Assets:

For the provisions, contingent liabilities and contingent assets, provisions of Ind AS 37 have been adhered. A provision is recognised when the company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date and are not discounted to present value. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. Contingent Assets are also disclosed on the basis of judgment of the management/independent experts. These are

reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

K. Employees Benefits:

Ind AS 19 on the aspects of employee benefits have been adhered and the actuarial impact have been shown in the other comprehensive income.

1) Short Term Employee Benefits:-

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the Profit & Loss account of the year in which the related service is rendered.

2) Post Employment Benefits:-

(a) Defined Contribution Plan:

The Employer's contribution to the Provident Fund and Pension Scheme, a defined contribution plan is made in accordance with the Provident Fund Act, 1952 read with the Employees Pension Scheme, 1995

(b) Defined Benefit Plan:

The liability for gratuity is provided through a policy taken from Life Insurance Corporation of India (LIC) by an approved trust formed for that purpose. The present value of the company's obligation is determined on the basis of actuarial valuation at the year end and the fair value of plan assets is reduced from the gross obligations under the gratuity scheme to recognize the obligation on a net basis

L. Taxation:

- (a) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.
- (b) Deferred tax assets and liability are recognised for timing differences, using the balance sheet approach, based on tax rates that have been enacted or substantively enacted by the Balance Sheet date. Where there are unabsorbed depreciation or carry forward losses, Deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Ind AS 12 principles have been adhered on the calculation of deferred taxes using the Balance sheet approach and the same are accounted in the non current assets/ liabilities depending upon the workings on the amounts provided.

M. Borrowing Costs:

Borrowing costs that are attributable to the acquisition of or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

N. Impairment of Assets:

Intangible Assets and property, plant & equipment

Intangible assets and property, plant & equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not

be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such case, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) has no impairment loss been recognized for the asset in prior years.

Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair value through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

O. Earning Per Share:

The earnings considered in ascertaining the Company's EPS comprises of net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive share is anti-dilutive.

P. Fair Value Measurement:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market price in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lower level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Seasons Textiles Ltd. determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosure, Seasons Textiles Ltd. has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumption
- Quantitative disclosures of fair value measurement hierarchy

Q. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- (a) expected to be realised in, or is intended to be sold or consumed in normal operating cycle;
- (b) held primarily for the purpose of being traded;
- (c) expected to be realised within 12 months after the reporting date; or
- (d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A Liability is current when:

- (e) it is expected to be settled in normal operating cycle;
- (f) it is held primarily for the purpose of being traded;
- (g) it is due to be settled within 12 months after the reporting date; or
- (h) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

R. Risk Management and disclosures:

In compliance with Ind AS 107 with regard to disclosures - The nature and extent of risks arising from financial instruments to which Seasons Textiles Limited is exposed during the period and at the end of the reporting period, and how Seasons Textiles Limited is managing these risks.

i) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including loans/advances etc given to employees.

ii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk:

1. Currency rate risk,
2. Interest rate risk and
3. Other price risks, such as equity price risk and commodity risk.

Financial instruments affected by market risk include loans and borrowings, deposits and investments.

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company is into export business as well and there are risks in relation to foreign currency exposure for the unhedged portion.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Environment:- The company operates in a market oriented environment. There is a stiff competition from various players in the domestic and international market as well. Any variation in prices of material, interest rate, currency exchange rate variations and other price risk variations impact the profitability of the company.

Management of those Risks (mitigants)-

1. The Company extends credit to customers in normal course of business. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored and any expected losses are provided for as well.
2. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are mainly Distributors and exports and the past track records do not envisage any defaults on the payments seen so far and all payments are either through LC or through secured payments.
3. The Company does not envisage either impairment in the value of receivables from customers or loss due to time value of money due to delay in realization of trade receivables.
4. However, the Company assesses outstanding trade receivables on an ongoing basis considering changes in operating results and payment behavior and provides for expected credit loss on case-to-case basis.
5. As at the reporting date, company does not envisage any default risk on account of non-realisation of trade receivables.

NOTE-26 OTHERNOTES ON ACCOUNTS**(All figures are in '00000 except otherwise stated)**

- a. Previous year figures have been re-arranged and regrouped to make it comparable with the current year figures.
- b. Contingent Liabilities and Commitments to the extent not provided for:-

Contingent Liabilities

- a. Foreign bill (Export) Rs.58.36 & under letter of Credit Rs.129.72 (Previous Year Foreign Bill (Export) Rs.42.37 & under letter of Credit Rs.244.41)

Commitments

- a. Estimated amount of contract remaining to be executed on Capital Account and not provided for is - NIL
- b. All the known liabilities have been provided for and there are no disputed liabilities as confirmed by the directors
- c. Wherever the balance confirmation is not available from the parties, the balances as appearing in the books of account have been considered.
- d. Profit & Loss account includes remuneration to Auditors as given below:

PARTICULARS	YEAR ENDED 31ST MARCH,2026 (Rs.)	YEAR ENDED 31ST MARCH,2025 (Rs.)
For Statutory Audit	2.00	2.00
For Tax Audit	0.25	0.25
Total	2.25	2.25

- e. Payment to Directors by way of Remuneration

PARTICULARS	YEAR ENDED 31ST MARCH,2026 (Rs.)	YEAR ENDED 31ST MARCH,2025 (Rs.)
Salary	33.22	32.99
Perquisites	16.61	16.43
P.F. and other funds	3.99	3.96
Total	53.82	53.38

- f. **Related Party Disclosures:**

Disclosures of Related Party are as given below:

1) **List of Related Parties**

Key management personnel: Inderjeet S. Wadhwa.

Relatives: Gursheen Wadhwa, Neelam Wadhwa.

Other Related Parties: S9 Home LLP

2) **Transaction with related parties**

		Rs. In lacs					
Nature of Transactions		YEAR ENDED 31 ST MARCH, 2026			YEAR ENDED 31 ST MARCH, 2025		
		Key managerial personnel	Relatives	Other Related Parties	Key managerial personnel	Relatives	Other Related Parties
1	Sales and other income	-	-	128.55	-	-	73.87
2	Expenditure or services	-	-	-	-	-	2.37
3	Outstanding Balances- Debtors	-	-	141.82	-	-	163.66
4	Managerial Remuneration	53.82	19.76	-	53.38	18.52	-

g. **Basic and Diluted Earning per share (EPS)**

(In Rupees)

PARTICULARS	YEAR ENDED 31 ST MARCH, 2026	YEAR ENDED 31 ST MARCH, 2025
Loss available to equity shareholders	16.55	(33.53)
Weighted average number of Equity shares	74,90,300	74,90,300
EPS (Basic and diluted) Rupees per share	0.22	(0.45)
Nominal Value of Share	Rs.10	Rs.10

h. **Segmental Information: -**

The Company has only one business segment of Textiles only. The company operates its business from India. Therefore, there is only one business and geographical segment.

i. **Deferred**

Taxation:

In accordance with Indian Accounting Standard (Ind AS) the deferred tax liability (on account of timing difference) for the current year amounted to Rs.186.60. (Previous year Rs.182.64).

j. In the opinion of the management, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

- k. In terms of Ind AS 36 on Impairment of Assets, the assets are not impaired because the recoverable amount of fixed assets collectively determined by the present value of estimated future cash flows is higher than its carrying value.

- l. Tour and Travelling Expenses include Rs.3.62. (Previous Year Rs.6.75) on account of Directors.

m. **VALUE OF IMPORT ON CIF BASIS:**

	YEAR ENDED 31.03.2026 (Rs.)	YEAR ENDED 31.03.2025 (Rs.)
a. Raw Material	-	1.80

n. **EXPENDITURE IN FOREIGN CURRENCY:-**

PARTICULARS	YEAR ENDED 31.03.2026 (Rs)	YEAR ENDED 31.03.2025 (Rs)
Travelling	2.74	3.45
Commission on Sales	150.37	171.56
Foreign Bank Charges	3.16	2.94
Exhibition Expenses	23.36	15.62
Testing Fees	1.22	1.00
Spare Parts	3.15	3.88
TOTAL	184.00	198.45

o. **EARNING IN FOREIGN CURRENCY:**

	YEAR ENDED 31.03.2026 (Rs.)	YEAR ENDED 31.03.2025 (Rs.)
FOB Value of Export	1891.00	2224.16

p. **Statement of Cash Flow:**

The Statement of Cash Flow has been compiled from and is based on the Balance Sheet as on March 31, 2026 and Profit & Loss Account for the year ended on that date.

The Cash Flow Statement has been prepared on the basis of indirect method as set out in the Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flow issued by the Institute of Chartered Accountants of India.

q. **Other Statutory Information**

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

- The Company does not have any transactions with companies struck off.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

As per our Separate Report of
even date as annexed hereto.

For M/s Bhatia & Bhatia
Chartered Accountants

Firm's Registration Number- 003202N

For and on behalf of the Board

C.A. Ravinder Bhatia
Proprietor
Membership No. 017572
UDIN: 26017572YIZZBE8110

Inderjeet S. Wadhwa
Chairman & Managing Director

Kavita Rani
Director

Sanjay Katyal
Chief Financial Officer

Saurabh Arora
Company
Secretary
A-47131

Place : New Delhi
Date :29/05/2026

SEASONS TEXTILES LIMITED

CIN - L74999DL1986PLC024058

Regd. Off: Corp Office/Mailing Address: B-18, Sector-5, Noida, 201 301 (U.P.), INDIA

Tel: +91 120 4690000, Fax: +91 120 4351485

Registered Office: 26, Froze Gandhi Road (Lower Ground Floor), Lajpat Nagar 3, New Delhi 110024

Tel: +91 11 47675000, fax: +91 11 41805599,

E mail: cs.stl@seasonsworld.com | Website: www.seasonsworld.com

Dear Shareholder(s),

RE: UPDATION OF PAN, KYC, NOMINATION, BANK DETAILS, ETC.

Your attention is drawn to recent SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021 read with clarification circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, wherein it has been decided by the SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, Contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhaar No. by all shareholders.

In the said circular, SEBI has also stipulated that if the shareholders holding shares in physical mode do not update the PAN, KYC and Nomination details or these details are not made available to the Company and their Registrar and Share Transfer Agents (RTA) by March 31, 2023, then such Folios shall be frozen by RTA on or after April 1, 2023 as per the directive issued by SEBI.

Therefore, you are requested to comply with the following procedure to avoid any freezing of Folios: -

1. First link your PAN with Aadhaar latest by March 31, 2022. Update the valid PAN with RTA in **Form ISR-1** latest by March 31, 2023. **A copy of Form ISR-1 is enclosed herewith. The same is also available on the website of the Company.**
2. Update your KYC details in **Form ISR-1** and Nomination details in **Form SH-13** with our RTA latest by March 31, 2023. **Copies of Form ISR-1 and Form SH-13 are enclosed herewith. The same are also available on the website of the Company.**
3. If you want to register/update your Signature in the Company/RTA records, submit **Form ISR-2** duly verified by your Banker. **A copy of Form ISR-2 is enclosed herewith. The same is also available on the website of the Company.**
4. In case you do not wish to nominate any person(s) with whom shall vest, all rights in respect of such shares in the event of his/her death, you are requested to file "**Declaration to Opt-out**" in **Form ISR-3** with our RTA. **A copy of Form ISR-3 is enclosed herewith. The same is also available on the website of the Company.**
5. **If you want to change/cancel the existing nomination, then Submit:**
 - a) **Form SH-14** for to change in the nomination details.
 - b) **Form SH-14 and Declaration to Opt-out (Form ISR-3)** for cancellation of existing nomination.**Copies of Form SH-14 & Form ISR-3 are attached. The same are also available on the website of the Company.**
6. Submit Bank Account details (Name of Bank with Branch address, Account Number, IFS Code) to our RTA.
7. Submit Contact Details, i.e., Email Address and Mobile Number to our RTA.

You are requested to kindly update your Email ID and Mobile No. to our RTA for records as well as for receiving communications by electronic means.

If you have already updated all the information stated above with Company/RTA, kindly ignore this letter.

Please note the following contact details of our RTA to enable you to submit your PAN/KYC/Nomination/Bank details and to seek any clarification, etc.:

Registrar & Share Transfer Agent(RTA):

Skyline Financial Services Private Limited

D-153 A| 1st Floor | Okhla Industrial Area, Phase - I | New Delhi-110 020.

Direct no Tel: 011-40450193-97/011-26812682-83

Fax: +91 11 26812682 | Web:www.skylinerta.com E -mail: compliances@skylinerta.com

Thanking you,

Yours faithfully,

For SEASONS TEXTILES LIMITED

Sd/-

SAURABH ARORA

Company Secretary and Compliance Officer

- Encl.: 1) Form ISR - 1
2) Form ISR - 2
3) Form ISR - 3
4) Form ISR - 4
5) Form SH - 13
6) Form SH - 14

Form ISR – 1

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF [For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

✓ PAN	✓ Address
✓ Bank details	✓ E-mail ID
✓ Signature	✓ Mobile number

B. Security Details:

Name of the Issuer Company	ADINATH TEXTILES LIMITED	Folio No.:
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.	
Number & Face value of securities	No.	Face value@ Rs. 10.00/- each
Distinctive number of securities	From	To

C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

	✓	Document / Information / Details	Instruction / Remark
1		PAN of (all) the (joint) holder(s)	
		PA - Whether it is Valid (linked to dhaar): Y / N	 PAN shall be valid only if it is linked to Aadhaar by March 31, 2022*
2		Demat Account Number	 Also provide client master list (CML) on your Demat Account provided by Depository Participant
3		Proof of Address of the first holder	Provide any one of the documents, only if there is change in the address; - Client Master List (CML) of your Demat Account, provided by the Depository Participant - Valid Passport / Ration Card / Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill / Aadhar card/Utility bill like Telephone bill (Only Landline), Electricity or Gas bill not more than 3 months old.
4		Bank details	Provide original cancelled cheque with name of the security holder printed on it. Or Bank Passbook or bank statement attested by the bank.
5		E-mail address	 Alternatively the e-mail address available in the CML will be updated in the folio
6		Mobile	 Alternatively the mobile number available in the CML will be updated in the folio

*Or any dates as may be prescribed by CBDT

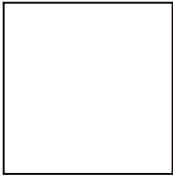
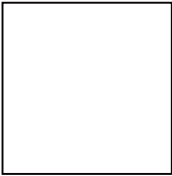
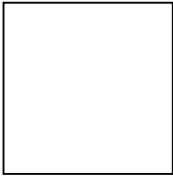
Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s).....in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

	Holder 1	Holder 2	Holder 3
Signature			
Name			
Full address with Pincode			

Form ISR – 2

Confirmation of Signature of securities holder by the Banker

1. Bank Name and Branch			
2. Bank contact details			
Postal Address			
Phone number			
E-mail address			
3. Bank Account number			
4. Account opening date			
5. Account holder(s) name(s)	1) 2) 3)		
6. Latest photograph of the account holder(s) 1st Holder  2nd Holder  3rd Holder 			
7. Account holder(s) details as per Bank Records			
a) Address			
b) Phone number			
c) Email address			
d) Signature(s)	1)  2)  3) 		
Seal of the Bank	Signature verified as recorded with the Bank		
	(Signature)		
Place:	Name of the Bank Manager		
	Employee Code		
Date:	E-mail address		

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Name of the Company : **SEASONS TEXTILES LIMITED**

Registered Address of the Company : **B-18, Sector-5, Noida, 201 301 (U.P.), INDIA**

I / wethe holder(s) of the securities particulars of which are given hereunder, ***do not wish to nominate*** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s)

Signature(s) Sole / First Holder Name

Second Holder Name

Third Holder Name

Name and Address of Witness	Signature

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 on Issuance of Securities in dematerialized form in case of Investor Service Requests)

(for Securities - Shares / Debentures / Bonds, etc., held in physical form)

Date: / /

/ We are submitting the following documents / details and undertake to request the Depository Participant to dematerialize my / our securities within 120 days from the date of issuance of Letter of Confirmation, received from the RTA/Issuer Company (tick üas relevant, refer to the instructions):

- Provide Client Master List (CML) of your Demat Account from the Depository Participant*

- Provide the following details, if they are not already available with the RTA (see SEBI circular dated November 03, 2021 in this regard)

PAN	Specimen Signature
Nomination / Declaration to Opt-out	

* (Your address, e-mail address, mobile number and bank details shall be updated in your folio from the information available in your CML). You can authorize the RTA to update the above details for all your folios. In this regard, please refer to and use Form ISR-1 in SEBI circular dated November 03, 2021.

☐ Issue of Duplicate certificate	☐ Claim from Unclaimed Suspense Account
☐ Replacement / Renewal / Exchange of securities certificate	☐ Endorsement
☐ Sub-division / Splitting of securities certificate	☐ Consolidation of Folios
☐ Consolidation of Securities certificate ☐	☐ Transmission
☐ Transposition (Mention the new order of holders here)	

Name of the Issuer Company	
Folio Number	
Name(s) of the security holder(s) as per the certificate(s)	1. 2. 3.
Certificate numbers	
Distinctive numbers	
Number & Face value of securities	

** Wherever applicable / whichever details are available

I. ☐ Duplicate securities certificate

II. ☐ Claim from Unclaimed Suspense Account

Form No. SH-13
Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures)
Rules 2014]

To

Name of the Company : **SEASONS TEXTILES LIMITED**

Registered Address of the Company : **B-18, Sector-5, Noida, 201 301 (U.P.), INDIA**

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S

- (a) Name: _____
- (b) Date of Birth: _____
- (c) Father's/Mother's/Spouse's name: _____
- (d) Occupation: _____
- (e) Nationality: _____
- (f) Address: _____
- (g) E-mail id: _____
- (h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR.

- (a) Date of birth: _____
- (b) Date of attaining majority: _____
- (c) Name of guardian: _____
- (d) Address of guardian: _____

Name & Add of Security holder (s)	Name & Address of witness:
Name:	Name:
Add:	Add:
Signature:	Signature:

Form No. SH-14

Cancellation or Variation of Nomination

**[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies
(Share Capital and Debentures) Rules 2014]**

Name of the company : **SEASONS TEXTILES LIMITED**

I/We hereby cancel the nomination(s) made by me/us in favor of
..... (name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of..... as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- Name:
- Date of Birth:
- Father's/Mother's/Spouse's name
- Nationality:
- Address:
- E-mail id:
- Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR—

- Date of Birth:
- Date of attaining majority
- Name of guardian:
- Address of guardian:

Signature

Name of the Security Holder (s)

Witness with name and address

KYC FORM

(Only for physical shareholding)

To,

Skyline Financial Services Pvt Ltd

D-153A, 1st Floor | Okhla Industrial

Area, Phase – I,

New Delhi-110 020.

Date: __/__/__

FolioNo: _____

No of Shares: _____

Dear Sir/ Madam,

Unit: Seasons Textiles Limited

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

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

☐ Registered shareholder ☐ Joint holder 1 ☐ Joint holder 2 ☐ Joint holder 3

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

B. For registering Bank details of the registered shareholder

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

☐ Aadhar/ Passport/ Utility bill ☐ Original cancelled cheque leaf

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

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

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

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

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

☐ Affidavit ☐ Banker verification ☐ Original cancelled cheque leaf

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

☐ Affidavit ☐ Banker verification ☐ Original cancelled cheque leaf

☐ Bank Passbook/ Bank Statement

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

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

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

E. For updating the Mobile No

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

SEASONS TEXTILES LIMITED
CIN - L74999DL1986PLC024058
Regd. Off: 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024
Phone: 0120-4690000, Fax: 0120-4351485, Website: www.seasonsworld.com,
Email: cs.stl@seasonsworld.com

Notice of 40th Annual General Meeting

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of SEASONS TEXTILES LIMITED will be held on Wednesday 19 August 2026 at 12:30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024 shall be deemed as the venue for the Meeting and the proceedings of the 40th Annual General Meeting shall be deemed to be made there at to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a director in place of Mrs. Neelam Wadhwa (DIN: 00050911) who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

ITEM NO: 3

TO APPROVE THE LEASE, SALE, OR DISPOSAL OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the applicable provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory, regulatory or governmental authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) to sell, lease, transfer, assign, convey, exchange, dispose of, or otherwise deal with the whole or substantially the whole of one or more of the undertakings of the Company, whether movable or immovable, tangible or intangible, present or future, by way of sale, slump sale, business transfer, asset sale, lease, assignment, exchange, restructuring, strategic investment or any other mode, to any person(s), body corporate(s), entity(ies), trust(s), partnership(s), financial institution(s), government authority (ies) or otherwise, whether in India or outside India, on such terms and conditions and for such consideration, whether by way of cash, securities or otherwise, as the Board may, in its absolute discretion, deem fit and in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the detailed terms and conditions of such sale, lease, transfer or disposal, including but not limited to the identification of the undertaking(s), purchaser(s) or transferee(s), consideration, timing, manner of transfer, execution of

definitive agreements, assumption or transfer of liabilities, representations, warranties, indemnities, conditions precedent and subsequent, and all other matters incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, modify, deliver and register all deeds, agreements, documents, writings, applications, declarations, affidavits and other instruments, and to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient for giving effect to this resolution, including obtaining all necessary approvals, permissions, consents, sanctions and filings from the concerned statutory, regulatory and governmental authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to Managing Director or any other officer(s) or authorised representative(s) of the Company, as may be deemed appropriate, for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken or to be taken by the Board in connection with the matters referred to herein shall be deemed to have been approved and ratified by the Members of the Company."

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

**Place: New Delhi
Date: 29/05/2026**

**(Saurabh Arora)
Company Secretary**

Registered office:

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

Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs followed by various other General Circulars issued from time to time, the last being vide General circular No. 03/2025 dated September 22, 2025 ("**MCA Circulars**"), Annual General Meeting (AGM) can be conducted through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"). Accordingly, physical attendance of the Shareholders at the venue of the meeting is not required. The Central Board of the Bank has decided to adopt the above guidelines issued by MCA in conducting the Annual General Meeting of the Bank. Hence, Shareholders can attend and participate in the ensuing Annual General Meeting through VC / OAVM, and their physical presence is not required at a common venue. The deemed venue for the meeting shall be 26, Feroze Gandhi Road, Lower Ground Floor, Lajpat Nagar - III, New Delhi -110 024.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular Nos.

SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated May 12, 2020, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose email address are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.seasonsworld.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Members who will be shareholders as on Wednesday August 12, 2026, can join the AGM 15 minutes before the commencement of the meeting at 12:30 p.m. (IST) and until the time of the conclusion of the meeting by following the procedure mentioned in this Notice.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding as on Wednesday August 12, 2026, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names

will be entitled to vote.

13. The Company has published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2025-26 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Share Transfer Agent i.e. Skyline Financial Services Private Limited.
14. Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
 - a) **Securities in Physical mode:**

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

Members who have already registered their email address are requested to get their email address validated / updated with their respective Depository Participant, where Demat account is being maintained.
15. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA of any change in their address and/ or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
16. The information required to be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under items 3 set out above are annexed hereto.
17. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, August 13, 2026, to Wednesday, August 19, 2026 (both days inclusive) for annual closing.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be made available electronically for inspection by the members of the Company, up to the date of the AGM. Members seeking inspection of such documents can send an email at cs.stl@seasonsworld.com

19. SEBI has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from April 01, 2023, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.seasonsworld.com
20. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/135 dated August 4, 2023, read with master circular no. SEBI/HO/ OIAE/OIAE_IAD- 1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in>.
21. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

22. Nomination

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

23. Questions and queries:

Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at cs.stl@seasonsworld.com on or before **August 12, 2026** from their registered email address mentioning their name, DPID Client ID / Folio no. and mobile number. The same will be replied by the Company suitably. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by CDSL.

24. Speaker Registration

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs.stl@seasonsworld.com 7 days before the meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

25. E-voting

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

through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the Central Depository Services (India) Limited (**CDSL**).

- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of **Wednesday, August 12, 2026**, shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM.
- (iii) The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on **Sunday, August 16, 2026, at 10:00 A.M. (IST) and ends on Tuesday, August 18, 2026 at 05:00 P.M. (IST)**. During this period, members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of **Wednesday, August 12, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (v) The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company i.e. www.seasonsworld.com

Dispatch of AGM Notice and Annual Report through electronic mode:

In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, this Notice along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Depository Participants/ Skyline. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.larsentoubro.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. Hard copy of the full Integrated Annual Report will be sent to shareholders upon request.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 and a static Quick Response Code (QR Code), will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / Skyline.

The Company will be publishing an advertisement in Newspapers (one English newspaper and one Hindi newspaper) containing the details about the AGM i.e. date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email-addresses, manner of providing mandate for dividends, and other matters as may be required.

Procedure for registration of email address by shareholders

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

- a. Members holding shares in physical forms are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at <https://investors.larsentoubro.com/DownloadableForms.aspx>) along with the necessary attachments mentioned in the said Forms to Skyline Financial Services Private Limited. D-153 A | 1st Floor | Okhla Industrial Area, Phase - I New Delhi-110 020. Members may also email the duly filled forms to admin@skylinerta.com. This will enable the shareholders to receive electronic copies of the Annual Report for FY 2025-26 and this Notice.
- b. Members holding shares in demat form may validate/ update their email address and other details with their respective Depository Participants.

- c. Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/ Skyline to enable servicing of notices / documents / Annual Reports electronically to their email address.

Important Information for Shareholders.

- a. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. Skyline will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.
- b. As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding cannot be disbursed if their KYC and choice of Nomination are not updated with the RTA.
- c. For the purpose of Up dation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to Skyline Financial Services Private Limited. D-153 A| 1st Floor | Okhla Industrial Area, Phase - I New Delhi-110 020.
- d. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.seasonsworld.com and on the website of the Skyline at www.skylinerta.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@siddhika.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.stl@seasonsworld.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- 10) The remote e-voting period begins on **Sunday, 16th August, 2026 at 10:00 AM and ends on Tuesday, 18th August, 2026 at 05:00 PM**. The remote e-voting module shall be disabled by Central Depository Services (India) Limited (**CDSL**) for voting thereafter. Once the vote is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 11) The Company has appointed M/s Pramod Kothari & Co, Company Secretaries, as the Scrutinizer to ensure that the e-voting process is conducted in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login**

credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs.stl@seasonsworld.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: Approval under Section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("**the Act**"), the Board of Directors of a company can sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the prior approval of the members by way of a **Special Resolution**.

The Board of Directors considers that, in order to provide operational and financial flexibility and to enable the Company to undertake strategic business decisions, restructuring, asset monetization, divestment, business transfer, or any other corporate restructuring initiatives, it may become necessary to sell, lease, transfer or otherwise dispose of the whole or substantially the whole of one or more of the Company's undertakings, whether movable or immovable, tangible or intangible, present or future, on such terms and conditions as may be considered appropriate and in the best interests of the Company.

The Board is of the opinion that the proposed resolution is in the best interests of the Company as it will facilitate raising funds and availing credit facilities for meeting the Company's business requirements, expansion plans, working capital requirements and other corporate purposes.

Accordingly, the Board of Directors recommends the Special Resolution set out at Item No. 3 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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

**Place: New Delhi
Date: 29/05/2026**

**(Saurabh Arora)
Company Secretary**