



SEASONS FURNISHINGS LIMITED
CIN - L36101DL1990PLC039238

Regd. Off: A-47, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi 110020
Phone: 011-47585543, 011-41582040, Website: www.seasons furnishings.com, E mail: cs@seasonsfurnishings.com

Notice of 32nd Annual General Meeting

NOTICE is hereby given that the Thirty Second Annual General Meeting (AGM) of **SEASONS FURNISHINGS LIMITED** will be held on Wednesday, 28th September 2022 at 11:30 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at A-47, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi 110020 shall be deemed as the venue for the Meeting and the proceedings of the 32nd (Thirty Second) Annual General Meeting shall be deemed to be made thereat, to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mrs. Manjit Kaur Wadhwa (DIN No. 00050971), who retires by rotation and being eligible, offers herself for re-appointment.
3. To Appointment of M/S Rakesh Chandra Varshney, Chartered Accountants (Firm Reg. no. 022399N) as auditors of the company.

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, /S Rakesh Chandra Varshney, Chartered Accountants (Firm Reg. no. 022399N), be and is hereby re-appointed as statutory auditors of the Company, to hold office from the conclusion of 32ND AGM until the conclusion of the 37TH AGM to be held in the year 2027, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

AS SPECIAL BUSINESS

Re-appointment of Mr. Mandeep Singh Wadhwa (DIN: 00007029) as Managing Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 188, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to the approval of the Banks and Financial Institutions, if required, consent of the Company be and is hereby accorded to the re-appointment of Mr. Mandeep Singh Wadhwa (DIN: 00007029) as Managing Director of the Company for a further period of 5 years up to November 30, 2027 with effect from 1st December, 2022 to 30th November, 2027, on terms and conditions and remuneration as set out below:-

1. Basic Salary: 2,50,000–25,000–3,00,000 per month.
2. Perquisites
 - a) House Rent Allowance/Rent free unfurnished house accommodation up to a maximum of 50% of the salary per month.
 - b) Reimbursement of expenses incurred on Gas, Electricity and Water subject to a limit of 10% of Salary.
 - c) Reimbursement of Medical expenses – actual expenditure for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.
 - d) Provision of Company's car, mobile phone and telephone at residence for use on Company's business but use of car for personal purposes and long-distance personal calls on mobile phone/telephone will be charged.
 - e) Any other perquisites as may be decided by the Board and/or the Remuneration Committee.

3. Mr. Mandeep Singh Wadhwa shall also be eligible to the following prerequisites which shall not be included in computation of the ceiling on remuneration specified above:
 - a. Company's contribution towards Provident Fund, Superannuation or Annuity Fund to be made as per rules of the Company but to the extent these are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per the provisions of the Gratuity Act, 1972.
 - c. Encashment of Leave at the end of the tenure.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any year, Mr. Mandeep Singh Wadhwa will be entitled to get the minimum remuneration as specified in Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee of the Board be and is hereby authorized to alter or vary from time to time the terms and conditions of the said appointment, in such manner as they may deem fit in the best interest of the Company, so as not to exceed the limits in that behalf contained in Schedule V to Companies Act, 2013, including any statutory modification/re-enactment thereof hereinafter."

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

**Place: New Delhi
Date: 13.08.2022**

**(Mandeep Singh Wadhwa)
Chairman and Managing Director**

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out materials facts relating to the Special Business to be transacted at the Thirty-Second Annual General Meeting ("**AGM**") is annexed hereto.
2. General instructions for accessing and participating in the Thirty-Second AGM through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") facility:
 - I. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, and December 8, 2021, respectively, in relation to "clarification on the passing of ordinary and special resolutions by the Companies under the Act, and the rules made thereunder on account of the threat posed by Covid-19", and General Circular Nos. 20/2020, 02/2021, 19/2021, and 21/2021 dated May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, respectively, in relation to "clarification on holding of AGM through VC or OAVM" (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ("SEBI"), vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Covid-19 pandemic" (collectively referred to as "**SEBI Circulars**") and all other relevant circulars issued from time to time, permitted for holding of AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, AGM of the Members of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

VC/ OAVM – Major Guidelines:

The Members can join 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.

- a. Members may note that the VC/ OAVM Facility, provided by Central Depository Services Limited ("**CDSL**"), allows the participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., 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., can attend the Thirty-second AGM without any restriction on account of first-come-first-served principle.

- b. Members are requested to express their views/ send their queries in advance mentioning their name, DP ID and Client ID Number/ Folio No., email ID, and Mobile Number at cs@seasonsfurnishings.com till 4:00 PM IST on Saturday, September 24, 2022.
 - c. Members who would like to ask questions during the Thirty-Second AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID Number/ Folio Number, email ID, Mobile Number, to reach the Company's email address cs@seasonsfurnishings.com till 4:00 PM IST on Saturday, September 24, 2022.
 - d. When a pre-registered speaker is invited to speak at the meeting, but s/he does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video camera along with good internet speed.
 - e. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- II. Pursuant to Circular No.14/2020 dated April 8, 2020, issued by MCA, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the Thirty second AGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting during the Thirty-second AGM of the Company.
 - III. In line with the MCA Circulars and SEBI Circulars, the Notice of the Thirty-second AGM of the Company has been uploaded on the Company's website, www.seasonsfurnishings.com. Notice can also be accessed on the websites of the Stock Exchange, viz.; at BSE Limited ("BSE") at www.bseindia.com and CDSL (Agency for providing the Remote e-Voting facility) at www.evotingindia.com.
 - IV. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
 - V. CDSL will be providing a facility for voting through remote e-Voting, for participation in the Thirty-second AGM through VC/ OAVM facility, and e-Voting during the Thirty-second AGM.
 - VI. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - VII. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the Thirty-second AGM and facility for those Members participating in the said AGM to cast vote through e-Voting system during the Thirty-second AGM. For this purpose, the Company has entered into an agreement with CDSL as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using a remote e-Voting system as well as e-Voting on the date of the AGM will also be provided by CDSL.
 - VIII. The Thirty-second AGM of the Company is being convened through VC/ OAVM in compliance with the applicable provisions of the Act read with all applicable MCA Circulars and SEBI Circulars.
3. The business set out in the Notice will be transacted through a remote electronic voting system and the Company is providing a facility for voting by remote electronic means. Instructions and other information relating to e-Voting are given in the Notice under **Note No. 24** hereunder.
 4. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing pandemic situation, owing to the difficulties involved in dispatching the physical copies of the Notice of the Thirty-second AGM and the Annual Report of the Company for the financial year ended March 31, 2022, including therein the Audited Financial Statements for the financial year 2021-22, the aforementioned documents are being sent only by email to the Members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent ("RTA") or with their respective Depository Participant/s ("DPs") and who wish to receive the Notice of the Thirty-second AGM of the Company along with the Annual Report for the financial year 2021-22 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below: -

For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning the Folio Number, Name of Shareholder, complete address, Mobile Number, and email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address at compliances@skylinerta.com / admin@skylinerta.com or info@skylinerta.com. For the Members holding shares in Demat form, please update your email address through your respective DPs.

5. In line with the MCA Circular No. 17/2020 dated April 13, 2020, Notice of the Thirty-second AGM of the Company and the Annual Report for the financial year 2021-22, inter-alia, indicating the process and manner of e-Voting will be available on the Company's website at www.seasonsfnishings.com, the websites of the Stock Exchanges, viz.; BSE at www.bseindia.com and also on the website of NSDL at www.evotingindia.com for their download. Considering the COVID-19 scenario, it is encouraged by the Company for its Members to view the full version of the AGM Notice along with the Annual Report of the Company for the financial year 2021-22 in electronic mode in the "Investor Relations" segment on the Company's website, www.seasonsfnishings.com.
6. **The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, September 22, 2022, to Wednesday, September 28, 2022 (both days inclusive) for annual closing.**
7. The dividend/s, if any, approved by the Members or declared by the Company's Board of Directors, from time to time, will be paid as per the mandate registered with the Company or with their respective DPs. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending a scanned copy of the following details/ documents by email to the RTA's email address at compliances@skylinerta.com / admin@skylinerta.com or info@skylinerta.com or the Company's email address at cs@seasonsfnishings.com;
 - i. signed request letter mentioning your name, folio number, complete address, and the following details relating to the bank account in which the dividend is to be received:
 - a) Name and Branch of Bank and Bank Account type; Bank Account Number allotted by your Bank after implementation of Core Banking Solutions; 11-digit IFSC Code;
 - b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) self-attested scanned copy of the PAN Card; and
 - d) self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member, as registered with the Company
8. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Bankers' cheques/ Demand Draft to such Member, as soon as possible.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. A resident individual shareholder with PAN who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA's email address at compliances@skylinerta.com or to the Company's email address at cs@seasonsfnishings.com. Further, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the financial year does not exceed ₹5,000/-. Shareholders may note that in case, PAN is not updated with the DPs/ RTA of the Company, the tax will be deducted at a higher rate of 20%.
11. Non-resident shareholders can avail of beneficial tax rates under the Double Tax Avoidance Agreement [DTAA], i.e., a tax treaty between India and their country of residence.
12. Members holding shares in electronic form are hereby informed that the bank's particulars registered against their respective depository accounts will be used by the Company for payment of dividends as and when declared. The Company or its RTA, [Skyline Financial Services Private Limited](#) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank's particulars or bank's mandates. Such changes are to be advised only to the respective DPs of the Members. Members holding shares in physical form and desirous of either registering bank's particulars or changing bank's particulars already registered against their respective folios for payment of dividend/s are requested to write to the Company.

13. Pursuant to the provisions of Section 124 of the Act, and Investor Education, and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund Authority ("IEPF"), constituted by the Central Government not applicable to on the company since there is no such amount.
14. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website, www.seasonsfnishings.com. Members are requested to submit the said details to their DPs, in case, the shares are held by them in electronic form and to RTA of the Company, in case, the shares are held in physical form.
15. SEBI has mandated the submission of Permanent Account Number ("PAN") and Bank Account No. by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their DPs with whom they are maintaining their De-mat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the RTA/ Secretarial Department of the Company.
16. In terms of SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares, if held by them in physical form.
17. Members holding shares in physical form in identical order of names in more than one folio are requested to send the details of such folios together with the share certificates for consolidating their holdings in one folio to the Company or RTA. A consolidated share certificate will be returned to such members after making requisite changes thereon.
18. Non-resident Indian Members are requested to inform Company's RTA, [Skyline Financial Services Private Limited](#), immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account are maintained in India with the complete name, branch, account type, account number, and address of the bank with a pin code number, if not furnished earlier.
19. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with the RTA of the Company/ DPs for receiving all communications including Annual Reports, Notices, Circulars, etc., from the Company electronically. Electronic copies of all the documents referred to in the accompanying Notice of the Thirty-second AGM of the Company and the statement annexed to the said Notice shall be available for inspection in the "Investor Relations" segment of the Company's website, www.seasonsfnishings.com.
20. During the Thirty-second AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon using the login method explained at Note No. 24 "Access to CDSL e-Voting system". After successful login, Members will be able to view the documents for inspection by clicking on the link available against the EVEN of Seasons Furnishings Limited.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their Demat account(s) dormant for long. A periodic Statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
22. Details as required in sub-regulation (3) of Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/ re-appointment at the AGM, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
23. At the 32nd AGM held on Saturday, the 28th day of September, 2022, the Members approved the appointment of Rakesh Varshney & Associates, (Firm's Registration No. 022399N), Chartered Accountants, as Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of that AGM till the conclusion of ensuing 37th AGM, Accordingly, a resolution is being proposed for appointment of Rakesh Varshney & Associates Statutory Auditors at the Thirty-second AGM.

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

- (i) The voting period begins on 25-09-2022 at 10:00 A.M. and ends on 27-09-2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2022 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting 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	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Seasons Furnishings Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 1) 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 "Corporate" module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) 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.
 - 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5) 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.
 - 6) Alternatively Non Individual shareholders are required 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 to the company at viz cs@seasonsfurnishings.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com

/admin@skylinerta.com or info@skylinerta.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
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/EGM.
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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@seasonsfurnishings.com till Saturday, September 24, 2022. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Shri Pramod Kothari, Proprietor of M/s Pramod Kothari & Co (CP: 11532), (email id: ppdkothari71@gmail.com) Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting (votes casted during the AGM and votes casted through remote e-voting) process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 2 working days from the conclusion of the AGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.seasonsfurnishings.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@seasonsfurnishings.com or to the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at compliances@skylinerta.com /admin@skylinerta.com or info@skylinerta.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. 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 1800 22 55 33.
5. 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 on 1800 22 55 33.

This Explanatory Statement is in terms of Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [("SEBI Listing Regulations")], [though statutorily not required in terms of Section 102 of the Companies Act, 2013 (the "Act").

Item No. 3

Appointment of Statutory Auditors as per Section 139 and 142 of Companies Act, 2013.

The Members of the Company at the 27th Annual General Meeting ('AGM') held on 29th September 2017 approved the appointment of M/s. Rakesh Varshney & Associates, Chartered Accountants (Firm Registration Number: 022399N), as the Auditors of the Company for a period of Five years from the conclusion of the said AGM. M/s. Rakesh Varshney & Associates. will complete their present term on conclusion of this AGM. M/s. Rakesh Varshney & Associates are eligible for re-appointment and have given their consent for their reappointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. They have further confirmed that they are not disqualified to be re-appointed as statutory auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Rakesh Varshney & Associates., Chartered Accountants (Firm Registration No. 022399N), as the Statutory Auditors of the Company for further period of Five years from the conclusion of 32nd AGM till the conclusion of the 37th AGM to be held in 2027.

The proposed remuneration to be paid remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors on recommendation of the audit committee.

The Board of Directors recommends the resolution at Item No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 4:

- a) The present term of office of Mr. Mandeep Singh Wadhwa, Managing Director expires on November 30, 2022. The Board, upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee, in its Meeting held on August 13, 2022, subject to the approval of the Company in general meeting and such other approvals as may be necessary under any financial agreements, re-appointed Mr. Mandeep Singh Wadhwa as Managing Director for a period of 5 (Five) years i.e. from December 1, 2022 to November 30, 2027 on the terms and conditions including remuneration as detailed in the aforesaid resolution.
- b) The remuneration and terms of re-appointment are in accordance with Section 197 of the Act and the rules made thereunder read with Schedule V to the Act.
- c) Apart from Mr. Mandeep Singh Wadhwa, who is interested himself, Mrs. Manjit Kaur Wadhwa, Director, member of the company is interested in the resolution. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.
- d) The terms of re-appointment and remuneration as detailed in the resolution may be regarded as Abstract of the Agreement and Memorandum of Interest under Section 190 of the Act.
- e) The Board of Directors recommends the resolution at Item No. 4 of the Notice for approval of Members by an Ordinary Resolution.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Mr. Mandeep Singh Wadhwa, are given here under:-

Name of the Director	Mr. Mandeep Singh Wadhwa.	Mr. Manjit Kaur Wadhwa
Date of Birth (dd/mm/yyyy)	24/01/1970	04th December 1976
Age (in years)	52 Years	45 years
Date of Appointment	16/02/1990	30/09/2016
Qualification	Shri Mandeep Singh Wadhwa possesses rich experience in Marketing, Finance, Production, Management and Administration. He has extensively travelled all over the globe and possess rich experience in furnishing textile industry and in- depth knowledge of Indian & global conditions in respect of this industry.	Fashion Designing from South Delhi Polytechnic.
Board position held	Managing Director	Director
Terms and Conditions of re-appointment	As per resolution given in the Notice.	retires by rotation and being eligible, offers herself for re-appointment
Nature of his expertise in specific function areas along with experience (in years)	Industrialist Experience: 30 years.	Industrialist Experience: 10 years.
Chairperson/ Member of Committee of the Board of Companies of which he is a Director	Seasons Furnishings Limited. Member- Stakeholders Relationship Committee.	Seasons Furnishings Limited Member- Audit Committee
Shareholding of Director as on March 31, 2022	3293629 Equity Shares.	1487200 Equity Shares