

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Seasons International Private Limited will be held on **Monday, 03rd day of January, 2022** at **03:00 P.M.** at Registered Office situated at 5-O-20, First Floor, R.C. Vyas Colony, Bhilwara RJ 311001 to transact the following business:

SPECIAL BUSINESS:

Item: 1. Increase in Borrowing Powers of the Company

“RESOLVED THAT subject to the provision of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accord their consent to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2(72) of the Companies Act, 2013, and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crore Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserve not set apart for any specified purpose.

“RESOLVED FURTHER THAT the Board of Directors shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.”

Item: 2. Creation of Charge on Movable and Immovable properties of the Company, both present and future

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any including any statutory modifications or re-enactment thereof the Shareholder of the Company hereby accord their consent to the Board of Directors to pledge, mortgage, hypothecate and/or charge on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders for securing the borrowing of the Company availed/to be availed by way of loans, up to an aggregate limit of Rs. 100.00 Crores (Rupees Hundred Crore Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charge and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/to be entered into between the Company and the lenders in respect of



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enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lenders."

"RESOLVED FURTHER THAT the Board of Directors shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution."

Item: 3. To approval of Loan to Directors/Interested Party:

"RESOLVED THAT pursuant to Sections 185 and other applicable provisions of if any, of the Companies Act, 2013 ("the Act"), and Rules made there under as may be amended, from time to time, the company hereby accord the consent of the members of the company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security subject to such conditions as may be prescribed.

RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.

Item: 4. To Make Investments, Give Loans, Guarantees and Security in Excess of Limits, Specified Under Section 186 of The Companies Act, 2013.

"RESOLVED THAT, pursuant to the provision of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any modification(s) and re-enactment (s) thereof for the time being in force , subject to the terms of Article of Association of the company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board "which term shall be deemed to include any committee of the Board) for making investment(s) in excess of limits, specified under section 186 of the companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or for an amount not exceeding Rs. 100 crore (Rupees Hundred Crore Only) , notwithstanding that such investment and acquisition together with existing investments of the company in all

other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013, i.e. the limits available to the company is 60% of the aggregate of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more

“RESOLVED FURTHER THAT the Board of Directors shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.”

Item: 5. Approval of related party transaction under section 188 of the Companies act, 2013.

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for approval of any contract or arrangement with a related party upto a limit of as stated below, with respect to:

- (a) Sale, purchase or supply of any goods or materials upto Rs. 500 crore p.a;
- (b) Selling or otherwise disposing of, or buying, property of any kind upto Rs. 50 crore per transaction;
- (c) Leasing of property of any kind upto Rs 50 crore per transaction;
- (d) Availing or rendering of any services upto Rs. 50 crore p.a;
- (e) Such related party's appointment to any office or place of profit in the company upto Rs. 2 crore each per person per transaction;

RESOLVED FURTHER THAT The Board be and is here by authorized to do all acts, deeds, matters and things in connection there with an incidental there to.”

Dated: -09.12.2021
Registered Office
5-O-20, First Floor, R.C. Vyas Colony,
Bhilwara-311001, Rajasthan

By Order of the Board
For Seasons International Private Limited
For Seasons International Pvt Ltd.

Mahendra Garg
(Managing Director)
DIN: 02262765

NOTES

a. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

b. Members seeking any information or clarification are requested to send in written queries to the Company, in advance, before the date of the meeting.

c. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.

d. Members are requested to immediately inform their change in address quoting folio number(s) to the Company.

e. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf.

f. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.

g. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

h. Relevant documents referred to in the notice and explanatory statement are open for inspection at the registered office of the company on all working days up to the date of the meeting.

Dated: -09.12.2021
Registered Office
5-O-20, First Floor, R.C. Vyas Colony,
Bhilwara-311001, Rajasthan

By Order of the Board
For Seasons International Private Limited
For Seasons International Pvt. Ltd.

Mahendra Garg Managing Director
(Managing Director)
DIN: 02262765

Explanatory Statement annexed to the notice pursuant to section 102 of the Companies Act, 2013

Item 1 &2

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 100.00 Crores (Rupees Hundred Crores only). Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Item: 3. To approval of Loan to Directors/Interested Party:

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by its directors, relatives, associates and any person in whom any of the director of the company is interested directly or indirectly as per section 185 of Companies Act, 2013 for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security which requires approval of members by a Special Resolution.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed loans, guarantee or security are utilized by the borrowing company for its principal business activities.

None of the Directors of the Company are, in any way, concerned or interested in the resolution except their shareholding.

The Directors recommend the resolution for approval of members as special resolution.

Item: 4. To Make Investments, Give Loans, Guarantees And Security In Excess Of Limits, Specified Under Section 186 of The Companies Act, 2013.

In terms of the provisions of section 186 of the Companies Act 2013, the Board of Directors of the company can make loan and/or investment and/or to provide security and/or to give guarantee not exceeding 60% of the paid up share capital and free reserves or 100% of free reserves whichever is higher.

Our Investee Company/s and any other entity under expansion of business and/or for existing business plan need. With a view to meet the capital requirement of it, it is proposed that the Company make loan and/or investment and/or to provide security and/or to give guarantee a sum not exceeding Rs. 100.00 crore (Hundred crore only) including existing loan and/or investment and/or security and/or guarantee. Since the limits prescribed under section 186 of the Companies Act, 2013 is likely to be exceeded as a result of the proposed loan and/or investment and/or to provide security and/or to give guarantee; this special resolution is recommended for approval.

None of the Directors of the Company are, in any way, concerned or interested in the resolution except their shareholding.

The Directors recommend the resolution for approval of members as special resolution

Item: 5. Approval of related party transaction under section 188 of the Companies act, 2013.

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Ordinary Resolution is required.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members:-

S. No.	Type of Transaction	Maximum Limit
(a)	Sale, purchase or supply of any goods or materials	Rs. 500 crore per annum
(b)	Selling or otherwise disposing of, or buying, property of any kind	Rs.50 crore per transaction
(c)	Leasing of property of any kind	Rs 50 crore per transaction
(d)	Availing or rendering of any services	Rs. 50 crore p.a.
(e)	Such related party's appointment to any office or place of profit in the company	Rs. 2 crore each per person per transaction

GSTIN : 08AAMCS3739H1ZY (Raj.)
GSTIN : 24AAMCS3739H1Z4 (Guj.)
PAN No. : AAMCS3739H



SEASONS INTERNATIONAL PVT. LTD.

CIN : U52190RJ2008PTC027087

(A Government Recognized One Star Export House)
(An ISO 9001:2008 Certified Company)

None of the Directors of the Company are, in any way, concerned or interested in the resolution except their shareholding.

The Directors recommend the resolution for approval of members as special resolution.

Dated: -09.12.2021
Registered Office
5-O-20, First Floor, R.C. Vyas Colony,
Bhilwara-311001, Rajasthan

By Order of the Board
For Seasons International Private Limited

For Seasons International Pvt. Ltd.

Mahendra Garg
(Managing Director)
DIN: 02262765

