



WOODSVILLA LIMITED
25th ANNUAL REPORT
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CORPORATE PROFILE**DIRECTORS**

1. **DR. (MRS.) MEENA AGGARWAL**

REGISTERED OFFICE

E-4, IIND FLOOR
DEFENCE COLONY
NEW DELHI-110024

2. **MR. S. K. SAREEN**

RESORT

WOODSVILLA RESORT,
MAJKHALI, RANIKHET
UTTARAKHAND

3. **MR. VIPIN AGGARWAL**

BANKERS

STATE BANK OF PATIALA
DEFENCE COLONY
NEW DELHI

4. **MRS. SHAKUNTALA**

5. **MR. DEEPAK GUPTA**

STATE BANK OF INDIA
RANIKHET

6. **MR. S.M. SAINI**

AUDITORS

MANU & ASSOCIATES
D-9/236A, LAXMI NAGAR
DELHI-110092

7. **MR. DEV KUMAR BANSAL**

8. **DR. A. P. SINGH**

WOODSVILLA LIMITED

Registered Office : E-4, IInd Floor, Defence Colony, New Delhi-110 024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of Woodsvilla Limited will be held on Friday, the 27th of September, 2013 at E-4, Defence Colony, New Delhi 110024 New Delhi at 10.00 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts for the year ended 31 st March,2013 along with the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. D.K.Bansal, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint a director in place of Dr. A.P.Singh, who retires by rotation and being eligible, offer himself for reappointment.
4. To appoint a director in place of Mr.S.K.Sareen, who retires by rotation and being eligible, offer himself for reappointment.
5. To consider and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors M/s M A N V & Associates, for the Financial Year 2013-2014 as Ordinary Resolution

“Resolved that pursuant to Section 224 of the Companies Act, 1956 and other applicable provisions, if any, M/s M A N V & Associates, Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such Remuneration as may be decided by the Board of Directors' of the Company office from this meeting to the conclusion of next Annual General Meeting. ”

BY ORDER OF THE BOARD OF DIRECTORS

PLACE : NEW DELHI
DATE : SEPTEMBER 3, 2013

SD/-
VIPIN AGGARWAL
DIRECTOR

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. All documents referred to in the accompanying Notice are open for inspection at the registered office of the company during office hours on all working days except Saturday between 11.00 A. M. and 1 P.M. upto the date of the Annual General Meeting.
3. Members/proxies should bring the attendance slips duly filled in for attending the meeting.
4. Shareholders seeking any information with regard to the accounts are requested to write to the company at an early date so as to enable the management to keep the information ready.
5. The register of members of the Company will remain closed from September 20th, 2013 to September 26th, 2013 (both days inclusive).
6. Members are requested to bring their copies of the Annual Report to the meeting.

Brief resume of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting

| Name of Director | Mr. S.K.Sareen | Mr.D.K.Bansal | Dr.A.P.Singh |
|---|----------------|-------------------------------|--|
| Age | 64 | 68 | 60 |
| Nationality | Indian | Indian | Indian |
| Date of Appoitment on Board | 28.09.2012 | 27.09.2011 | 28.09.2012 |
| Shareholding in the Company* | 0 | 0 | 0 |
| Qualifications | Architect | Graduate | Doctor |
| Expertise in specific functional area | Architect | Director in various companies | Doctor |
| Directorships* held in other companies | - | Polyqual India P.Ltd. | Uma Sanjeevani Health Centre Private Limited |
| | - | DVS IT Solutions P.Ltd | Neset Consultants Private Limited |
| Chairmanships/* Membership of committees in other companies | 0 | 0 | 0 |

DIRECTORS' REPORT

Your Directors have pleasure in presenting their 25th Annual Report along with Audited Accounts of the Company for the year ended March 31, 2013.

1. FINANCIAL DATA (Rs. in lacs)

The key features of your Company's financial performance for the year ended March 31, 2013 are presented below, which have been prepared in accordance with the requirements of the Companies Act, 1956 and the Accounting Standards prevailing in India. Your Company's management accepts responsibility for the integrity and objectivity of these financial statements.

| | For the year ended March 31, 2013 | For the year ended March 31, 2012 |
|---|--|--|
| a) Gross Revenue | 87.33 | 109.87 |
| b) Profit before Interest & Depreciation | 9.95 | 11.85 |
| c) Interest | 1.07 | 2.29 |
| d) Depreciation | 7.94 | 7.78 |
| e) Profit before Tax & Extraordinary items | 0.94 | 1.79 |
| f) Income from sale of shares | NIL | NIL |
| g) Profit before Tax | 0.94 | 1.79 |
| h) Provision for Tax including deferred tax | (0.69) | (0.43) |
| i) Profit after Tax for the year | 1.63 | 2.22 |

2. OPERATIONS OVERVIEW

During the year, the gross income decreased from Rs. 109.87 lacs in the previous year to Rs.87.33 lacs. Profit after tax reduced from Rs. 2.22 lacs to Rs.1.63 Lacs. The year under review saw the Indian economy make a recovery from the downturn that was caused by the meltdown in the global markets. The growth in the economy was mostly due to sustenance of consumption demand in the later quarters and the process started reinforcing the positive recovery outlook in the economy.

Your Company continues to do well in the hospitality sector. The Resort and its hospitality are highly appreciated by all individuals, corporates and institutions who visit the Resort. The Resort is getting good response from all over India and is on the prime property list of all prestigious travel consultants.

3. FIXED DEPOSITS

Your Company has not accepted any deposits from the public.

4. SHARE CAPITAL

The Authorised Capital of the Company is Rs. 5,50,00,000 divided into 55,00,000 equity shares of Rs. 10 each and paid -up Capital of the Company is Rs.3,00,70,000/- (Rupees Three Crores Seventy Thousand only) divided into 30,07,000 equity shares of Rs. 10/- each.

5. DIRECTORS

At the ensuing annual general meeting Mr. Dev Kumar Bansal , Dr. A P Singh and Mr. S K Sareen , will retire by rotation and, being eligible, offer themselves for reappointment in terms of provisions of Companies Act, 1956 and the Articles of Association of the Company.

The brief resume/details relating to directors who are to be appointed/re-appointed are furnished in the explanatory statement to the notice of the ensuing annual general meeting

- Mr. Dev Kumar Bansal, aged 68 years, is an industrialist and brings with him rich and long experience. He is a director in various companies and has wide exposure in running of corporates.
- Dr. A.P.Singh, aged 60 years, is a doctor by profession. He has been associated with many companies and has consulted them in various fields including HR management, reforms and medical care.
- Mr. S.K.Sareen , aged 64 years is a reputed architect by profession. During his long tenure as architect, he has advised many corporate on infrastructure design and facilities. He has been closely associated with your Company from the inception of the Resort.

6. APPOINTMENT OF AUDITORS

M/s M A N V & Associates , Chartered Accountants, retire at the conclusion of ensuing annual general meeting and, being eligible, offer themselves for reappointment as statutory auditors and will hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting. The company has received confirmation from them to the effect that the ir appointment, if made, will be within the limits prescribed under section 224 (1B) of the companies Act, 1956.

7. AUDITORS' REPORT

The observations of Auditors in their report , read with the relevant notes to accounts in Schedules pertaining to the year 2012-13 are self explanatory and do not require further explanations.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under subsection (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors hereby state and confirm that:

- (i) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures:
- (ii) the Directors had 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 the Company at the end of the financial year and of the profit of the Company for that year;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis.

9. TRANSFER TO RESERVES

Your Company does not propose to transfer any amount to the General Reserve

10. DIVIDEND

The Directors do not recommend any dividend for the year ended March 31, 2013, keeping in view the requirements to plough back the funds for internal growth.

11. PARTICULARS OF EMPLOYEES

There was no employee covered by the limit prescribed under the provisions of section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

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

The particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

- A. Conservation of Energy: As your Company is not engaged in any manufacturing activity, the particulars relating to conservation of energy and technology absorption as mentioned in the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption, are not applicable. However, your Company, suo-moto employs techniques that result in conservation of energy.

B. Research and Development

During the financial year 2012-13, there was no R & D carried out by the Company.

C. Technology Absorption

Your Company is in Hospitality sector. There is no usage of any particular technology or process. Hence the question of technology absorption does not arise. The Company has not imported any technology for its development work.

D. Foreign exchange earnings and outgo:

| Sr. No. | Particulars | Year ended March 31, 2012 | Year ended March 31, 2013 |
|------------|---------------------------------|------------------------------|------------------------------|
| 1 | Expenditure in foreign currency | Nil | Nil |
| 2 | Earning in foreign currency | Nil | Nil |

13. SUBSIDIARY COMPANIES

Your Company does not have any subsidiary company as on March 31, 2013. Commensurately, disclosure as required under section 212 of the Companies Act, 1956 is not applicable.

14. CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with stock exchange, Corporate Governance Report and Auditors' certificate regarding compliance of Corporate Governance are made part of the Annual Report.

15. MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis is annexed to the Directors' Report.

16. BRANCHES OF THE COMPANY

Your Company operates its business from its offices located in Delhi. The Resort of your Company is located at Distt. Majkhali, Ranikhet, Uttarakhand.

17. HUMAN RESOURCE DEVELOPMENT AND TRAINING

Human resource development is accorded high priority by the management. Emphasis is placed on improving skills through in-house and outsourced training programmes. The relation between employees and management continued to remain harmonious during the year.

18. ACKNOWLEDGEMENTS

Your directors would like to express their grateful appreciation for the assistance and cooperation received from the Company's Bankers, Institutions, Clients and all other business associates for their continued support during the year. Your Directors also acknowledge the sincere efforts put in by all the employees of the Company.

For and on behalf of the Board

Sd/-

**PLACE: NEW DELHI
DATE: SEPTEMBER 3, 2013**

**VIPIN AGGARWAL
(DIRECTOR) DIN:00084395**