



**WOODSVILLA LIMITED**  
**26th ANNUAL REPORT**  
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## CORPORATE PROFILE

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### **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. **MR. DEEPAK GUPTA**

5. **MR. S.M. SAINI**

STATE BANK OF INDIA  
RANIKHET

6. **MR. DEV KUMAR BANSAL**

### **AUDITORS**

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

7. **DR. A. P. SINGH**

**WOODSVILLA LIMITED**

CIN: L55101DL1994PLC030472

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

Phone: 011-41552060, Fax: 011-41551479, Email: woodsvillaresort@gmail.com,

Website: www.woodsvillaresort.com

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Woodsvilla Limited will be held on Friday, the 26th of September, 2014 at 14, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074, at 10.00 AM to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31st March 2014 and the statement of Profit & Loss for the year ended on that date with the Director's Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Vipin Aggarwal (DIN: 00084395), who retires by rotation at this AGM and being eligible, offered himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of their remuneration for the Statutory Auditors, M/s M A N V & Associates, for the Financial Year 2014-2015 as Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the audit committee of the Board of Directors, M/s M A N V & Associates, Chartered Accountants (registration No. 007351N), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.”

“FURTHER RESOLVED THAT Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”take necessary actions in this regard.”

**SPECIAL BUSINESS**

4. To appoint Mr.S.M Saini, (DIN: 00883025) as an Independent Director and in this regard 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), ,Mr.S.M Saini (DIN: 00883025), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the thirty first, Annual General Meeting of the Company in the calendar year 2019 not liable to retire by rotation.”

“FURTHER RESOLVED THAT the Board or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr.S.M Saini, (DIN: 00883025) as an Independent Director and in this regard 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), ,Mr.S.M Saini (DIN: 00883025), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the thirty first, Annual General Meeting of the Company in the calendar year 2019 not liable to retire by rotation.”

“FURTHER RESOLVED THAT the Board or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr.Dev Kumar Bansal, (DIN: 01023668) as an Independent Director and in this regard 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), ,Mr.Dev Kumar Bansal (DIN: 01023668), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the thirty first, Annual General Meeting of the Company in the calendar year 2019 not liable to retire by rotation.”

“FURTHER RESOLVED THAT the Board or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD**

**PLACE : NEW DELHI  
DATE : AUGUST 13, 2014**

**Sd/-  
VIPIN AGGARWAL  
DIRECTOR (DIN No. 00084395)**

**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 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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. 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.
4. Members/proxies should bring the attendance slips duly filled in for attending the meeting.
5. 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.
6. The register of members of the Company will remain closed from September 19th, 2014 to September 25th, 2014 (both days inclusive).
7. Members are requested to bring their copies of the Annual Report to the meeting.
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**11. Voting through electronic means:**

In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform you a facility to exercise your voting right at the Annual General Meeting by electronic means (e voting) and the Business may be transacted through e voting services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report.

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

Mr. Deepak Gupta, DIN: 01043185, Mr. SM Saini DIN: 00883025 and Mr. Dev Kumar Bansal DIN: 01023668, Independent Directors of the Company and have held the positions as such for more than two years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Deepak Gupta, Mr. SM Saini, and Mr. Dev Kumar Bansal as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to



hold office for five consecutive years for a term up to the conclusion of the Thirty first Annual General Meeting of the Company in the calendar year 2019.

Mr. Deepak Gupta, Mr. SM Saini and Mr. Dev Kumar Bansal are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Deepak Gupta, Mr. S.M Saini and Mr. Dev Kumar Bansal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Deepak Gupta and Mr. SM Saini and Mr. Dev Kumar Bansal fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Deepak Gupta, Mr. SM Saini and Mr. Dev Kumar Bansal are independent of the management.

Copy of the draft letters for the appointments of Mr. Deepak Gupta, Mr. SM Saini and Mr. Dev Kumar Bansal, as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Except Mr. Deepak Gupta, Mr. SM Saini and Mr. Dev Kumar Bansal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 4, 5, 6 of the Notice for approval by the shareholders.

A brief resume of Independent Directors appointed, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided herewith:

#### Item No. 4

Shri Deepak Gupta, was appointed as an Director of the Company with effect from 28/09/2012.

##### Profile:

Date of Birth	11/26/1966
Qualification	Graduate

Expertise in specific Functional areas: He has experience of more than 20 yrs in the area of hospitality, education and logistics.

Directorship in Other Companies: 1. CM Logistics Pvt Ltd, 2. MAS Services Pvt Ltd, 3. Cml Transports Pvt Ltd :4 Asia Pacific Academy for aviation & Hospitality pvt ltd :5 Cml Express Pvt ltd 6. A2 Air Pvt Ltd

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

#### Item No. 5

Shri S.M Saini, was appointed as an Director of the Company with effect from 28/09/2012.

##### Profile:

Date of Birth	5/20/1950
Qualification	M.Com, LLB.

Expertise in specific Functional areas: He has vast experience in the area of accounts and finance.

Directorship in Other Companies: 1 :Piyush Finhold Pvt Ltd : 2 D G Traders Pvt Ltd :3 High Growth Securities and holding Pvt Ltd :4 Big Brokers and securities Pvt ltd :5 All trade Mercantile Pvt ltd :6 Poseidon Pvt Ltd :7 Jagdamba Tmt mills pvt ltd :8 Mangosteen Holidays pvt ltd

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

**Item No. 6**

Shri Dev Kumar Bansal, was appointed as an Director of the Company with effect from 28/09/2011.

**Profile:**

Date of Birth	12/25/1945
Qualification	Post Graduate (Engineering)

Expertise in specific Functional areas: He has a vast experience in managing business and commerce.

Directorship in Other Companies: 1 Poly Qual India Pvt Ltd : 2 DVS IT Solutions Pvt Ltd :3 MCS Securities Pvt Ltd :4 REI Systems India Pvt Ltd :5 Club 9 Vacations Pvt Ltd

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

## DIRECTORS' REPORT

Your Directors have pleasure in presenting their 26th Annual Report along with Audited Accounts of the Company for the year ended March 31, 2014.

### 1. FINANCIAL DATA (Rs. in lacs)

The key features of your Company's financial performance for the year ended March 31, 2014 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, 2014(in lacs)	For the year ended March 31, 2013(in lacs)
a) Gross Revenue	73.17	84.91
b) Profit before Interest & Depreciation	12.37	9.95
c) Interest	0.82	1.07
d) Depreciation	8.11	7.94
e) Profit before Tax & Extraordinary items	3.42	0.94
f) Income from sale of shares	NIL	NIL
g) Profit before Tax	3.42	0.94
h) Provision for Tax including deferred tax	0.16	(0.69)
i) Profit after Tax for the year	3.26	1.63

### 2. OPERATIONS OVERVIEW

During the year, the gross income decreased from Rs. 84.90 lacs in the previous year to Rs.73.17 lacs. Profit after tax increased from Rs. 1.63 lacs to Rs.3.26 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. Vipin Aggarwal and three other Independent Directors, Mr. Deepak Gupta, Mr. S.M.Saini and Mr. Dev Kumar Bansal, are retiring 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. Vipin Aggarwal, DIN 00084395, aged 63 years, is a professional and brings with him rich and long experience. He is a promoter of your company and director in various companies and has wide exposure in running of corporates.
- Mr. Deepak Gupta, DIN 01043185, aged 48 years, is a businessman by profession. He has been associated with many companies and has wide experience in running of corporates.
- Mr. S.M. Sainik, DIN 00883025, aged 64 years is a corporate professional. He has advised many corporate on infrastructure design and facilities. He has been closely associated with your Company for the last many years.
- Mr.Dev Kumar Bansal, DIN: 01023668, aged 69 years is a businessman by profession. He has been associated with many companies and has wide experience in running of corporates.

#### 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 thirdthird consecutive Annual General Meeting in the year 2017. The company has received confirmation from them to the effect that their appointment, if made, will be within the limits prescribed under section 141 (3) (G) of companies Act, 2013

**7. AUDITORS' REPORT**

The observations of Auditors in their report, read with the relevant notes to accounts in Schedules pertaining to the year 2013-14 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 for the financial year ended March 31, 2014 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 for the financial year ended March 31, 2014 on a going concern basis.

**9. TRANSFER TO RESERVES**

Your Company did not propose to transfer any amount to the General Reserve for the year ended March 31, 2014 as no dividend is declared during the year keeping in view the requirements to plough back the funds for internal growth.

**10. DIVIDEND**

The Directors did not recommend any dividend for the year ended March 31, 2014, 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.