



WOODSVILLA LIMITED
28th ANNUAL REPORT
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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vipin Aggarwal	-	Director
Dr. (Mrs.) Meena Aggarwal	-	Chief Executive Officer & Director
Mr. Amod Pal Singh	-	Independent Director
Mr. Surinder Kumar Sareen	-	Independent Director
Mr. Deepak Gupta	-	Independent Director
Mr. Sanwar Mal Saini	-	Independent Director
Mr. Dev Kumar Bansal	-	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Ishleen Kaur

REGISTERED OFFICE

E-4, IInd Floor, Defence Colony, New Delhi-110024

STATUTORY AUDITORS

MANV & Associates

Chartered Accountants

D-9/236A, Laxmi Nagar, Delhi-110092

REGISTRAR AND SHARE TRANSFER AGENT

MAS Services Limited

T-34, IInd Floor

Okhla Industrial Area, Phase-II

New Delhi-110020

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.woodsvilla.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of Woodsvilla Limited will be held on Friday, the 23rd of September, 2016 at 23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074, at 10.30 AM to transact the following businesses:

ORDINARY BUSINESS

- 1 To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2016 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 Mrs. Meena Aggarwal (DIN: 00084504), who retires by rotation and being eligible, offered herself for re-appointment.
- 3 To ratify the appointment of the Statutory Auditors and fix their remuneration 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 Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. MANV & Associates, Chartered Accountants (Firm Registration No. 007351N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Second Executive Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors/Audit Committee 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.

SPECIAL BUSINESS

- 4 To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

RESOLVED FURTHER THAT Shri. Vipin Aggarwal, Director of the Company and Mrs. Ishleen Kaur, Company Secretary be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

- 5 To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

RESOLVED FURTHER THAT Shri. Vipin Aggarwal, Director of the Company and Mrs. Ishleen Kaur, Company Secretary be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

**BY ORDER OF THE
BOARD**

**PLACE : NEW DELHI
DATE : AUGUST 12, 2016**

**Sd/-
ISHLEEN KAUR
COMPANY SECRETARY**

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 financial statements 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 17th, 2016 to September 23rd, 2016 (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.
- 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 Members holding shares in physical form are requested to notify the change in their address to the Registrar & Share Transfer Agent, M/s. Mas Services Limited, T-34, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. Members should quote their folio numbers in the correspondence.
- 12 Members will not be distributed any gift, compliment or kinds of such nature at the AGM.
- 13 **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 provide members facility to exercise their voting right at the 28th Annual General Meeting by electronic means (e voting) and the Business may be transacted through e voting services provided by the Central Depository Services Limited (CDSL).

The procedure and instructions for e-voting as given in the Notice of the 28th Annual General Meeting are again reproduced hereunder for easy reference:

- l. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. "Woodsvilla-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Woodsvilla Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in.
- l. In case of Members receiving Physical copy of Notice of 28th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2016.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2016. They may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Kundan Agrawal, Practicing Company Secretary (Membership No. FCS-7631 & CP No. 8325), Proprietor, M/s. Kundan Agrawal & Associates, Practising Company Secretaries has been appointed for the purpose of the Annual General Meeting of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.woodsvilla.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

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

Item no. 4 & 5

Woodsvilla Limited was incorporated as Neset Leasing Private Limited on March 1, 1994 under the provisions of the Companies Act, 1956.

The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available on the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

PLACE : NEW DELHI

DATE : AUGUST 12, 2016

**BY ORDER OF THE
BOARD**

**Sd/-
ISHLEEN KAUR
COMPANY
SECRETARY**

DIRECTORS' REPORT

To
The Members,
Woodsvilla Limited
New Delhi

Your Board of Directors ('Board') have pleasure in placing before you the 28th Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2016.

FINANCIAL RESULTS

The Financial results of the Company for the year under review along with figures for the previous year are as follows:

Particulars	Stand Alone	
	31.03.2016 (In Rs.)	31.03.2015 (In Rs.)
Net Sales/Income from Operations	8,871,876	8,275,097
Other Income	490,114	413,834
Total Income	9,361,990	8,688,931
Profit before Interest, Depreciation & Tax	1188321	1183644
Less: Depreciation	746868	899997
Profit before Tax	441453	283647
Deferred Tax	(63491)	(97423)
Net Profit after tax(Balance carried to the Balance Sheet)	504944	381,070
EPS (Basic)	0.17	0.13
(Diluted)	0.17	0.13

STATE OF THE COMPANY'S AFFAIRS

Your Company continues to do business in the hospitality sector. The Resort and its hospitality are highly appreciated by all individuals, corporate 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, however, still as Ranikhet is an Off-beat destination, the sale could