

# *Woodsvilla Limited*

*(Annual Report 2016-17)*

*Registered Office :*

*E-4, 2ND FLOOR, DEFENCE COLONY, NEW DELHI-110024*



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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

1	VIPIN AGGARWAL	Director
2	MEENA AGGARWAL	CEO & Director
3	SANWAR MAL SAINI	Independent Director
4	DEV KUMAR BANSAL	Independent Director
5	DEEPAK GUPTA	Independent Director
6	AMOD PAL SINGH	Independent Director
7	SURINDER KUMAR SAREEN	Independent Director

### **CHIEF FINANCIAL OFFICER**

SYED NAWAZISH HUSAIN ZAIDI

### **COMPANY SECRETARY**

SWARNA

### **REGISTERED OFFICE**

E-4, 2<sup>nd</sup> Floor, Defence Colony  
New Delhi-110024

### **COMPANY'S PROPERTY**

Woodsvilla Resort & Residency  
Ranikhet, Majkhali, Almora, Uttarakhand

### **STATUTORY AUDITORS**

MANV & Associates  
Chartered Accountants  
D-9/236A, Laxmi Nagar, Delhi-110092

### **REGISTRAR AND SHARE TRANSFER AGENT**

MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area, Phase-II  
New Delhi-110020

### **INTERNAL AUDITORS**

N. B. Tayal & Co.  
75 B/D G-II, DDA, SRS Flats,  
Vikas Puri, New Delhi-110018

### **SECRETARIAL AUDITORS**

M/s Kundan Agrawal & Associates  
H-23A, 204 Kamal Tower, Near Sai Mandir,  
Vikas Marg, Laxmi Nagar, Delhi-110092



# WOODSVILLA LIMITED

Regd. off: E-4, 2<sup>ND</sup> FLOOR, DEFENCE COLONY, NEW DELHI-110024

Ph. No.41552060

CIN: L55101DL1994PLC030472

Email ID: [woodsvillaranikhet@gmail.com](mailto:woodsvillaranikhet@gmail.com) Website: <http://www.woodsvilla.in/>

## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of **Woodsvilla Limited** will be held at **23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074** on Saturday **23<sup>rd</sup> September, 2017** at 10A.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vipin Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration.**

In this regard, the Members of the Company are requested to consider and if thought fit, to pass with or without modification/s, if any, the following resolutions an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 144 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification/s or enactment/s thereof for the time being in force), the appointment of Manv & Associates, Chartered Accountants (FRN.: 007351N), as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to the conclusion of the next Annual General Meeting (that is with respect to the financial years commencing from April 01, 2017 and ending on March 31, 2018), on such remuneration as may be decided by anyone of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign, execute and file such forms, returns, certificates, documents and other papers as may be necessary or expedient with the concerned Registrar of the Companies and to do all such acts, deeds, things and other matters as may be necessary for the purpose of giving effect to the aforesaid resolution.”





**Regd. Office:**

E-4, 2<sup>nd</sup> Floor, Defence Colony  
New Delhi-110024

Dated: 26<sup>th</sup> August, 2017

By Order of the Board  
**For Woodsvilla Limited**

**Sd/-**

**Swarna**

Company Secretary  
Membership No. A48855

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

**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 VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Information required under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 ("Listing Regulations") (relating to Corporate Governance) and Secretarial Standard -2, with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 17<sup>th</sup> Day of September, 2017 to 23<sup>rd</sup> Day of September, 2017 (both days inclusive).

6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours i.e. 9 A.M. to 6 P.M. up to the date of the Meeting.



7. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
8. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 16<sup>th</sup> Day of September, 2017.
10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
11. Pursuant to the requirement of the Listing Regulations, the Company declares that its equity shares are listed on Bombay Stock Exchange. The Company has paid the annual listing fee for the year 2016-17 and advance fees for 2017-18 to the above stock exchange(s).
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
14. In terms of section 101 & 136 of the Companies Act, 2013, read together with the rules made there under, a Listed Company may send the notice of Annual General Meeting and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at [woodsvillaranikhet@gmail.com](mailto:woodsvillaranikhet@gmail.com) quoting their folio number(s) or their DP/ CLIENT IDs.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website <http://www.woodsvilla.in> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [woodsvillaranikhet@gmail.com](mailto:woodsvillaranikhet@gmail.com)



16. Members can inspect the Register of Director and Key Managerial Personnel and their Shareholding , maintained under section 170 of the Companies Act 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act 2013 during the course of the meeting at the venue.

17. Route map of venue of annual general meeting is part of this Notice

**18. Voting through electronic means**

**A.** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

**B.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**C.** The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**D.** The remote e-voting period commences on Wednesday, September 20<sup>th</sup>, 2017 (09:00 am) and ends on Friday, September 22<sup>nd</sup>, 2017 (05:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16<sup>th</sup>, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The procedure and instructions for members for remote e-voting are as under:**

**I. 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 Limited 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](mailto:agrawal.kundan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 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 at the bottom of the Attendance Slip for the AGM
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

**E.** 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

**F.** 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.

**G.** 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).

**H.** 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 September 16<sup>th</sup>, 2017.

**I.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 16<sup>th</sup>, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**J.** The Board of Directors of the Company has appointed Mr. Kundan Aggarwal, a Practicing Company Secretary as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he/she has communicated his willingness to be appointed as will be available for same purpose.

**K.** 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.





**L.** 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 forty-eight hours 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.

**M.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://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.

By Order of the Board

**Regd. Office:**

E-4, 2<sup>nd</sup> Floor, Defence Colony,  
New Delhi-110024  
Dated: 26<sup>th</sup> August, 2017

**For WOODSVILLA LIMITED**

**Sd/-**  
Swarna  
**Company Secretary**  
**Membership No. A48855**



### Brief Profile of Mr. Vipin Aggarwal

In case of appointment/re-appointment or increase in remuneration of any director, following details are required under SEBI (Listing Obligation and Disclosure Requirement ) Regulations 2015 and SS-2

<b>Name</b>	Vipin Aggarwal
<b>Age</b>	65 Years
Brief Resume	
<b>Nature of his expertise in specific functional areas</b>	Expertise in Accounts and Taxation
<b>Date of first appointment on the Board,</b>	01/03/1994
<b>Qualifications</b>	Chartered Accountant
<b>Experience</b>	47 Year
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Director is not drawing any remuneration
<b>Last drawn remuneration, if applicable</b>	Not applicable
<b>Shareholding in the company held either himself or on a beneficial basis for any other persons</b>	Rs.7,26,200
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Husband of Mrs. Meena Aggarwal (CEO)
<b>The number of Meetings of the Board attended during the Year</b>	Four
<b>Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board</b>	<ul style="list-style-type: none"> <li>• CCL SECURITIES PRIVATE LIMITED</li> <li>• CLUB 9 VACATIONS PRIVATE LIMITED</li> <li>• WOODSVILLA LIMITED</li> <li>• NESET CHITS PRIVATE LIMITED</li> <li>• AVI EXIM PVT LIMITED</li> <li>• FUSION HOTELS AND RESORTS PRIVATE LIMITED</li> <li>• FUSION REALTORS PRIVATE LIMITED</li> <li>• SARWANI REALTORS PRIVATE LIMITED</li> <li>• NESET REALTORS PRIVATE LIMITED</li> <li>• CLUB 9 HOLIDAYS PRIVATE LIMITED</li> <li>• AVSARR QUEST PRIVATE LIMITED</li> <li>• MANGOSTEEN PRIVATE LIMITED</li> <li>• TAKE A BREAK . COM PRIVATE LIMITED</li> <li>• NESET DEVELOPERS AND PROMOTERS PRIVATE LIMITED</li> <li>• VELOCITY CAPITAL ADVISORY SERVICES PRIVATE LIMITED</li> <li>• FUSION SUITES PRIVATE LIMITED</li> </ul>