

31st

ANNUAL REPORT

2018-19

WOODSVILLA LIMITED

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VISION

To be recognized as a leader in excellence and innovation within the Indian Hospitality Industry, providing the ultimate hospitality experiences within an affordable world-class resort lifestyle with service that reflects the pride and professionalism of our team.

CORPORATE INFORMATION

BOARD OF DIRECTORS:

- | | | |
|----|----------------------|----------------|
| 1. | VIPIN AGGARWAL | DIRECTOR |
| 2. | MEENA AGGARWAL | DIRECTOR & CEO |
| 3. | SANWAR MAL SAINI | DIRECTOR |
| 4. | AMOD PAL SINGH | DIRECTOR |
| 5. | KAVITA | DIRECTOR |
| 6. | KESHAV KUMAR KAUSHIK | DIRECTOR |
| 7. | SUDHANSU KUMAR NAYAK | DIRECTOR |

CHIEF EXECUTIVE OFFICER
MEENA AGGARWAL

CHIEF FINANCIAL OFFICER
SYED NAWAZISH HUSAIN ZAIDI

COMPANY SECRETARY
AKANKSHA RAWAT

REGISTRAR & SHARE TRANSFER AGENT
MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase II, New Delhi – 110020

STATUTORY AUDITORS
MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
D-9/236/A LAXMI NAGAR,
NEW DELHI - 110092

INTERNAL AUDITORS
AVSG & CO.
CHARTERED ACCOUNTANTS
E-170, PANDAV NAGAR, MAYUR VIHAR-I
DELHI - 110091

SECRETARIAL AUDITORS
KUNDAN AGRAWAL & ASSOCIATES
COMPANY SECRETARIES
H-23A, 204 KAMAL TOWER, NEAR SAI MANDIR,
VIKAS MARG, LAXMI NAGAR, DELHI - 110092

REGISTERED OFFICE
E-4 DEFENCE COLONY, NEW DELHI - 110024

NOTICE
of Annual General Meeting

NOTICE is hereby given that the 31st Annual General Meeting of Woodsvilla Limited will be held on Friday, 27th September, 2019 at 10:00 AM at 23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi - 110074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vipin Aggarwal (DIN 00084395), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 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 re-enactment(s) thereof for the time being in force), M/s MANV & Associates, Chartered Accountants (FRN: 007351N) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of 4 years to hold office from the conclusion of this annual general meeting till the conclusion of 34th annual general meeting on such remuneration as may be decided by the Board of Directors."

"RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to digitally sign and file necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS

4. To appoint Mr. Ravinder Mohan Manchanda as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution which will be proposed as an Ordinary Resolution: "

"RESOLVED THAT pursuant to provisions of section 152 and other applicable provision of Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re – enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to appoint Mr. Ravinder Mohan Manchanda as an Independent Director of the Company with effect from 27th September, 2019, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director."

"RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby authorized on behalf of the Company to do all acts, deeds, matters and things whichever is necessary and to sign and file forms/returns, applications, make any statement and submit other documents to all authorities of giving effect on the aforesaid resolution"

5. Adoption of new set of Articles of Association as per the Companies Act, 2013 ("the Act")

To consider and if thought fit to pass with or without modification(s) the following resolution which will be proposed as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 14, and all the other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to substitute existing Articles of Association of the Company with the new set of Articles of Association, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby authorized on behalf of the Company to do all acts, deeds, matters and things whichever is necessary and to sign and file forms/returns, applications, make any statement and submit other documents to all authorities of giving effect on the aforesaid resolution"

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto in respect of the Special Business.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19th, 2019 to Friday, September 27th, 2019 (both days inclusive).
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1st, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Mas Services Private Limited ("MAS") for assistance in this regard.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Mas Services Private Limited (RTS) in case the shares are held by them in physical form.
8. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Mas Services Private Limited (MAS) / Investor Service Department of the Company immediately.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Details as required in Regulation 36(3) of the SEBI ('Listing Regulations') and Secretarial Standards-2 on General meeting in respect of the Directors seeking re-appointment at the AGM form the part of this Report. Requisite declarations have been received from the Directors seeking re-appointment..
11. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website http://www.woodsvilla.in/annual_reports.html and on the website of NSDL <https://www.evoting.nsdl.com>.
12. Non – Resident Indian Members are requested to inform the Company's RTA/respective DPs immediately of:
 - a) Change in their residential status to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the AGM.
14. All documents referred to in the accompanying Notice shall be open for inspection without any fee at the Registered Office of the Company during working hours between 11am to 2:00 pm on all working days except Saturdays, up to and including the date of the AGM of the Company.
15. No amount of dividend or any other amount is lying with the Company which is to be transferred to IEPF Account.
16. The route map showing directions to reach the venue of the Thirty First AGM (31st) is annexed.
17. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 19th September, 2019, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 24th September, 2019 and will end at 5.00 p.m. on Thursday, 26th September, 2019. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Kundan Agarwal, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. Members who have cast vote through remote e-voting can also attend the AGM but will not be eligible to vote at the AGM.

The Board of Directors has appointed Mr. Kundan Aggarwal (Membership No 7631 and CP No. 8325) or failing him of M/s Kundan Aggarwal & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within 48 hours of conclusion of the Meeting submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.

The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.

The results declared along with Scrutinizer's Report, will be placed on the Company's website '<http://www.woodsvilla.in/index.html>' and the website of NSDL 'www.evoting.nsdl.com' immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the securities of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company

In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Ms. Pallavi Mhatre, Manager at pallavid@nsdl.co.in (+91 22 2499 4545) or at evoting@nsdl.co.in (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

PROCEDURE FOR REMOTE E-VOTING

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- I. Open the PDF file named as "**Woodsvilla Limited e-Voting.pdf**" received in the e-mail by using your client ID or Folio No. as password. The file will

- contain your **User ID and Password** for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder-Login.
 - iv. Enter User ID and Initial Password noted in step (i) above.
 - v. Click Login.
 - vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note down the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of remote e-voting platform opens.
 - viii. Click on remote e-voting: Active Voting Cycles.
 - ix. Select "EVEN" of "Woodsvilla Limited".
 - x. Now you are ready for remote e-voting as Cast Vote page opens.
 - xi. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xii. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xiii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiv. 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.

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip (for members whose email IDs are not registered with the Company/Depository Participants(s))

- i. User ID and Initial Password is provided at the bottom of the Attendance Slip for the AGM
- ii. Please follow all steps from Sr. No. (a)(ii) to Sr. No. (a)(xiv) mentioned above, to cast vote.