Woodsvilla Limited

CIN No. L55101DL1994PLC030472

E-4, Defence Colony, New Delhi - 110024
Ph: 41552060-62, 24332643, Fax : 011-41551479

Dated – 19.11.2018

The Secretary
Listing Department
Bombay Stock Exchange Limited
Phirozejeejeebhoy Towers
DalalSteet ,Mumbai-400001

Dear Sir,

Subject:Annual Report Under Regulation 34 (1) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015
(Ref: Woodsvilla Limited; Scrip Code:526959)

Pursuant to Regulation 34(1) of Listing Regulations,2015, please find enclosed the annual report of the company for the Financial Year 2017-2018.

This for your information and records.

Please take note of the same.

Thanking You.
Yours Faithfully

For Woodsvilla Limited

Woodsvilla Limited New Delhi

Vipin Aggarwal
Director
Din: - 00084395

E-4, Defence Colony
New Delhi - 110024

30th

ANNUAL REPORT

2017-18

WOODSVILLA LIMITED

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.

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

1.	VIPIN AGGARWAL	DIRECTOR
2.	DEV KUMAR BANSAL	WHOLE TIME DIRECTOR
3.	SANWAR MAL SAINI	INDEPENDENT DIRECTOR
4.	DEEPAK GUPTA	INDEPENDENT DIRECTOR
5.	AMOD PAL SINGH	INDEPENDENT DIRECTOR
6.	SURINDER KUMAR SAREEN	INDEPENDENT DIRECTOR
7.	PRIYA SADH	ADDITIONAL DIRECTOR

CHIEF EXECUTIVE OFFICER
MEENA AGGARWAL

CHIEF FINANCIAL OFFICER
SYED NAWAZISH HUSAIN ZAIDI

COMPANY SECRETARY
GAURAV BAJPAI

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Tourism and Hospitality Industry have emerged as one of the key drivers of growth among the Service Sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country.

India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism. Domestic Tourist Visits (DTVs) to the States/Union Territories (UTs) grew by 15.5 per cent y-o-y to 1.65 billion (provisional) during 2016 with the top 10 States/UTs contributing about 84.2 per cent to the total number of DTVs, as per Ministry of Tourism.

As per Ministry of Tourism, foreign tourist arrivals (FTAs) in India increased 19.5 per cent year-on-year to 630,000 in May 2017. FTAs on e-tourist visa increased 55.3 per cent year-on-year to 68,000 in May 2017.

India's Foreign Exchange Earnings (FEEs) through tourism increased by 32 per cent year-on-year to reach US$ 2.278 billion in April 2017, as per data from Ministry of Tourism, Government of India.

India is expected to move up five spots to be ranked among the top five business travel market globally by 2030, as business travel spending in the country is expected to treble until 2030 from US$ 30 billion in 2015.

International hotel chains will likely increase their expansion and investment plans in India, and are expected to account for 50 per cent share in the Indian hospitality industry by 2022, from the current 44 per cent.

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000-March 2017, the hotel and tourism sector attracted around US$ 10.14 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP).

With the rise in the number of global tourists and realising India's potential, many companies have invested in the tourism and hospitality sector.

The Indian Hospitality & Tourism Industry is a major engine of economic growth and an important source of foreign exchange earnings. In the previous year, the Government of India has taken a number of initiatives like identifying, diversifying, developing and promoting niche products of the country to overcome seasonality and to promote India as a 365 days destination, putting in place a system of training and professional education, with necessary infrastructure support, organizing Bharat Parv as part of the Republic Day and Independence Day celebrations with the objective to promote national integrity and to showcase cultural and culinary diversity to the people of our nation etc.
To meet competition, Company follows aggressive pricing policy for the group bookings and also follows practice of giving special discounts to customers.

OPPORTUNITIES AND THREATS

As more and more people, within and outside the Country, are becoming fond of travelling and look forward to explore the beauty of the nature, there lies an immense opportunity in Hospitality & Tourism Industry to improve our services and to serve the customers with rich class accommodation.

The hospitality industry faces a unique set of risk management challenges as it strives to provide the services and amenities that guests demand for their travels and vacations. For hotels, motels, resorts and casinos, the risks encompass everything from slip and-fall incidents to food-borne illness, transportation liabilities and cyber threats. Some risks are heightened by the typically high turnover of employees and large numbers of part-time workers within the industry.

RISKS AND CONCERNS

Hotel business in general is sensitive to fluctuations in the economy. The hotel sector may be unfavourably affected by changes in global and domestic economies, changes in local market conditions, reduced international or local demand for hotel rooms and associated services, competition in the industry and other natural and social factors.

Risk against fire and earthquake are common risk attached to any hotel / resort especially in the hill areas. Management has taken reasonable steps to counter the risk and has also taken comprehensive all risk insurance policies which covers Company's assets against all risks.

OUTLOOK

In the long term, the demand-supply gap in India is very real and that there is need for more hotels in most cities. The shortage is especially true within the budget and the mid market segment. There is an urgent need for budget and mid market hotels in the country as travellers look for safe and affordable accommodation.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Industrial relations remained normal at the Resort as well as at Head Office. Human Resource is the key asset for any Organization especially in the Hospitality Industry. The company has taken various steps for the training and development of the Human Resource. The Company also takes various steps to keep the employees motivated and to work for excellence. The level of staff training and development is commensurate with the number of people employed.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company is engaged in single segment, hence the segment-wise reporting is not applicable to the Company.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Financial Performance of the Company is in line with its Operational Performance and there is no deviation between the two.

COMPLIANCE OF VARIOUS STATUTORY AND LEGAL REQUIREMENTS

The Company is in compliance of various statutory and legal requirements under different laws in force. The Company adheres to the statutory requirements and regularly reviews the compliance to overcome such risk.

GOING CONCERN

In the opinion of the Directors, the Company will be in a position to carry on its existing activities and accordingly it is considered appropriate to prepare the financial statements on the basis of going concern.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company is having adequate internal control system and procedures. The systems, procedures, checks and controls are tested on a routine basis and are certified by our Internal and Statutory Auditors.
Your Company has reviewed internal controls and its effectiveness through the internal audit process. The focus of these reviews is as follow:

- Identify weaknesses and areas of improvement
- Compliance with defined policies and processes
- Safeguarding of tangible and intangible assets
- Management of business and operational risks
- Compliance with applicable statutes

The Audit Committee of the Board plays an important role in review of the adequacy of the internal control environment of the Company.

CAUTIONARY STATEMENT

The statement made in this report describing the Company's expectations and estimations may be a forward looking statement within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied in this report due to the influence of external and internal factors which are beyond the control of the Company.

Directors' Report

Dear Members,
The Board of Directors have the pleasure of presenting the 30th Annual Report of your Company together with the Audited Statement of Accounts, Auditors' Report and the Report on the business and operations of the Company, for the financial year ended 31st March 2018.

FINANCIAL PERFORMANCE

The summarized financial highlights for the year under review are presented below:

Particulars	2017-18	2016-17
Net Sales/ Income from Operations	94,25,235	89,25,333
Other Income	31,676	1,54,158
Total Income	94,56,911	90,79,491
Profit before Interest, Depreciation & Tax	7,22,378	11,49,927
Less: Finance Cost	20,931	17,891
Profit before Depreciation & Tax	7,01,447	11,32,036
Less: Depreciation	6,94,504	6,82,344
Profit before Tax	6,943	4,49,692
Less: Tax	37,046	(43,513)
Other Comprehensive Income/Loss (Net of Taxes)	7,47,542	3,54,042
Net Profit after Tax	7,17,439	8,47,247
Balance b/f from the Balance Sheet	47,86,948	39,39,701
Balance c/f to the Balance Sheet	55,04,386	47,86,948

FINANCIAL HIGHLIGHTS

The revenue from operations of the Company during the financial year 2017-18 was Rs. 94,25,235/- as compared to that of Rs. 89,25,333/- during the financial year 2016-17. Thus, your Company has recorded an increase of Rs. 4,99,902/- (5.6%) in the Revenue from Operations during the financial year 2017-18. However, due to increase in expenditure and adverse economic conditions your Company has recorded a downfall of 15% in the net profits of the Company during the financial year 2017-18.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the period under review, there was no change in the nature of business of your Company.

SHARE CAPITAL

The Authorized Share Capital of your Company is Rs. 5,50,00,000/- and the paid up share capital of your Company is Rs. 3,00,70,000/-
During the period under review, there was no change in the share capital of the Company.

RESERVES

Your directors do not propose to transfer any amount to the Reserves for the financial year ended 31st March, 2018.

DIVIDEND

In order to conserve the resources of the Company, your directors do not propose to declare any dividend for the financial year 2017-18.

DEPOSITS

Your Company has neither any outstanding deposit nor accepted any deposits under Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the period under review.

SUBSIDIARY/ASSOCIATE & JOINT VENTURE COMPANIES

The Company does not have any holding, subsidiary and associate Companies.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

DIRECTORS
RETIRE BY ROTATION

Shri Vipin Aggarwal is retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. In view of the valuable guidance and support received from him, your Directors recommend his re-appointment.

APPOINTMENTS AND CESSATION

During the period under review, Mrs. Meena Aggarwal ceased to be as Director with effect from 14th February, 2018 due to disqualification incurred under Section 164(2) of the Companies Act, 2013. However, the disqualification incurred by her has been removed vide the Order of the Hon'ble High Court, Delhi and she was appointed as Additional Whole Time Director with effect from 14th August, 2018. The appointment of Mrs. Meena Aggarwal, as Whole Time Director of the Company is proposed in the ensuing Annual General Meeting of the Company.

Mr. Dev Kumar Bansal resigned as an Independent Director with effect from 14th February, 2018 but on the recommendation of the Nomination and Remuneration Committee he was appointed as an additional whole time director with effect from the same date. However, Mr. Dev Kumar Bansal resigned from the office of Director with effect from 14th August, 2018.

Ms. Priya Sadh was appointed as an additional director in the Board Meeting held on 14th February, 2018 but she resigned with effect from 14th August, 2018.

Mr. Surinder Kumar Sareen and Mr. Deepak Gupta resigned with effect from 14th August, 2018.
Ms. Kavita and Mr. Keshav Kumar Kaushik were appointed as Additional Independent Directors of the Company with effect from 14th August, 2018 for a period of 5 years subject to the approval of shareholders.

Mr. Sudhansu Kumar Nayak is proposed to be appointed as an Independent Director of the Company for a period of 5 Years. The Company has received a notice in writing under Section 160 of the Companies act, 2013 proposing his candidature for the office of Independent Director of the Company.

KEY MANAGERIAL PERSONNEL

During the period under review, Ms. Swarna resigned as the Company Secretary and Key Managerial Personnel of the Company with effect from 14th March, 2018. However, the Vacancy was filled by the Board within the prescribed time period by appointing Mr. Gaurav Bajpai as the Company Secretary of the Company with effect from 2nd April, 2018.

Thus, the Key Managerial Personnel of your Company are as under-:

S.No.	Name	Designation
1	Ms. Meena Aggarwal	Chief Executive Officer
2	Mr. Syed Nawazish Husain Zaidi	Chief Financial Officer
3	Mr. Gaurav Bajpai	Company Secretary & Compliance Officer

DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors of your Company have given their respective declarations stating that they meet the criteria prescribed for independence under the applicable laws and in the opinion of the Board, all the Independent Directors of your Company meet the said criteria.

COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. The Company has duly constituted the Nomination and Remuneration Committee of the Board and the committee inter-alia periodically evaluates:

1. The need for change in composition and size of the Board;
2. Remuneration of the Managing Director(s) and Whole-Time Director(s) based on their performance;
3. The policy for remuneration of Directors, KMPs & other senior level employees of the Company and review the same in accordance with the performance of the Company and industry trend.

The Remuneration Policy is annexed herewith as Annexure-A which forms part of this report.

PERFORMANCE EVALUATION

The Board annually evaluates its performance as well as the performances of its Committees and of Directors individually.

For evaluating the performance of the Board as a whole, the Board reviews the periodical performances of the Company and the role of the Board towards achievement of the said performances and the future plans as set out from time to time.

The performance of the Whole Time Directors is evaluated by the Board by linking it directly with their devotion towards implementation and management of the growth parameters of the Company and the

actual achievements of the Company.
The performance of the Non Executive / Independent Directors is evaluated on the basis of their contribution for adopting better corporate governance practices, transparency and disclosures in achieving the goal of the Company.

The performance of the various Committees of the Board is reviewed on the basis of the achievement of the work designated to the specific committee.

BOARD MEETINGS

During the period under review, 5 (five) meetings of the Board of Directors were held as follows-:

S.No.	Date of Board Meeting
1	30th May, 2017
2	26th August, 2017
3	14th September, 2017
4	13th December, 2017
5	14th February, 2018

COMMITTEES OF THE BOARD

The Directors of your Company have constituted the following Committees in accordance with the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-:

a) Audit Committee
The Composition of the Audit Committee is as under-:

S.No.	Name of the Members	Designation
1	Mr. Sanwar Mal Saini	Chairman
2	Mr. Vipin Aggarwal	Member
3	Mr. Dev Kumar Bansal	Member
4	Mr. Amod Pal Singh	Member

b) Nomination & Remuneration Committee
c) Stakeholders Relationship Committee
d) Risk Management Committee

CORPORATE GOVERNANCE

The provisions relating to the Corporate Governance as enumerated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to your Company as the paid up share capital and net worth of the Company as on the last day of the previous financial year are below rupees ten crores and rupees twenty five crores respectively. Hence, the disclosure in the annual report relating to para C, D and E of Schedule V to the above said Regulations does not forms the part of this Report.

INDIAN ACCOUNTING STANDARDS

Your Company has adopted Indian Accounting Standards ('Ind- AS') with effect from 1st April, 2017

pursuant to the Ministry of Corporate Affairs notification dated 16th February, 2015 notifying the Companies (Indian Accounting Standards) Rules, 2015. The implementation of IND-AS in 2017 was a major change in the accounting policy from 2017-18 onwards.

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulations 34(3) of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company.

During the year under review, no employee was denied access to the Chairman of the Audit Committee. No complaints were received under Vigil Mechanism & Whistle Blower Policy during the financial year 2017-18.

RISK MANAGEMENT POLICY

The Company follows the risk management policy wherein the management keeps an eagle eye view on the markets related to the services provided by the Company. The management also monitors the socio-economic changes worldwide and the changes in the currency fluctuation to minimize the risks.

The Board members are regularly informed about the potential risks, their assessment and minimization procedures. The Board frames a plan for elimination / minimization of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

There are no risks which in the opinion of the Board are of the nature that can threaten the existence of the Company. However, the risks inter-se that are generally dealt in regular course of business and have to be taken care of are seasonal sale and weather conditions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that: -

i) in the preparation of the Annual Accounts for the financial year ended March 31, 2018 the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
ii) they 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 or loss of the Company for that period;
iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
iv) the Directors had prepared the Annual Accounts of the Company for the Financial Year ended March 31, 2018 on a going concern basis.
v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, as amended, the extract of the Annual Return in Form MGT 9, is provided as an Annexure-B to this report.

PARTICULARS OF EMPLOYEES / PERSONNEL

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of directors/ employees of your Company forms the part of this Report. However, as per the provisions of Section 136 of the Act, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company. During the period under review, No employee of the Company was covered under any of the clauses of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. Hence, the disclosure under Rule 5(2) and 5(3) does not forms the part of this Report.

SECRETARIAL STANDARDS

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from 1st October 2017. Your Company is in compliance with the applicable secretarial standards.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

During the period under review, your Company has not absorbed any technology and there were no transactions involving the foreign exchange earnings and outgo. Therefore, no disclosure is required to be given in this regard.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your Company has not made any Loan or given any Guarantees and the details of investments are given under relevant note of the Financial Statements. However, the investments made does not exceeds the limits as prescribed under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in accordance with the legal and accounting requirements.

During the year under review, no contract or arrangement was entered by the Company in terms of the provisions of Section 188(1) of the Companies Act, 2013. All the related party transactions entered during the year were in the ordinary course of business and on arm's length basis.

Further, no material related party transaction was entered during the year under review. Accordingly, disclosure as required under section 134(3)(h) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, in form AOC-2, is not applicable to your Company.

CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to the Corporate Social Responsibility as laid down under Section 135 of the Companies Act, 2013 is not applicable to your Company.

STATUTORY AUDITORS AND THEIR REPORT

At the 29th Annual General Meeting of the Shareholders of your Company held on 23rd September, 2017 M/s MANV & Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of the 29th Annual General Meeting until the conclusion of the 30th Annual General Meeting on such remuneration, as may be approved by the Board. Your directors recommend the re-appointment of M/s MANV & Associates, Chartered Accounts as Statutory Auditors from the conclusion of this annual general meeting till the conclusion of 34th annual general meeting.

There are no qualifications, reservations or adverse remarks made by M/s MANV & Associates, Chartered Accountants, Statutory Auditors of the Company, in their report. Further, pursuant to Section 143(12) of the Companies Act, 2013, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the relevant provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s Kundan Agrawal & Associates, Company Secretaries, Delhi, to act as the Secretarial Auditor of your Company for the financial year 2017-18. The secretarial audit of your Company was conducted in respect of the matters prescribed in the said Rules and as set out in the Secretarial Audit Report for the financial year 2017-18, which is provided as an Annexure-C to this report.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the relevant rules and regulations framed thereunder, your Company had appointed M/s AVSG & Co., Chartered Accountants as the Internal Auditor for the financial year 2017-18.

COST AUDITORS

The provisions relating to the Cost Audit and appointment of Cost Auditor under Section 148 of the Companies Act, 2013 are not applicable to your Company.

LISTING

The equity shares of the Company continue to be listed on the Bombay Stock Exchange (BSE). We confirm that Annual Listing Fees for the financial year 2018-19 has already been paid within the stipulated time period.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company has constituted necessary Internal Complaints Committee in accordance with the said Act.
During the period under review, your Company has not received any complaint of Sexual Harassment at Work Place.

SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND OPERATIONS OF THE BANK

During the financial year 2017-18, no significant or material orders were passed by any Regulator, Court or Tribunal against your Company, which could impact its going concern status or operations.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Board has inter-alia reviewed the adequacy and effectiveness of your Company's internal financial controls relating to its financial statements.

The Board has discussed with the Management of the Company the major financial risk exposures and the steps taken by it to monitor and control such exposures, overseen and reviewed the functioning of the Whistle Blower Mechanism and the findings in respect of the investigations conducted on frauds, which were material in nature and the actions taken by the Management in this regard.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments except as reported below which affected the financial position of your Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

A major fire accident was happened at the Registered Office of the Company on Tuesday, the 3rd day of July, 2018 at around 8:30 AM due to which the whole of the infrastructure at the Registered Office including all the statutory books and records was completely destroyed. In view of this, the operations at the Registered Office of your Company was temporarily suspended by the management but with the consistent and dedicated efforts of the management the operations were resumed within a short period of time.

ACKNOWLEDGEMENTS

The Board of Directors places on record its gratitude to the Ministry of Corporate Affairs, Securities and Exchange Board of India, other Statutory and Regulatory Authorities, Financial Institutions, Stock

Exchanges, Registrar and Share Transfer Agent, Depositories and Correspondent Banks for their continued support and guidance.

The Board also places on record its appreciation to the Shareholders of the Company for their continued support and to its valued customers for their continued patronage. The Board also expresses its deep sense of appreciation to all the employees of your Company for their strong work ethic, excellent performance, professionalism, teamwork, commitment and initiatives which has led to your Company reinforcing its customer centric image and making commendable progress in today's challenging environment.

For and on behalf of the Board

Sd/-
Vipin Aggarwal
Director
DIN: 00084395

Sd/-
Meena Aggarwal
Director & CEO
DIN: 00084504

Place: New Delhi
Date: 31st August, 2018

ANNEXURE-A

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
"Key Managerial Personnel" means: i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director; ii) Chief Financial Officer; iii) Company Secretary; and iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE:
The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE:
The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE:

a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION:

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL:

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

1) Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied: i) The Services are rendered by such Director in his capacity as the professional; and ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION:

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

ANNEXURE B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I) REGISTRATION & OTHER DETAILS:

I	CIN	L55101DL1994PLC030472
ii	Registration Date	1st March, 1994
iii	Name of the Company	Woodsvilla Limited
Iv	Category/Sub-category of the Company	Indian Non-Government Company
v	Address of the Registered office & contact details	E-4 Defence Colony, New Delhi - 110024 011-41552060 woodsvillaresort@gmail.com
vi	Whether listed company	Yes (BSE Ltd.)
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Mas Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi - 110020 011-26387281,82,83 info@masserv.com

II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Hospitality & Tourism	55101	99%

III) PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

S.No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION

The Company does not have any holding, subsidiary and associate companies

IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	2122300	-	2122300	70.58	2122300	-	2122300	70.58	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Body Corporate	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL: (A)(1)	2122300	-	2122300	70.58	2122300	-	2122300	70.58	-
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2122300	-	2122300	70.58	2122300	-	2122300	70.58	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I) Others	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1)	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
I) Indian									
a) Body Corporates	27700	-	27700	0.92	27700	-	27700	0.92	-
b) Individuals									
ia) Individual shareholders holding nominal share capital upto Rs.1 lakhs	53200	584300	637500	21.20	53200	584300	637500	21.20	-
ib) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	88400	131100	219500	7.30	88400	131100	219500	7.30	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	169300	715400	884700	29.42	169300	715400	884700	29.42	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	169300	715400	884700	29.42	169300	715400	884700	29.42	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2291600	715400	3007000	100	2291600	715400	3007000	100	-

V) SHAREHOLDING OF PROMOTERSS.

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	VIPIN AGGARWAL	726200	24.15	-	726200	24.15	-	-
2	VIPIN AGGARWAL HUF	501870	16.69	-	501870	16.69	-	-
3	MEENA AGGARWAL	806030	26.81	-	806030	26.81	-	-
4	AADEESH AGGARWAL	41320	1.37	-	41320	1.37	-	-
5	GUNJAN AGGARWAL	46880	1.56	-	46880	1.56	-	-
	Total	2122300	70.58	-	2122300	70.58	-	-

VI) CHANGE IN PROMOTERS' SHAREHOLDING

S. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	2122300	70.58	2122300	70.58
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	There was no change in the shareholding of the Promoter during the period under review.			
3	At the end of the year	-	-	2122300	70.58

VII) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	I.P Singh/ Manju Singh	100000	3.33	100000	3.33
2	Roopali Kudsia	75900	2.52	75900	2.52
3	Tradewell Portfolios Pvt. Ltd.	19000	0.63	19000	0.63
4	Manoj Agarwal	18600	0.62	18600	0.62
5	Kulbir Singh Kharbanda	12500	0.42	12500	0.42
6	Narinder Jit Singh	12500	0.42	12500	0.42
7	High Growth Securities	10000	0.33	10000	0.33
8	Arun Agarwal	10000	0.33	10000	0.33
9	Umesh Khariwala	8100	0.27	8100	0.27
10	CHD Exports Private Limited	7900	0.26	7900	0.26

VIII) SHAREHOLDING OF DIRECTORS AND KMP

S. No.	Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vipin Aggarwal	726200	24.15	726200	24.15
2	Meena Aggarwal	806030	26.81	806030	26.81
3	Sanwar Mal Saini	500	0.02	500	0.02
4	Dev Kumar Bansal	-	-	-	-
5	Deepak Gupta	-	-	-	-
6	Amod Pal Singh	-	-	-	-
7	Priya Sadh	-	-	-	-
8	Surinder Kumar Sareen	900	0.03	900	0.03
9	Syed Nawazish Husain Zaidi	-	-	-	-
10	Swarna	-	-	-	-

IX) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,55,554	-	2,55,554
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**2,55,554**	**-**	**2,55,554**
Change in Indebtedness during the financial year				
Additions	-	7,00,000	-	7,00,000
Reduction	-	-	-	-
Net Change	**-**	**7,00,000**	**-**	**7,00,000**
Indebtedness at the end of the financial year				
i) Principal Amount	-	9,55,554	-	9,55,554
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**9,55,554**	**-**	**9,55,554**

X) REMUNERATION TO DIRECTORS

None of the Whole Time Directors and other Directors are drawing any remuneration from the Company.

XI) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD/MANAGER

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross Salary	-	1,89,517	3,18,000	5,07,517
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.				
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	a) as % of profit	-	-	-	-
	b) others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,89,517	3,18,000	5,07,517

XII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the period under review, no penalty was imposed or levied on the Company, its Directors and other Officers.

For and on behalf of the Board

Sd/-
Vipin Aggarwal
Director
DIN: 00084395

Sd/-
Meena Aggarwal
Director & CEO
DIN: 00084504

Place: New Delhi
Date: 31st August, 2018

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
M/s Woodsvilla Limited
E-4 2nd Floor, Defence Colony
New Delhi -110024

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Woodsvilla Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done

on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.

c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the period under review)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the period under review)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (Not applicable to the Company during the period under review)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the period under review)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the period under review)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the period under review)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the period under review) and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) Indian Stamp Act, 1899;

(Vii) Indian Contract Act, 1872;

(viii) Income Tax Act, 1961 and indirect tax laws;

ix) Central Excise and Service Tax Act;

(x) Central and State Sale Tax/Value Added Tax Laws;

(xi) Applicable Labour Laws; and

(xii) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors and Internal Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that the points or remarks reported herein are cited on the basis of the records accessed on the E-Portals of MCA, BSE and others. During the process of conducting secretarial audit, company was unable to provide physical documents, files, registers and records due to the major fire accident occurred in the Registered Office of the Company. The Company had also lodged FIR for this major fire accident and had taken all necessary steps to retrieve the documents but the systems and records were completely destroyed and broken down in this incident.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Kundan Agrawal & Associates
Company Secretaries

Place: Delhi
Date: 29/08/2018

Sd/-
Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325

NOTICE

of Annual General Meeting

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Woodsvilla Limited will be held on Friday, 28th September, 2018 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 for the financial year ended 31st March, 2018 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 consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mrs. Meena Aggarwal (DIN: 00084504) as a Whole Time Director, designated as Executive Director of the Company, for a period of 5 (Five) Years with effect from 14th August, 2018 at NIL Remuneration on the terms & conditions as set out in the Statement annexed to the Notice, with liberty to the Board to alter and vary the terms & conditions of the said appointment and/or remuneration as it may deem fit."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

5. 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 any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Ms. Kavita (DIN: 06458369), who qualifies for being appointed as an Independent Director and who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 14th August, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of 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 of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 14th August, 2018."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. 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 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Keshav Kumar Kaushik (DIN: 06957029) who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 14th August, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of 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 of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of five years with effect from 14th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. 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 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Sudhansu Kumar Nayak (DIN: 06960010) 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 of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 28th August, 2018 and whose office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

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

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

3. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive).

5. 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.

6. Details as required in Regulation 36(3) of the SEBI ('Listing Regulations') and Secretarial Standards -2 on General Meetings in respect of the Directors seeking re-appointment at the AGM forms the part of this Report. Requisite declarations have been received from the Directors seeking re-appointment. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013 and are not eligible to retire by rotation.

7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by writing to the MAS or Company Secretary of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address

with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

12. 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, 21st September, 2018, 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, 25th September, 2018 and will end at 5.00 p.m. on Thursday, 27th September, 2018. In addition, the facility for voting through Poll 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, Practising 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.

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.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

III. 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.

IV. The voting rights shall be as per the number of equity shares held by the members(s) as on Friday, 21st September, 2018, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

V. Members who have acquired shares after the dispatch of the Annual Report and before the Cut-Off date may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

However, if Member(s) are already registered with NSDL for remote e-voting, then Member(s) can use their existing User ID and Password for casting the vote.

If Member(s) have forgotten their Password, it can be reset by using 'Forgot Password' option available on https://www.evoting.nsdl.com or e-mail at evoting@nsdl.co.in.

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and 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 and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours 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 Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to MAS / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

By Order of the Board

Sd/-
Gaurav Bajpai
Company Secretary

Place: New Delhi
Date: 31st August, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Meena Aggarwal was originally appointed as Director of the Company with effect from 1st March, 1994 and was appointed as Chief Executive Officer of the Company with effect from 13th February, 2015. Her office as Director of the Company ceased with effect from 14th February, 2018 due to disqualification incurred by her under Section 164 of the Companies Act, 2013. She filed a Writ petition before the Hon'ble High Court, Delhi against the order of the Registrar of Companies disqualifying her to act as Director. The Hon'ble High Court, Delhi vide its Order dated 9th April, 2018 directed the Registrar of Companies to re-activate her DIN and the order of the Registrar of Companies disqualifying the Directors was stayed.

Mrs. Meena Aggarwal since last 24 years has contributed her sincere and dedicated efforts towards the growth of your Company. Her continued guidance has enabled your Company to maintain its position in this competitive environment. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 14th August, 2018 have appointed Mrs. Meena Aggarwal as an additional whole time director of the Company at Nil Remuneration for a period of 5 years with effect from 14th August, 2018. Mrs. Meena Aggarwal has also not drawn any remuneration from the Company in the past.

Mrs. Meena Aggarwal is now not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Whole Time Director of the Company.

Details of Mrs. Meena Aggarwal are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The other disclosures as mentioned in Schedule V to the Companies Act, 2013 are not applicable to your Company as the appointment of Mrs. Meena Aggarwal is proposed to be made on NIL Remuneration.

Mrs. Meena Aggarwal hold 8,06,030 equity shares of your Company and is wife of Mr. Vipin Aggarwal, Director of the Company. Mrs. Meena Aggarwal has no other pecuniary relationship with the Company, either directly or indirectly.

It is proposed to seek the Members approval for the appointment of Meena Aggarwal as a Whole Time Director of the Company in terms of applicable provisions of the Act and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or the relatives except Mrs. Meena Aggarwal and Mr. Vipin Aggarwal are concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

ITEM NO. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Kavita (DIN: 06458369), as an Additional cum Independent Director on the Board of the Company with effect from 14th August, 2018 for a period of 5 years.

The appointment of Ms. Kavita, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount

under Section 160 of the Act proposing the candidature of Ms. Kavita for the office of Director of the Company. Ms. Kavita is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Kavita that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Kavita fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Kavita is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms. Kavita are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Ms. Kavita setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Kavita, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In the opinion of the Board, Ms. Kavita possesses the relevant qualifications and meets the eligibility criteria to be appointed as an Independent Director of the Company therefore, the Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Keshav Kumar Kaushik (DIN: 06957029), as an Additional cum Independent Director on the Board of the Company with effect from 14th August, 2018 for a period of 5 years.

The appointment of Mr. Keshav Kumar Kaushik, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Keshav Kumar Kaushik for the office of Director of the Company. Mr. Keshav Kumar Kaushik is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Keshav Kumar Kaushik that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Keshav Kumar Kaushik fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Keshav Kumar Kaushik is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Keshav Kumar Kaushik are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Keshav Kumar Kaushik setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Keshav Kumar Kaushik, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In the opinion of the Board, Mr. Keshav Kumar Kaushik possesses the relevant qualifications and meets the eligibility criteria to be appointed as an Independent Director of the Company therefore, the Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sudhansu Kumar Nayak for the office of Director of the Company. Mr. Sudhansu Kumar Nayak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sudhansu Kumar Nayak that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sudhansu Kumar Nayak fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sudhansu Kumar Nayak is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Sudhansu Kumar Nayak are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Sudhansu Kumar Nayak setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sudhansu Kumar Nayak, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In the opinion of the Board, Mr. Sudhansu Kumar Nayak possesses the relevant qualifications and meets the eligibility criteria to be appointed as an Independent Director of the Company therefore, the Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

PROFILE OF DIRECTORS

(Seeking Appointment/ Re-appointment)

1. VIPIN AGGARWAL (Re-appointment)

Name	Vipin Aggarwal
Age	67 Years
Nature of his expertise in specific functional areas	Accounts and Taxation
Date of first appointment on the Board	01.03.1994
Qualifications	Chartered Accountant
Experience	47 Years
Remuneration	Nil
Shareholding in the Company	7,26,200
Relationship with other Directors, Manager and Key Managerial Personnel	Husband of Meena Aggarwal, CEO
Number of Meetings of the Board attended during the year	5
Names of Listed Entities in which the person also holds the Directorship	None
Membership of Committees of the Board	Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee

2. MEENA AGGARWAL (Appointment)

Name	Meena Aggarwal
Age	65
Nature of his expertise in specific functional areas	Hospitality Service
Qualifications	PhD
Experience	30 years
Remuneration	Nil
Shareholding in the Company	806030
Relationship with other Directors, Manager and Key Managerial Personnel	Wife of Vipin Aggarwal, Director
Number of Meetings of the Board attended during the year	4 (Four)
Names of Listed Entities in which the person also holds the Directorship	None
Membership of Committees of the Board	None

3. KAVITA (Appointment)

Name	Kavita
Age	44 Years
Nature of his expertise in specific functional areas	Hospitality Service
Qualifications	Graduate
Experience	10 Years
Remuneration	Nil
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	NA
Number of Meetings of the Board attended during the year	NA
Names of Listed Entities in which the person also holds the Directorship	None
Membership of Committees of the Board	None

4. KESHAV KUMAR KAUSHIK (Appointment)

Name	Keshav Kumar Kaushik
Age	45 years
Nature of his expertise in specific functional areas	Accounts and Taxation
Qualifications	Commerce Graduate
Experience	15 years
Remuneration	Nil
Shareholding in the Company	Nil
Number of Meetings of the Board attended during the year	NA
Relationship with other Directors, Manager and Key Managerial Personnel	None
Names of Listed Entities in which the person also holds the Directorship	None
Membership of Committees of the Board	None

5. SUDHANSU KUMAR NAYAK (Appointment)

Name	Sudhansu Kumar Nayak
Age	44 Years
Nature of his expertise in specific functional areas	Legal and Taxation
Qualifications	LLB
Experience	15 Years
Remuneration	Nil
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	NA
Number of Meetings of the Board attended during the year	NA
Names of Listed Entities in which the person also holds the Directorship	None
Membership of Committees of the Board	None

ATTENDANCE SLIP

Date and Time of AGM: Friday, 28th September, 2018 (10:00 AM)
Venue of AGM: 23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi – 110074

Regd. Folio No./ DP ID/ Client ID
No. of Equity Shares Held
Name of the Shareholder(s)

I/We hereby record my / our presence at the 30th Annual General Meeting of the members of the Company held on Friday, 28th Day of September, 2018 at 10:00 AM at 23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074.

Signature of the Shareholder/Proxy Present

Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

.....xxxxx.....xxxxx.....xxxxx.....xxxxx.....xxxxx.....xxxxx.....xxxxx.....

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions provided in Notice dated 31st August, 2018 of the Annual General Meeting. The Voting period starts from 9.00 a.m. on 25th Day of September, 2018 to 5:00 p.m. on 27th Day of September, 2018. The voting module shall be disabled by NSDL for voting thereafter.

FORM NO. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____ Folio No. / DP ID and Client ID: _____

I/We, being the Member(s) of shares of the above named Company, hereby appoint-:

1. Name: _____ E-mail ID: _____
   Address: _____
   Signature: _____, or failing him/her
2. Name: _____ E-mail ID: _____
   Address: _____
   Signature: _____, or failing him/her
3. Name: _____ E-mail ID: _____
   Address: _____
   Signature: _____,

as my/our Proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 28th day of September, 2018 at 10:00 AM at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res. No.	Description	For	Against
1	To Adopt Financial Statements together with the Reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2018.		
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 Re-appoint M/s MANV & Associates, Chartered Accountants 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.		
4	To appoint Mrs. Meena Aggarwal as the Whole Time Director of the Company.		
5	To appoint Ms. Kavita as an Independent Director of the Company for a period of 5 years.		
6	To appoint Mr. Keshav Kumar Kaushik as an Independent Director of the Company for a period of 5 years.		
7	To appoint Mr. Sudhansu Kumar Nayak as an Independent Director of the Company for a period of 5 years.		

Please affix Re. 1/- Revenue Stamp and sign across

Signed this ___ day of _____ 2018

Please affix Re. 1/- Revenue Stamp and sign across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE VENUE OF THE AGM

Venue: 23, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi – 110074

INDEPENDENT AUDITOR'S REPORT

To,

The members of Woodsvilla Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Woodsvilla Limited which comprises the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss(including other comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India.
3. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

4. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the order issued under section 143(11) of the Act.

   We conducted our audit of Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

   We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IndAS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India of the state of affairs of the Company as at 31-Mar-2018 , and its Profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclose in the annexure a statement on matters specified in paragraph 3 & 4 of the said order.

7. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.

(f) On the basis of the written representations received from the directors as on 31-Mar-2018 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31-Mar-2018 from being appointed as a director in terms of section 164(2) of the Act.

(g) Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")- is enclosed as annexure to this report.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. As informed to us the Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN -007351N

Sd/-

Place: New Delhi
Date: May 30, 2018

N.K. Gupta
Partner
Membership No.085713

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of WOODSVILLA LIMITED in conjunction with our audit of the IndAS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2018 based on "the criteria for Internal financial control over financial reporting established by the Company considering the essential components of Internal control stated in the guidance note on Audit of Internal financial control over financial reporting issued by the Institutes of Chartered Accountants of India".

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN -007351N

Sd/-

Place: New Delhi
Date: May 30, 2017

N.K. Gupta
Partner
Membership No.085713

Annexure to Independent Auditor's Report

WOODSVILLA LIMITED

Referred to in our report of even date

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1.a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & equipments.

1.b) As explained to us, all the Property, Plant & equipments have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its Property, Plant & equipments. No material discrepancies were noticed on such verification.

1.c) The title deeds of immovable properties are held in the name of the company.

2. As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records are not material.

3. As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Act.

4. The company has not given any loans, investment, guarantees and security.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits in contravention of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. No order has been passed by the Company Law Tribunal or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

6. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.

7 a) According to the records of the company , the company is generally regular in depositing with appropriate authorities, the undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no disputed amounts payable in respect of income tax, wealth tax, service tax, custom duty, excise duty, goods & service tax and cess were in arrears and other material statutory dues in arrears as at 31st March, 2018 for a period of more than six months from the date when they become payable.

7 b) According to the information and explanations given to us, there are no dues of sales tax ,Goods & Service Tax, income tax, custom duty , wealth tax, excise duty and cess which have not been deposited on account of any dispute.

8. Based upon the audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, government or dues to debenture holders.

9. The company has not raised moneys by way of initial public offers or further public offer (including debt instrument) and term loans.

10. Based upon the audit procedures performed and according to the information and explanations given to us , no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be ,materially misstated.

11. No managerial remuneration has been paid or provided.

12. The company is not a Nidhi Company hence this clause is not applicable.

13. Based upon the audit procedures performed and according to the information and explanations given to us, all the transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.

14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non- cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN -007351N

Place: New Delhi
Date: May 30, 2018

N.K. GUPTA
PARTNER
MEMBERSHIP NO.085713

WOODSVILLA LIMITED

Balance Sheet as at 31st March, 2018

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Assets				
Non-current assets				
a) Property, Plant and Equipment	1	20,117,960	20,192,032	17,784,114
b) Capital Work In Progress		-	-	2,280,167
c) Financial Assets				
(i) Investments	2	2,329,428	1,433,341	991,647
(ii) Loans	3	467,553	429,822	342,862
Total Non Current Assets		**22,914,941**	**22,055,195**	**21,398,789**
Current assets				
a) Inventories	4	19,459,657	18,729,677	18,725,041
b) Financial assets				
(i) Trade receivables	5	46,302	569,163	145,718
(ii) Cash & cash equivalents	6	1,197,655	618,650	1,563,569
c) Current Tax Assets (Net)	7	308,380	309,172	328,620
d) Other current assets	8	945,526	444,331	423,745
Total Current Assets		**21,957,520**	**20,670,993**	**21,186,693**
Total Assets		**44,872,461**	**42,726,188**	**42,585,483**
EQUITY AND LIABILITIES				
Equity				
a) Equity Share capital	9	30,070,000	30,070,000	30,070,000
b) Other Equity	10	9,164,705	8,447,267	7,600,020
Total Equity		**39,234,705**	**38,517,267**	**37,670,020**
LIABILITIES				
Non- current liabilities				
a) Deferred Tax Liabilities (net)	11	1,547,857	1,310,096	1,261,754
b) Provisions	12	170,284	180,727	165,772
Total Non Current Liabilities		**1,718,141**	**1,490,823**	**1,427,526**
Current Liabilities				
a) Financial Liablities				
(i) Borrowings	13	955,554	255,554	455,554
(ii) Trade Payables	14	1,426,458	613,888	1,085,816
b) Other current Liabilities	15	1,534,413	1,820,970	1,938,593
c) Provisions	16	3,190	27,686	7,973
Total Current Liabilities		**3,919,615**	**2,718,098**	**3,487,936**
Total Equity & Liabilities		**44,872,461**	**42,726,188**	**42,585,483**

The accompanying notes 1 to 29 are an integral part of Financial Statements

As per our report of even date attached.

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

For and on behalf of the Board

VIPIN AGGARWAL
DIRECTOR
DIN 00084395

S.M.SAINI
DIRECTOR
DIN 00883025

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

GAURAV BAJPAI
COMPANY SECRETARY

SYED NAWAZISH HUSAIN ZAIDI
CHIEF FINANCIAL OFFICER

PLACE : NEW DELHI
DATE : MAY 30, 2018

WOODSVILLA LIMITED

Statement of Profit and Loss for the year ended 31st March, 2018

Particulars	Note No.	Year ended 31.03.2018 (Rs.)	Year ended 31.03.2017 (Rs.)
Gross Income			
Revenue from operations	17	9,425,235	8,925,333
Other Income	18	31,676	154,158
Total Revenue		9,456,911	9,079,491
Expenses:			
Cost of materials consumed	19	2,948,190	2,509,503
Employee benefit expense	20	2,282,631	2,731,909
Financial costs	21	20,931	17,891
Depreciation and amortization expense	22	694,504	682,344
Other expenses	23	3,503,713	2,688,152
Total Expenses		9,449,968	8,629,799
Profit before exceptional & Extraordinary item and tax		6,943	449,692
Exceptional Items		-	-
Profit before extraordinary item and tax		6,943	449,692
Extraordinary items		-	-
Profit before tax		6,943	449,692
Tax expense:			
Current tax	24	-	-
Deferred tax		37,046	- 43,513
Profit(Loss) for the period from Continuing Operation		- 30,104	493,205
Other Comprehensive Income/(Loss) (Net of Taxes)	25	747,542	354,042
Total Comprehensive income for the year		717,438	847,247
Paid up equity share capital(Face value-INR Rs. 10per Equity Share)			
Earning per equity share:			
(1) Basic		0.24	0.28
(2) Diluted		0.24	0.28

The accompanying notes 1 to 29 are an integral part of Financial Statements
As per our report of even date attached.

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

For and on behalf of the Board

VIPIN AGGARWAL
DIRECTOR
DIN 00084395

S.M.SAINI
DIRECTOR
DIN 00883025

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

GAURAV BAJPAI
COMPANY SECRETARY

SYED NAWAZISH HUSAIN ZAIDI
CHIEF FINANCIAL OFFICER

PLACE : NEW DELHI
DATE : MAY 30, 2018

WOODSVILLA LIMITED

Cash Flow Statement For The Year Ended March 31, 2018

	(Amount in Rs.) 31.03.2018	(Amount in Rs.) 31.03.2017
(A) Cash Flow From Operating Activities		
i) **NET PROFIT BEFORE TAX & EXTRAORDINARY ITEMS**	6,943	449,692
ADJUSTMENTS FOR:		
Add: Depreciation and amortisation expenses	694,504	682,344
Interest paid	20,931	17,891
ii) Operating Profit Before Working CAPITAL CHANGES	**722,378**	**1,149,927**
ADJUSTMENTS FOR :		
Decrease/ (Increase) in inventories	(729,980)	(4,636)
Decrease/ (Increase) in trade receivables	522,861	(423,445)
Decrease/ (Increase) in other financial Assets and other assets	(538,134)	(88,098)
(Decrease)/ Increase in trade payables and other liabilities	1,243,242	(754,883)
iii) **Cash Generated From Operations**	**1,220,366**	**(121,135)**
Income tax	-	-
iv) **Cash Flow Before Extraordinary Items**	**1,220,366**	**(121,135)**
Income from sale of shares	-	-
NET FLOW FROM OPERATING ACTIVITIES	**1,220,366**	**(121,135)**
(B) Cash Flow From Investing Activities		
Addition to fixed assets	(620,432)	(3,090,263)
Sale of Investments	-	4,203
Addition to Capital WIP	**-**	**2,280,167**
NET CASH USED IN INVESTING ACTIVITIES	**(620,432)**	**(805,893)**
(C) Cash Flow From Financing Activities		
Increase/(Decrease) in secured loans	-	-
Interest & financial charges	(20,931)	(17,891)
Increase/(Decrease) in unsecured loans	-	-
NET CASH FROM FINANCING ACTIVITIES	**(20,931)**	**(17,891)**
CASH EQUIVALENTS (A+B+C)	579,004	(944,919)
Add: Cash & cash equivalents at the beginning of the period	618,651	1,563,569
Cash and cash equivalents at the end of the period	**1,197,654**	**618,651**

The accompanying notes 1 to 29 are an integral part of Financial Statements

As per our report of even date attached

For and on behalf of the Board

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

VIPIN AGGARWAL — **DIRECTOR** — **DIN 00084395**

S.M.SAINI — **DIRECTOR** — **DIN 00883025**

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

GAURAV BAJPAI
COMPANY SECRETARY

PLACE : NEW DELHI
DATE : MAY 30, 2018

SYED NAWAZISH HUSAIN ZAIDI
CHIEF FINANCIAL OFFICER

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Attributable to the equity shareholders					
	Equity Share Capital	Special Reserve Fund	General Reserve	Other Comprehensive Income	Retained Earnings	Total Equity
As at April 1, 2016	30,070,000	300,000	3,360,319	-	3,939,701	37,670,020
Remeasurement of post employment benefit obligation, net of tax (item of OCI)	-	-	-	-	-	-
Remeasurement of Investment, net of tax (item of OCI)			-	354,042		354,042
Profit for the year	-	-		-	493,205	493,205
As at March 31, 2017	30,070,000	300,000	3,360,319	354,042	4,432,906	38,517,267
Remeasurement of post employment benefit obligation, net of tax (item of OCI)	-	-		36,048	-	36,048
Remeasurement of Investment, net of tax (item of OCI)				711,493		711,493
Profit for the year	-	-		-	- 30,104	- 30,104
As at March 31, 2018	30,070,000	300,000	3,360,319	1,101,583	4,402,803	39,234,705

As per our report of even date attached.

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

PLACE : NEW DELHI
DATE : MAY 30, 2018

For and on behalf of the Board

VIPIN AGGARWAL **S.M.SAINI**
DIRECTOR **DIRECTOR**
DIN 00084395 **DIN 00883025**

GAURAV BAJPAI
COMPANY SECRETARY

SYED NAWAZISH HUSAIN ZAIDI
CHIEF FINANCIAL OFFICER

WOODSVILLA LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1 : Property, Plant and Equipment

		Gross Block							Depreciation							Net Block	
Sr. No	Particulars	As at 01-04-2016	Impact on Ins AS Adjustment	Adjustments / Additions/ (Deductions)	As at 01-04-2017	Adjustments / Additions	Adjustments/ (Deductions)	As at 31.03.2018	As at 01-04-2016	Impact on Ins AS Adjustment	Adjustments/ Additions/(Deductions)	As at 01-04-2017	Addition during the year	Deduction during the year	As at 31.03.2018	As on 31.03.2018	As on 31.03.2017
(I)	Tangible Assets																
1	Land																
	Resort Land	2090145	-		2,090,145			2,090,145	-	-		-	-	-	-	2,090,145	2,090,145
					-												
2	Building				-												
	Resort Building	19443568	-	2500261	21,943,829			21,943,829	5,424,593	-	435,978	5,860,571	447,474	-	6,308,045	15,635,784	16,083,258
					-			-				-					
3	Plant and Equipment				-			-				-					
	Resort Machinery	1279546	-	531451	1,810,997	3,000		1,813,997	1,059,515	-	41,972	1,101,487	66,553	-	1,168,040	645,957	709,510
	Plant & Machinery	2030842	-		2,030,842	451,650		2,482,492	1,037,755	-	85,108	1,122,863	85,108		1,207,971	1,274,521	907,979
					-			-				-					
4	Furniture & Fixtures				-			-				-					
	Furniture	158376	-		158,376	165,782		324,158	84,379	-	17,126	101,505	22,196	-	123,701	200,457	56,871
	Resort Furniture	2723279	-		2,723,279			2,723,279	2,500,167	-	51,345	2,551,512	51,345		2,602,857	120,422	171,767
					-			-				-					
5	Vehicles	1726228	-		1,726,228			1,726,228	1,642,880	-	548	1,643,428	548	-	1,643,976	82,252	82,800
					-			-				-					
6	Office Equipment	424846	-	58551	483,397			483,397	344,405	-	50,267	394,672	21,280	-	415,952	67,445	88,725
					-			-				-					
7	Other (Specify)				-			-				-					
	Computer	520575	-		520,575			520,575	519,597	-		519,597	-	-	519,597	978	978
	Total	30,397,405	-	3,090,263	33,487,668	620,432	-	34,108,100	12,613,291	-	682,344	13,295,636	694,504	-	13,990,140	20,117,960	20,192,032

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
2 Investments				
(Long Term Investments, Valued at Cost)				
Unquoted - Non Trade				
Government Securities				
Indira Vikas Patras		65,000	65,000	65,000
National Savings Certificates		10,000	10,000	10,000
	A	**75,000**	**75,000**	**75,000**
Quoted-Non Trade (Fair Value through OCI)				
Investment in Equity Instruments				
Darshan Oils Ltd.		24,300	24,300	5,400
(1800 equity shares of Rs.10 each fully paid)				
Frontier Springs Ltd.		5,045	5,045	152
(100 equity shares of Rs.10 each fully paid)				
Premier Auto Electric Ltd.		563	563	50
(50 equity shares of Rs.10 each fully paid)				
Inland Printers Ltd.		4,455	4,455	700
(100 equity shares of Rs.10 each fully paid)				
Dhanlaxmi Bank		276,430	164,093	893,708
(5525 equity shares of Rs.10 each fully paid)				
Jindal Steel & Power Ltd.		1,932,775	1,149,025	15,083
(9500 equity shares of Rs.10 each fully paid)				
U.S. 64 Scheme (UTI)		10,860	10,860	1,554
(100 equity shares of Rs.10 each fully paid)				
	B	**2,254,428**	**1,358,341**	**916,647**
	Total (A+B)	**2,329,428**	**1,433,341**	**991,647**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
3 Loans			
Unsecured, Considered Good :			
Security Deposit	129,015	93,765	93,765
Others	338,538	336,057	249,097
Total	**467,553**	**429,822**	**342,862**

Current Assets

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
4 Inventories			
(At Lower of cost and net realisable value)			
Raw Materials (Restaurant Stock).	162,500	66,486	61,850
Others			
Residency Apartment Stock	18,663,191	18,663,191	18,663,191
Goods in Transit	633,966	-	-
Total	**19,459,657**	**18,729,677**	**18,725,041**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
5 Trade Receivables			
Unsecured, Considered Good :			
Others	46,302	569,163	145,718
Total	**46,302**	**569,163**	**145,718**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
6 Cash & Cash Equivalent			
Balances with Banks			
Current accounts	1,104,051	498,604	1,256,265
Cash and Imprest	93,604	120,046	307,304
Total	**1,197,655**	**618,650**	**1,563,569**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
7 Current Tax Assets (Net)			
Advance Tax/TDS	308,380	309,172	328,620
	308,380	**309,172**	**328,620**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
8 Other Current Assets			
Unsecured, Considered Good			
Staff Advances	272,542	289,137	358,876
Advance to Supplier	535,030	101,876	20,000
Other Advances	137,954	53,318	44,869
Total	**945,526**	**444,331**	**423,745**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

9 Equity Share Capital	**As at 31st March,2018**		**As at 31st March,2017**		**As at 31st March,2016**	
	Numbers	**Amount (Rs.)**	**Numbers**	**Amount (Rs.)**	**Numbers**	**Amount (Rs.)**
Authorized Capital						
Equity Shares of Rs 10/- each	5,500,000	55,000,000	5,500,000	55,000,000	5,500,000	55,000,000
(55,00,000 shares of Rs.10 each)						
	5,500,000	**55,000,000**	**5,500,000**	**55,000,000**	**5,500,000**	**55,000,000**
Issued/subscribed/paid up Share Capital						
Equity Shares of Rs 10/- each, fully paid	3,007,000	30,070,000	3,007,000	30,070,000	3,007,000	30,070,000
(30,07,000 shares of Rs.10 each)	**3,007,000**	**30,070,000**	**3,007,000**	**30,070,000**	**3,007,000**	**30,070,000**

Note:-

(i) Reconciliation of Opening and closing outstanding No of shares. Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up, as applicable

	Opening Balance	**Fresh Issue**	**Bonus**	**Closing Balance**
Equity Shares Subscribed & Fully Paid Share Capital				
Numbers	3,007,000	-	-	3,007,000
Amount (Rs.)	30,070,000	-	-	30,070,000

(ii) Shares held by each shareholder holding more than 5% shares as on period end.

Name of Share holder	**%**	**3/31/2018**	**%**	**3/31/2017**	**%**	**3/31/2016**
	Held	**No's held**	**Held**	**No's held**	**Held**	**No's held**
Vipin Aggarwal	40.84	1,228,070	40.84	1,228,070	40.84	1,228,070
Meena Aggarwal	26.81	806,030	26.81	806,030	26.81	806,030

10 Reserves & Surplus	**As at 31st March 2018**		**As at 31st March 2017**		**As at 31st March 2016**	
Other Reserves						
Special Reserve Fund						
(as per section 45-IC of RBI Act,1934)						
At the beginning and at the end of the year		300,000		300,000		300,000
General Reserve						
At the beginning of the year	3,360,319		3,360,319		3,360,319	
Add: Transfer from surplus in Statement of Profit and Loss	-	3,360,319	-	3,360,319	-	3,360,319
Surplus in Statement of Profit and Loss						
At the beginning of the year	4,786,948		3,939,701		3,434,757	
Add: Profit for the Year	717,438		847,247		504,944	
Less: Transfer to General Reserve	-		-		-	
At the end of the year		5,504,386		4,786,948		3,939,701
Total		**9,164,705**		**8,447,267**		**7,600,020**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Non-current Liabilities

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
11 Deferred Tax Liabilities (net)			
Accelerated depreciation	1,305,019	1,267,972	1,261,754
Gratuity Payable	49,731	49,731	-
Ind AS Adjustments	292,569	91,855	-
Total	**1,547,857**	**1,310,096**	**1,261,754**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
12 Provisions			
Provision for Retirement Benefits			
Retirement benefits	170,284	180,727	165,772
Total	**170,284**	**180,727**	**165,772**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
13 Borrowings			
Unsecured			
Loans & advances from related parties	955,554	**255,554**	**455,554**
Total	**955,554**	**255,554**	**455,554**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Current Liabilities			
14 Trade Payables			
Due to Micro, Small and Medium Enterprises	-	-	
Others*	1,426,458	613,888	1,085,816
Total	**1,426,458**	**613,888**	**1,085,816**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
15 Other Current Liabilities			
Advance received for Apartments	1,150,000	938,347	1,531,261
Advance received from Costumers	375,096	496,685	238,689
Book overdraft	-	309,976	-
Other Payables:			
Statutory Dues	9,317	75,962	168,643
Total	**1,534,413**	**1,820,970**	**1,938,593**

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
16 Provisions			
Current portion of long-term employee benefits			
Retirement benefits	3,190	5,822	7,973
Current taxation	-	21,864	-
Total	**3,190**	**27,686**	**7,973**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
17 Revenue from operations		
Room tariff	5,482,060	5,632,765
Restaurant sales	3,943,175	3,292,568
Total	**9,425,235**	**8,925,333**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
18 Other income		
Dividend	3,500	-
Interest / investment income	15,101	45,282
Misc Receipts	13,075	104,688
Long Term Capital Gain/Loss	-	4,187
Total	**31,676**	**154,157**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
19 Cost of Material Consumed		
Opening stock	66,486	61,850
Fuel expenses	205,055	219,574
Purchases	2,839,149	2,294,565
	3,110,690	2,575,989
Less: Closing stock	162,500	66,486
	2,948,190	**2,509,503**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
20 Employnment Benefit Expense		
Salaries	2,236,286	2,608,623
Gratuity	39,093	12,804
Staff welfare	7,252	110,482
Total	**2,282,631**	**2,731,909**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
21 Finance Cost		
Bank interest and charges	20,931	17,891
Total	**20,931**	**17,891**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
22 Depreciation & Amortisation Expense		
Depreciation	694,504	682,344
Total	**694,504**	**682,344**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
23 Other expenses		
Advertisement & publicity	17,644	50,602
Business promotion	3,767	948
Other Marketing & Selling expenses	7,945	6,163
Auditors' remuneration:		
Audit fees	17,700	11,450
Books and periodicals	5,662	3,820
Conveyance	11,789	11,665
Commission	1,361,282	-
Electricity and water	396,343	628,004
Housekeeping	422	146,321
Insurance	100,746	105,594
Internal Audit Fee	5,000	5,000
Laundry charges	272,758	410,120
Membership and subscriptions	47,119	28,592
Miscellaneous expenses	95,294	56,714
Interest/ Penalty on TDS & Service Tax	5,579	6,170
Printing and stationery	127,419	96,944
Rent,rates & taxes	278,178	271,059
Repairs and maintenance	477,042	437,097
Telephone and postage	106,365	162,758
Travelling	1,842	12,861
Vehicle maintenance	158,067	141,044
Other expenses	-	84,500
Donation	-	5,000
Professional charges	5,750	5,725
Total	**3,503,713**	**2,688,151**

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
24 Tax Expenses		
Current Tax		
i) Income Taxes	2,481	86,960
ii) MAT Credit Entitlement	(2,481)	(86,960)
Total	-	-

	For the year ending 31.03.2018 (Rs.)	For the year ending 31.03.2017 (Rs.)
25 Components of Other Comprehensive Income (OCI)		
Re-measurement gains (losses) on Investments	**711,493**	**354,042**
Re-measurement gains (losses) on defined benefit plans	**36,048**	
Total	**747,542**	**354,042**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Significant accounting policies

26 Corporate Informations

The Woodvilla limited ("'The Company") is primarily engaged in the business of owning, operating & manging hotels, places and resorts.

The Company is domiciled and incorporated in India in 1994, and has its registered office at E-4, Defence Colony, New Delhi -110024, India.

The financial statements for the year ended March 31, 2018 were approved by the Board of directors and authorised for issue on May 30, 2018.

27 Basis of Preparation, Critical Accounting estimates and judgements, Significant Accounting Polocies and recent Accounting Pronouncement.

The financial Statements have been prepared on following basis.

a. Statement of Compliance

Company has adopted Indian accounting Standard (Refered to as "Ind AS") as notified by Companies (Indian Accounting Standards) Rules 2015 read with Section 133 of the Companies Act, 2013 with effect from 1 April 2017. Previous period has been restated as per Ind AS.

These are the company's first financial statements for the year ended 31 March 2018 that has been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, read with Ind AS based Schedule III, under the Companies Act, 2013.

The Company has consistently applied the accounting policies used in the preparation of its opening Ind AS Balance Sheet at April 1, 2016 throughout all periods presented in this statement, as if these policies had always been in effect and are covered by Ind AS 101 ''First-time adoption of Indian Accounting Standards''. The transition was carried out from accounting principles generally accepted in India (''Indian GAAP'') which is considered as the previous GAAP, as defined in Ind AS 101. The reconciliation of effects of the transition from Indian GAAP to Ind AS is disclosed in Note.26 to these financial statements . The Company's financial statements provide comparative information in respect to the previous year. In addition, the company presents Balance Sheet as at the beginning of the previous year, which is the transition date to Ind AS.

b. Basis of preparation

The financial statements are prepared on Historical Cost basis except for certain financial assets and liabilities that are measured at fair value (Refer accounting policy regarding Financial Instruments). The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for on accrual basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c. Functional and Presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

d. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

e. Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

In particular, Information about significant areas of estimation, uncertainities and critical judgements in appling accounting policies that have the most significant effct on the amounts recognise in the financial statements are included in the following notes.

Note No 25 (h) : Property, Plant & equipment - Useful economic life
Note No 25 (m): Provision for Employee benefits

f. Revenue Recognisation

Revenue is recognised at fair value of the considerasion received or receivables. Revenue comprises of sale of rooms, foods and beverages and allied services relating to hotel operations.

- Income from guest accommodation is recognised on a day to day basis after the guest checks into the Resort.
- Income from dividends on shares are accounted for on receipt basis.
- Sale of Hotel Apartments are accounted for on the receipt of full payment and registration being done in the name of buyers.

g. Expenditure

All expenses are accounted for on accrual basis.

h. Property Plant & Equipment

i) Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.
When parts of an item of property, plant and equipment have different useful lifes, they are recognized separately.
Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.
Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii) Depreciation/amortization

Depreciation is recognized in profit or loss on a written down value over the estimated useful life of each item of Property, Plant and Equipment.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013 as follows:

1) Buildings	60 years
2) Plant & Machinery	15 years
3) Furniture & Fixtures	10 years
4) Vehicles	08 years
5) Office Equipments	05 years
6) Electrical Installation	10 years
7) Computer	03 years

i. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, borrowing costs, any other costs directly attributable to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

j. Financial instruments

Equity Instruments:

The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

At the date of transition to Ind AS, the Company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

k. Inventories

Stock of Raw material, Work-in-progress, Finished goods, Consumable Spares and residency apartments are valued at the lower of cost and net realisable value.

l. Cash & Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

m. Employee Benefits

Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and long term benefits are charged to Statement of Profit & Loss.

n. Provision for Income Tax & deferred Tax

Deferred tax is recognised for temporary differences.However, Deferred Tax Assets is recognised to the extent that, it is probable that taxable income will be available against which the same can be realised. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably certain (as the case may be) to be realized.

o. Foreign Exchange Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

a) Monetary items outstanding as at the Balance Sheet date are translated at the exchange rate prevailing at the Balance Sheet date and the resultant difference is recognised as income or expense, as the case may be;

b) Non-monetary items outstanding as at the Balance Sheet date are reported, using the exchange rate prevailing on the date of each transaction.

p. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the Indirect method prescribed in Ind AS-7 'Statement of cash flows.

28 Transition to Ind AS

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (''previous GAAP''). The exemptions and exceptions applied by the Company in accordance with Ind AS 101 ' First-time Adoption of Indian Accounting Standards ' along with the reconciliations of equity, total comprehensive income and statement of cash flows in accordance with Previous GAAP to Ind AS are explained below.

Exemptions from retrospective application:

The Company has applied the following exemptions:

i. Business combinations exemption

The Company has elected not to apply Ind AS 103, Business Combinations, to business combinations occurred before the transition date.

ii. Property, plant and equipment and intangible assets:-

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities included in the cost of property, plant and equipment (Para D7AA of Appendix D). This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible Assets' and investment property covered by Ind AS 40 'Investment Properties'.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

Reconciliations between Previous GAAP and Ind AS:

i. Equity Reconciliations	**As at March 31, 2017**
Equity under Previous GAAP	38,163,225
Adjustment on account of transition	
Fair valuation of Investments	445,897
Tax adjustments	91,855
Equity under Ind AS	**38,517,267**

ii. Total Comprehensive income reconciliation	**As at March 31, 2017**
Profit after tax under Previous GAAP	493,205
Adjustments on account of transition	
Change in fair of non- current investment	445,897
Tax adjustments	- 91,855
Profit after tax under Ind AS	847,247
Total comprehensive Income after Adjustment	**354,042**

29 NOTES TO ACCOUNTS

Additional Notes to the Financial Statements

(i) The Government of India promulgated the Micro, Small and Medium Enterprises Development Act, 2006, which came into force with effect from October 02, 2006. As per the Act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on overdues beyond the specified period, irrespective of the terms agreed upon with those suppliers.

There is no interest paid/payable during the year by the Company to the suppliers covered under Micro,Small, Medium Enterprises Development Act, 2006.

The above information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose.However, according to the Company estimates, there is no liability of interest to such suppliers.

(ii) Managerial remuneration: No remuneration was paid to any director during the relevant year.

(iii) Earning per share as per IND AS-33	**AS AT 31.03.2018**	**AS AT 31.03.2017**
(a) Calculation of weighted average (no. of equity shares of Rs.10/- each.)		
No. of shares at the beginning of the period	3,007,000	3,007,000
Shares issued during the year	-	-
No. of Shares at the close of the period	3,007,000	3,007,000
Weighted average no. of equity shares during the period	3,007,000	3,007,000
(b) Net Profit / (Loss) for the period attributable to equity shares (in rupees)	704,363	847,247
(c) Basic & Diluted earning (in rupees) per shares	0.23	0.28

(iv) Remuneration to Auditors

	2017-18 Rupees	**2016-17 Rupees**
(i) Audit fees	17,700	11,450
(ii) Out of pocket	-	-
	17,700	**11,450**

(v) Segment Reporting : based on the guiding principles given in Accounting Standard on Segment Reporting (IND AS-108), the Company's primary business segment is Hospitality. As the Company's business activity falls within a single primary business segment , the disclosure requirements of IND AS-108 in this regard are not applicable.

(vi) There is no transaction which is required to be disclosed as required under paragraph 5 (viii) of the general instructions for preparation of statement of Profit and Loss as per Schedule III of the Companies Act, 2013.

(vii) Related Party Disclosures under Accounting Standard (IND AS-24)

(a) Names of the Related Parties

(i) Where control exists:

The Company did not have any holding or subsidiary company during the year.

(ii) Other related parties with whom there are transactions during the year

Associates

Key Management Personnel

Dr. Mrs. Meena Aggarwal (Director)

Mr. Vipin Aggarwal (Director)

Relatives of Key Management Personnel

Vipin Aggarwal & Sons HUF

Aadeesh Aggarwal

Enterprises over which Key Management Personnel or their relative has significant influence

Cost Plus Travels Pvt Ltd

Keshov Leasing Private Limited

Pravik Estates Pvt Ltd

Club 9 Vacations Private Limited

Club 9 Holidays Private Limited

Mangosteen Private Limited

Avsarr Quest Pvt Ltd

Fusion Suites Private Limited

Shri Sai Kirpa Society

Vipin Aggarwal & Associates

(b) Transactions with Related Parties

(Rs. in Lacs)

Description	**Key Management Personnel and their Relatives**		**Enterprises over which Key management Personnel or their relative has significant influence**	
	Current Year	**Previous Year**	**Current Year**	**Previous Year**
Outstanding balance as at year end:				
Short Term Borrowing				
Mr. Vipin Aggarwal	9.56	2.56		

(viii) There are no disputed dues of wealth tax, service tax, income tax which have not been deposited by the Company.

(ix) The Company has received advances against sale of residency apartments (as part of hotel project) from the prospective buyers. The amounts have been treated as " advance for apartments " (part of hotel project) under the head other current liabilities. Further, the amount spent on the Residency Apartments is reflected under Inventories pending registration / sale.

The said amount remains "unpaid" despite of final demand due from them and as such on these flats due to unpaid demand part

(x) Previous year figures have been regrouped/recast wherever found necessary to make them comparable with those of the current year.

(xi) Balances shown under Trade Receivables, Trade Payables and advances are subject to confirmation and reconciliation with the parties.

(xii) Figures are rounded off to nearest Rupee.

As per our report of even date attached.

ON BEHALF OF BOARD OF DIRECTORS

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

VIPIN AGGARWAL — **DIRECTOR** — **DIN 00084395**

S.M.SAINI — **DIRECTOR** — **DIN 00883025**

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

GAURAV BAJPAI
COMPANY SECRETARY

SYED NAWAZISH HUSAIN ZAIDI
CHIEF FINANCIAL OFFICER

PLACE : NEW DELHI
DATE : MAY 30, 2018

WOODSVILLA LIMITED

Additional Notes to the Financial Statements

1) The Government of India promulgated the Micro, Small and Medium Enterprises Development Act, 2006, which came into force with effect from October 02, 2006. As per the Act, the Company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period, irrespective of the terms agreed upon with those suppliers.

There is no interest paid/payable during the year by the Company to the suppliers covered under Micro, Small, Medium Enterprises Development Act, 2006.

The above information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose. However, according to the Company estimates, there is no liability of interest to such suppliers.

2) Managerial remuneration: No remuneration was paid to any director during the relevant year.

3)

Earning per share as per IND AS-33	AS AT 31.03.2018	AS AT 31.03.2017
(a) Calculation of weighted average (no. of equity shares of Rs.10/- each.)		
No. of shares at the beginning of the period	3007000	3007000
Shares issued during the year	-	-
No. of Shares at the close of the period	3007000	3007000
Weighted average no. of equity shares during the period	3007000	3007000
(b) Net Profit / (Loss) for the period attributable to equity shares (in rupees)	704363	847247
(c) Basic & Diluted earning (in rupees) per shares	0.23	0.28

4) Remuneration to Auditors

	2017-18	2016-17
	Rupees	Rupees
(i) Audit fees	17700	11450
(ii) Out of pocket	-	-
	17700	11450

5) Segment Reporting : based on the guiding principles given in Accounting Standard on Segment Reporting (IND AS-108), the Company's primary business segment is Hospitality. As the Company's business activity falls within a single primary business segment , the disclosure requirements of IND AS-108 in this regard are not applicable

6) There is no transaction which is required to be disclosed as required under paragraph 5 (viii) of the general instructions for preparation of statement of Profit and Loss as per Schedule III of the Companies Act, 2013

7) Related Party Disclosures under Accounting Standard (IND AS-24

(a) Names of the Related Parties

(i) Where control exists:

The Company did not have any holding or subsidiary company during the year.

(ii) Other related parties with whom there are transactions during the year

Associates

Key Management Personnel

Dr. Mrs. Meena Aggarwal (Director) Mr. Vipin Aggarwal (Director)

Relatives of Key Management Personnel

Vipin Aggarwal & Sons HUF Aadeesh Aggarwal

Enterprises over which Key Management Personnel or their relative has significant influence

Cost Plus Travels Pvt Ltd	Keshov Leasing Private Limited
Pravik Estates Pvt Ltd	Club 9 Vacations Private Limited
Club 9 Holidays Private Limited	Mangosteen Private Limited
Avsarr Quest Pvt Ltd	Fusion Suites Private Limited
Shri Sai Kirpa Society	Vipin Aggarwal & Associates

(b) Transactions with Related Parties

Description	Key Management Personnel and their Relatives		Enterprises over which Key management Personnel or their relative has significant influence	
	Current Year	Previous Year	Current Year	Previous Year
Revenue Transactions: Rent & other expenses paid Vipin Aggarwal & Associates			0.00	0.00
Outstanding balance as at year end: Short Term Borrowing Mr. Vipin Aggarwal	9.55554	2.55554		

8) There are no disputed dues of wealth tax, service tax, income tax which have not been deposited by the Company.

9) The Company has received advances against sale of residency apartments (as part of hotel project) from the prospective buyers. The amounts have been treated as “advance for apartments” (part of hotel project) under the head other current liabilities. Further, the amount spent on the Residency Apartments is reflected under Inventories pending registration / sale.

The said amount remains “unpaid” despite of final demand due from them and as such on these flats due to unpaid demand part of work of sanitary, electrical and finishing has also been kept pending besides registration of sale deed.

10) Previous year figures have been regrouped/recast wherever found necessary to make them comparable with those of the current year.

11) Balances shown under Trade Receivables, Trade Payables and advances are subject to confirmation and reconciliation with the respective parties.

12) Figures are rounded off to nearest Rupee.

As per our report of even date attached.

ON BEHALF OF BOARD OF DIRECTORS

For MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
(REGISTRATION NO.007351N)

VIPIN AGGARWAL — DIRECTOR — DIN 00084395

S.M.SAINI — DIRECTOR — DIN 00883025

N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

GAURAV BAJPAI — COMPANY SECRETARY

SYED NAWAZISH HUSAIN ZAIDI — CHIEF FINANCIAL OFFICER

PLACE : NEW DELHI
DATE : MAY 30, 2018