



WOODSVILLA LIMITED
26th ANNUAL REPORT
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CORPORATE PROFILE

DIRECTORS1. **DR. (MRS.) MEENA AGGARWAL****REGISTERED OFFICE**E-4, IIND FLOOR
DEFENCE COLONY
NEW DELHI-1100242. **MR. S. K. SAREEN****RESORT**WOODSVILLA RESORT,
MAJKHALI, RANIKHET
UTTARAKHAND3. **MR. VIPIN AGGARWAL****BANKERS**STATE BANK OF PATIALA
DEFENCE COLONY
NEW DELHI4. **MRS. SHAKUNTALA**5. **MR. DEEPAK GUPTA**STATE BANK OF INDIA
RANIKHET6. **MR. S.M. SAINI****AUDITORS**MANU & ASSOCIATES
D-9/236A, LAXMI NAGAR
DELHI-1100927. **MR. DEV KUMAR BANSAL**8. **DR. A. P. SINGH**

WOODSVILLA LIMITED

CIN: L55101DL1994PLC030472

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

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

Website: www.woodsvillaresort.com

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS

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

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

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

SPECIAL BUSINESS

4. To appoint Mr.S.M Saini, (DIN: 00883025) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s),the following resolution as an Ordinary Resolution:

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

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

5. To appoint Mr.S.M Saini, (DIN: 00883025) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s),the following resolution as an Ordinary Resolution:

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

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

6. To appoint Mr.Dev Kumar Bansal, (DIN: 01023668) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s),the following resolution as an Ordinary Resolution:

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

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

BY ORDER OF THE BOARD

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

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

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and a proxy not be a member of the Company. A proxy Form is enclosed. The instrument appointing a Proxy should, however be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying rights may appoint a single person as proxy and such person shall not act as a proxy foe any other person or shareholder.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the company during office hours on all working days except Saturday between 11.00 A. M. and 1 P.M. upto the date of the Annual General Meeting.
4. Members/proxies should bring the attendance slips duly filled in for attending the meeting.
5. Shareholders seeking any information with regard to the accounts are requested to write to the company at an early date so as to enable the management to keep the information ready.
6. The register of members of the Company will remain closed from September 19th, 2014 to September 25th, 2014 (both days inclusive).
7. Members are requested to bring their copies of the Annual Report to the meeting.
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc.from the Company electronically.

11. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.

The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of M/s Central Depository Services (India) Ltd.

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

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

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

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

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

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

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

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

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

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

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

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

Item No. 4

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

Profile:

Date of Birth	11/26/1966
Qualification	Graduate

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

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

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

Item No. 5

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

Profile:

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

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

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

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

Item No. 6

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

Profile:

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

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

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

Disclosure of relationships between Directors inter-se: No relationship

Shareholding : No shareholding in the Company

DIRECTORS' REPORT

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

1. FINANCIAL DATA (Rs. in lacs)

The key features of your Company's financial performance for the year ended March 31, 2014 are presented below, which have been prepared in accordance with the requirements of the Companies Act, 1956 and the Accounting Standards prevailing in India. Your Company's management accepts responsibility for the integrity and objectivity of these financial statements.

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

2. OPERATIONS OVERVIEW

During the year, the gross income decreased from Rs. 84.90 lacs in the previous year to Rs.73.17 lacs. Profit after tax increased from Rs. 1.63 lacs to Rs.3.26 Lacs. The year under review saw the Indian economy make a recovery from the downturn that was caused by the meltdown in the global markets. The growth in the economy was mostly due to sustenance of consumption demand in the later quarters and the process started reinforcing the positive recovery outlook in the economy.

Your Company continues to do well in the hospitality sector. The Resort and its hospitality are highly appreciated by all individuals, corporates and institutions who visit the Resort. The Resort is getting good response from all over India and is on the prime property list of all prestigious travel consultants.

3. FIXED DEPOSITS

Your Company has not accepted any deposits from the public.

4. SHARE CAPITAL

The Authorised Capital of the Company is Rs. 5,50,00,000 divided into 55,00,000 equity shares of Rs. 10 each and paid-up Capital of the Company is Rs.3,00,70,000/- (Rupees Three Crores Seventy Thousand only) divided into 30,07,000 equity shares of Rs. 10/- each.

5. DIRECTORS

At the ensuing annual general meeting Mr. Vipin Aggarwal and three other Independent Directors, Mr. Deepak Gupta, Mr. S.M.Saini and Mr. Dev Kumar Bansal, are retiring by rotation and, being eligible, offer themselves for reappointment in terms of provisions of Companies Act, 1956 and the Articles of Association of the Company.

The brief resume/details relating to directors who are to be appointed/re-appointed are furnished in the explanatory statement to the notice of the ensuing annual general meeting

- Mr. Vipin Aggarwal, DIN 00084395, aged 63 years, is a professional and brings with him rich and long experience. He is a promoter of your company and director in various companies and has wide exposure in running of corporates.
- Mr. Deepak Gupta, DIN 01043185, aged 48 years, is a businessman by profession. He has been associated with many companies and has wide experience in running of corporates.
- Mr. S.M. Sainik, DIN 00883025, aged 64 years is a corporate professional. He has advised many corporate on infrastructure design and facilities. He has been closely associated with your Company for the last many years.
- Mr.Dev Kumar Bansal, DIN: 01023668, aged 69 years is a businessman by profession. He has been associated with many companies and has wide experience in running of corporates.

6. APPOINTMENT OF AUDITORS

M/s M A N V & Associates , Chartered Accountants, retire at the conclusion of ensuing annual general meeting and, being eligible, offer themselves for reappointment as statutory auditors and will hold office from the conclusion of this meeting till the conclusion of the thirdthird consecutive Annual General Meeting in the year 2017. The company has received confirmation from them to the effect that their appointment, if made, will be within the limits prescribed under section 141 (3) (G) of companies Act, 2013

7. AUDITORS' REPORT

The observations of Auditors in their report, read with the relevant notes to accounts in Schedules pertaining to the year 2013-14 are self explanatory and do not require further explanations.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under subsection (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors hereby state and confirm that:

(i) in the preparation of the Annual Accounts for the financial year ended March 31, 2014 the applicable accounting standards had been followed along with proper explanations relating to material departures:

(ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;

(iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors had prepared the annual accounts for the financial year ended March 31, 2014 on a going concern basis.

9. TRANSFER TO RESERVES

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

10. DIVIDEND

The Directors did not recommend any dividend for the year ended March 31, 2014, keeping in view the requirements to plough back the funds for internal growth.

11. PARTICULARS OF EMPLOYEES

There was no employee covered by the limit prescribed under the provisions of section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

A. Conservation of Energy: As your Company is not engaged in any manufacturing activity, the particulars relating to conservation of energy and technology absorption as mentioned in the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption, are not applicable. However, your Company, suo-moto employs techniques that result in conservation of energy.

B. Research and Development

During the financial year 2013-14, there was no R & D carried out by the Company.

C. Technology Absorption

Your Company is in Hospitality sector. There is no usage of any particular technology or process. Hence the question of technology absorption does not arise. The Company has not imported any technology for its development work.

D. Foreign exchange earnings and outgo:

Sr. No.	Particulars	Year ended March 31, 2013	Year ended March 31, 2014
1	Expenditure in foreign currency	Nil	Nil
2	Earning in foreign currency	Nil	Nil

13. SUBSIDIARY COMPANIES

Your Company does not have any subsidiary company as on March 31, 2014. Commensurately, disclosure as required under section 212 of the Companies Act, 1956 is not applicable.

14. CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with stock exchange, Corporate Governance Report and Auditors' certificate regarding compliance of Corporate Governance are made part of the Annual Report.

15. MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis is annexed to the Directors' Report.

16. BRANCHES OF THE COMPANY

Your Company operates its business from its offices located in Delhi. The Resort of your Company is located at Distt. Majkhali, Ranikhet, Uttarakhand.

17. HUMAN RESOURCE DEVELOPMENT AND TRAINING

Human resource development is accorded high priority by the management. Emphasis is placed on improving skills through in-house and outsourced training programmes. The relation between employees and management continued to remain harmonious during the year.

18. ACKNOWLEDGEMENTS

Your directors would like to express their grateful appreciation for the assistance and cooperation received from the Company's Bankers, Institutions, Clients and all other business associates for their continued support during the year. Your Directors also acknowledge the sincere efforts put in by all the employees of the Company.

For and on behalf of the Board

PLACE: NEW DELHI
DATE: AUGUST 13, 2014

Sd/-
VIPIN AGGARWAL
(DIRECTOR) DIN: 00084395

CORPORATE GOVERNANCE REPORT

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company is pleased to submit this report on the matters mentioned in the said clause and the practices followed by the Company in this regard:

A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in and practices good Corporate Governance. The Company's essential character is shaped by the very values of transparency, professionalism and accountability. The Company continuously endeavors to improve on these aspects on an ongoing basis.

B. BOARD OF DIRECTORS

1. Composition of the Board

As at March 31, 2014, the Board of Directors consisted of seven directors namely

<u>Name of the Director</u>	<u>Category of the Director</u>
Dr. (Mrs.) Meena Aggarwal	Promoter , Executive
Mr. Vipin Aggarwal	Promoter, Non - Executive
Mr. Sanwar Mal Saini	Independent Non-Executive
Mr. Dev Kumar Bansal	Independent Non-Executive
Mr S.K Sareen	Independent Non-Executive
Mr Deepak Gupta	Independent Non-Executive
Dr. A. P. Singh	Independent Non-Executive

All the directors bring with them rich and varied experience in different facets of the corporate functioning. During the financial year 2013-14, none of the directors received any pecuniary benefits from the Company.

We regret to inform that during the year, Mrs. Shakuntala Rani, director of your Company expired on December 27, 2013. Your Company puts on record their sincere appreciation to the efforts and guidance of Mrs. Shakuntala Rani in the development and growth of your Company over the years when she was the director of your Company.

2. Board Meetings and attendance record

During the financial year 2013-14, four Board Meetings were held on 28.05.2013, 08.08.2013, 12.11.2013 and 11.02.2014.

The following table gives details of attendance of directors in Board Meetings, at the last Annual General Meeting, number of memberships held by the Directors in the Board/Committees of various other Companies:

Name	Category	Attendance Particulars		Number of other directorship and Committee Member/Chairmanships		
		Board Meetings	Last AGM	Other Director	Committee Membership	Committee Chairman
Mrs.Meena Aggarwal	Chairperson	4	Yes	19	-	-
Mr.Vipin Aggarwal	Director	4	Yes	14	3	-
Mr. Sanwar Mal Saini	Director	4	Yes	8	2	1
Mr. Dev Kumar Bansal	Director	3	Yes	5	2	1
Mr S K Sareen	Director	3	Yes	-	2	1
Mr Deepak Gupta	Director	3	Yes	5	2	-
Dr A P Singh	Director	4	Yes	2	2	-

3. Audit Committee

The audit committee consists of four directors viz. Mr. Vipin Aggarwal, Sanwar Mal Saini, Mr. D.K Bansal and Dr. A. P. Singh.

Dr.(Mrs.) Meena Aggarwal ceased as a member of the Committee with effect from May 27, 2013 and Mr. Sanwar Mal Saini was inducted as member of the Committee with effect from the same date.

The terms of reference specified by the Board for the Audit Committee are as follows:

- Recommend the appointment of Statutory Auditors, fixation of audit fees and approval for payment of fees for any other services.
- Appointment of Internal Auditors, determine the scope of internal audit and fixation of internal audit fees.
- Review of internal control systems through discussions with Statutory Auditors and Internal Auditors and key employees, if any.
- Implementing measures to strengthen internal control systems, and ensuring compliance to the internal control systems.
- Selection of accounting policies to be adopted by the Company after due deliberations and compliance with accounting standards and generally accepted accounting principles.
- Compliance with listing and other legal requirements concerning financial statements.
- Reviewing periodic financial statements before submission to the Board.
- Discussion with Statutory and Internal Auditors about major findings and observations during the course of audit.

The following table gives details of attendance of Directors in the Audit Committee Meetings:

Name	Category	Attendance			
		28.5.13	08.08.13	12.11.13	11.02.14
Mr.Vipin Aggarwal	Member	Yes	Yes	Yes	Yes
Mr. Sanwar Mal Saini	Chairman	Yes	Yes	Yes	Yes
Mr. D.K.Bansal	Member	Yes	No	Yes	Yes
Dr. A.P.Singh	Member	Yes	Yes	Yes	Yes

4. Remuneration Committee

A Terms of Reference:

To review, assess and recommend the appointment of Executive and Non Executive Directors and other personnel and to review their remuneration package, to recommend compensation to the Non-Executive Directors in accordance with the provisions of the Companies Act. 2013.

B Composition:

The Committee comprises four directors namely Mr. Vipin Aggarwal, Mr. Deepak Gupta, Mr. D.K.Bansal and Mr. S.K.Sareen.

Dr. (Mrs.) Meena Aggarwal ceased as member of the Committee with effect from may 27, 2013 and Mr. S.K.Sareen was inducted as member of the Committee from the same date.

The Committee met two times during the year on 12.11.2013 and 11.02.2014. The attendance of all the Non-Executive Members in the Meeting is as follows:

<u>Name</u>	<u>Category</u>	<u>No. of Meetings Attended</u>
Mr. Vipin Aggarwal	Member	2
Mr. Deepak Gupta	Chairman	2
Mr D.K.Bansal	Member	2
Mr.S.K.Sareen	Member	2

C Remuneration Policy

Remuneration of employees largely consists of basic remuneration and perquisites. The components of the total remuneration vary for different cadre and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled etc. The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, retain talent and reward merit.

D Details of remuneration paid to Directors for the year ended 31.03.2014

During the year no remuneration was paid to any director.

6. Shareholders' / Investors Grievance Committee

The Board of the Company has constituted an Executive Committee, which, amongst others, also looks after share transfers. The Committee, inter alia, oversees and reviews all matters connected with securities transfers. The Committee also looks into redressing of shareholders' complaints like transfer of shares, non-receipt of Annual Report etc. The Company oversees the performance of the Registrars and Transfer Agents and recommends measures for overall improvement in quality of investor services. The constitution of the shareholders' grievance Committee is as follows:

<u>Name</u>	<u>Category</u>	<u>Position</u>
Mr.Vipin Aggarwal	Director	Member
Mr. S.M.Saini	Independent Director	Member
Mr. S.K.Sareen	Independent Director	Chairman
Mr. Deepak Gupta	Independent Director	Member

No complaints were received during the year from shareholders.

Compliance Officer	Nawazish Zaidi
PAN:	AAHPZ5635K
Address:	E-4, Defence Colony, New Delhi
Phone :	011-41552060
Fax :	011-41551479

6. Important items discussed at the Board Meetings

The Board of the Company is provided with notes and agenda papers in advance in respect of various items discussed in the Board meetings, including:

- i) Annual business plans
- ii) Quarterly financial results / annual financial statements
- iii) Investment proposals
- iv) Capital budgets and updates
- v) Appointment of senior executives
- vi) Review of operations
- vii) Quarterly statutory compliance reports
- viii) Minutes of meetings of audit committee and other committees of the Board

7. General Body Meetings

The details of annual general meetings held in last three years and that of the special resolution(s) passed are as under:

Financial Year	Date	Time	Location
2010-2011	27.09.2011	10.00 A.M.	E-4, Defence Colony, New Delhi
2011-2012	28.09.2012	10.00 A.M.	E-4 Defence Colony, New Delhi
2012-2013	27.09.2013	10.00 A.M.	E-4, Defence Colony, New Delhi

No Special Resolution was required to be put through postal ballot last year.

No Special Resolutions on matters requiring postal ballot are placed for shareholders' approval at this meeting.

8. Subsidiary Company

Your Company does not have any subsidiary company as on March 31, 2014.

9. Related Party Transactions

Related party transactions as per AS-18 have been dealt with in note 23 (viii) of the financial statements. These transactions are not in conflict with the interest of the Company.

10. Disclosures

The Company has not been imposed with any penalty by the Stock Exchange, SEBI or any other statutory authority on any manner relating to capital markets during the last three years.

11. Compliance with Mandatory Requirements:

The Company has complied with the mandatory requirements of the code of Corporate Governance as stipulated under Clause 49 of the listing agreement with the Stock Exchange.

12. Means of Communication**i) Financial Results and Annual Report etc**

The quarterly / annual financial results are announced within the stipulated period and are normally published in Pioneer and Hari Bhoomi and are also forwarded to the Stock Exchanges as per Listing Agreement. The results are put up on their web-site(s) by the Stock Exchange. The quarterly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions / analysts during the year.

ii) Management Discussion & Analysis Report:

As a matter of transparency and good governance, key operational and financial data is furnished to the Directors in every meeting of the Board. Management Discussion and Analysis report forming part of the Annual Report is enclosed.

13. Non Mandatory Requirements:**a) Revised SEBI Guidelines on Corporate Governance:**

The Company is fully compliant with the revised SEBI Guidelines.

b) Code of Conduct

The Company's Board has laid down a code of conduct for all the Board Members and senior management of the Company, which has been circulated to all concerned executives. All Board members and designated Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer to the effect is enclosed at the end of this report.

14. CEO/CFO Certification

The certificate in compliance with Clause 49 of the Listing Agreement was placed before the Board of Directors, and is also annexed to the Director's Report.

15. Shareholders' Information

(i) Annual General Meeting – Date, Day, Time and Venue

September 26, 2014, Friday at 10.00 A.M at 14, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074.

(ii) Financial Calendar (tentative, subject to change)	
Annual results of year ending 2014	30th of May, 2014
Mailing of annual reports	First week of September, 2014
First quarter results	First fortnight of August 2014
Second quarter results	First fortnight of November 2014
Third quarter results	First fortnight of February 2015
Fourth quarter/Annual results	Last week of May 2015
(iii) Book closure	September 19, 2014 to September 25, 2014 (both days inclusive)
(iv) Listing of equity shares at	Bombay Stock Exchange / Delhi Stock Exchange
(v) Payment of annual listing fees	Paid to the stock exchanges where shares are listed
(vi) Stock code	526959
(vii) Demat ISIN number of equity shares	INE374J01012
(viii) Share transfer system	The share transfer in physical form are presently processed and the share certificates returned within a period of 15 days from the date of receipt, if the documents are valid and complete in all respects. The Board of Directors has delegated the power of share transfer to the Registrar & Share Transfer agent MAS Services Limited.
(ix) Outstanding GDR/ADR/Warrants or convertible bonds, conversion date and likely impact on equity	Nil
(x) Resort location	Resort at Village Majkhali, Ranikhet, Dist. Almora
(xi) Address for correspondence:	E-4, Defence Colony, N. Delhi 110 024
(xii) Registrar & share transfer agents	MAS Services Limited T-34, 3 rd Floor, Okhla Industrial Area Phase-II, New Delhi 110020
(xiii) Deposits	The Company has not raised any funds from the public during the financial year 2013-14.

(xiv) Market Price Data

	BSE	BSE	DSE	DSE
	HIGH	LOW	HIGH	LOW
April 13	NA	NA	NA	NA
May 13	NA	NA	NA	NA
June 13	NA	NA	NA	NA
July 13	NA	NA	NA	NA
August 13	NA	NA	NA	NA
September 13	NA	NA	NA	NA
October 13	NA	NA	NA	NA
November 13	NA	NA	NA	NA
December 13	NA	NA	NA	NA
January 14	NA	NA	NA	NA
February 14	NA	NA	NA	NA
March 14	NA	NA	NA	NA

BSE Sensex 01.04.2013 18836
 31.03.2014 22386

(xv) Distribution of Shareholding and Shareholding Pattern as on 31st March 2014.

Nominal value of shareholding (Rs.)	Shareholding	Shareholding	Face Value	Face Value
	Number	%age	(Rs.)	%age
Upto 5000	790	79.16	15,79,000	5.25
5001 to 10000	57	5.71	4,43,000	1.47
10001 to 20000	28	2.81	4,20,000	1.40
20001 to 30000	69	6.91	17,17,000	5.71
30001 to 40000	3	0.30	1,02,000	0.34
40001 to 50000	27	2.71	13,23,000	4.40
50001 to 100000	12	1.20	8,78,000	2.92
100001 & above	11	1.10	23,60,8000	78.51
Total	997	100	300,70,000	100

Shareholding Pattern

Category	No. of shares held (in lacs)	%age
Promoters	212,23,000	70.579
FIs, Banks & mutual funds	NIL	NIL
Others (public)	88,47,000	29.422
Total	300,70,000	100

Dematerialization of Shares and liquidity

The shares in the Company are under compulsory dematerialized trading. Upto 31.03.2014, 2249700 (74.82%) shares in the company have been dematerialized. The Company's ISIN is INE374J01012.

CEO and CFO Certification

(Pursuant to Clause No. 49(V) of the Listing Agreement)

We, Dr.(Mrs.) Meena Aggarwal, Chief Executive Officer, Nawazish Zaidi, Chief Financial Officer, of Woodsvilla Limited, certify that:-

(a) We have reviewed financial statements and the cash flow statement for the year ending March 31, 2014 and that to the best of our knowledge and belief:-

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee that:

(i) There were no significant changes in internal control over financial reporting during the year;

(ii) There were no significant changes in the accounting policies during the year; and

(iii) There were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: New Delhi
Date : May 30, 2014

sd/-
Dr. (Mrs.) Meena Aggarwal
Chief Executive Officer

sd/-
Nawazish Zaidi
Chief Financial Officer

AUDITORS' CERTIFICATE**AS PER CLAUSE 49 OF THE LISTING AGREEMENT ON CORPORATE GOVERNANCE**

To the members of Woodsvilla Limited

We have examined the compliance of conditions of Corporate Governance of Woodsvilla Limited for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges of India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliances of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliances is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For MANV & Associates
Chartered Accountants
(Firm Registration No. 007315N)

Sd/-
N.K.Gupta
Partner
(Membership No. 085713)

Date: May 30, 2014
Place: New Delhi

Annexure to Directors Report
MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS**Global and Indian Economy**

The previous fiscal year 2012-13 was a period of depression and fiscal year 2013-14 began as a difficult one. The year began with an apprehension that the trend would persist for sometime as the full impact of the economic slowdown in the developed world worked through the system and had its impact in other economies around the world. It was a year of reckoning for the policy makers who had taken a calculated risk in providing substantial fiscal expansion to counter the negative fallout of the global slowdown.

The economic recovery underscores the effectiveness of the Government's policy response in the wake of the Financial Crisis. As per the State of the Economy and Prospects presented by the Ministry of Finance the broad based nature of the recovery could put the economy back on the growth path at 7% p.a.

A major concern during the year was the emergence of high double digit food inflation. A significant part of this inflation is explained by supply side bottle necks in some of the essential commodities.

An Overview of the Global & Indian Tourism Industry

As per the Travel and Tourism Competitiveness Report 2009 by the World Economic Forum, India is ranked 11th in the Asia Pacific region and 62nd overall, moving up three places on the list of the world's attractive destinations. It is ranked the 14th best tourist destination for its natural resources and 24th for its cultural resources, with many World Heritage sites, both natural and cultural, rich fauna, and strong creative industries in the country. The India travel and tourism industry ranked 5th in the long-term (10 year) growth and is expected to be the second largest employer in the world by 2019.

The year 2013-14 once again saw the resurgence of the domestic traveller, marking a close similarity to the rescue of the sector during the previous downturn. While rates dropped significantly in 2013-14, the strong increase in domestic demand actually led to an 8.0% increase in nationwide occupancy. The hospitality industry has typically been so focused on the approximately 5.5 million international travellers who visit India every year that it has never truly tapped into the 600 million-strong domestic population that travels annually. The domestic market will continue to play a dominant role, not just within hospitality, but across all sectors.

Future Trends

Demand levels are likely to improve in 2014-15 as economic growth gathers momentum and companies increase spending on travel. With expectations of healthy salary increases within the corporate world, discretionary spending is expected to increase further, especially on leisure travel. Previous declines in occupancy levels were mainly the result of an increase in supply. 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. Various domestic and international brands have made significant inroads into this space and more are expected to follow as the potential for this segment of hotels becomes more obvious.

Tourism as an instrument of economic development and employment generation particularly in remote and backward areas is well recognized the world over. It is a large service industry globally and plays an important role in achieving growth with equity. The year witnessed heightened engagements of the Ministry of Tourism with the States to strengthen initiatives to promote tourism to a new height.

Opportunities, Threats and Risks

The Tourism Segment in which your company is operating is in a grip of a static environment. However the stable political environment and global economic recovery has created a new found positive trend in the confidence level. The company can scale new heights provided there is spending by the corporate world on the training and conferencing and travel undertaken by the individuals for holidays purposes. Various actions are being initiated to keep employee motivation and moral high, so that we can expand our existing business without much difficulty.

Outlook

The outlook for the coming year is bright considering the fact that industry has started looking high and the individuals will also start spending more on holidays.

Human Resources

Industrial relations remained normal at the Resort as well as at Head Office. The company is investing regularly in training of manpower as a priority activity. Various steps are initiated to keep the motivation level high in the organization.

RISK & CONCERN

Industry Risk

General economic conditions

Hotel business in general is sensitive to fluctuations in the economy. The hotel sector may be unfavorably 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 due to natural hazardous

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 of the risk and has also taken comprehensive all risk insurance policies which covers Company's assets against all risks.

Competition

To meet competition, Company follows aggressive pricing policy for the group bookings and also follows practice of giving special discounts to customers.

COMPLIANCE OF VARIOUS STATUTORY AND LEGAL REQUIREMENTS

The Company is subject to 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. The Company also places periodic compliance report on Corporate Governance before the Board of Directors as required by the SEBI and Department of Corporate Affairs.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Company's internal control system and procedures are adequate. The systems, procedures, checks and controls are routinely tested and certified by our Statutory Auditors.

Internal control systems and their adequacy

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 oversees the adequacy of the internal control environment through regular reviews.

FINANCIAL PERFORMANCE vis-a-vis OPERATIONAL PERFORMANCE

The financial results have been given in the Director's Report.

The Company gross revenue has decreased from Rs.84.91 Lacs to Rs.73.17 Lacs. Profit after tax has increased from Rs. 1.63 Lacs to Rs. 3.26 Lacs. The Company's Reserve & Surplus increased from Rs. 70.42 Lacs to Rs. 73.68 Lacs.

Further, the long term borrowings have decreased from Rs. 14.68 Lacs to Rs. 7.82 Lacs. The trade receivables have decreased from Rs. 2.87 Lacs to Rs. 1.02 Lacs. Cash and bank balance have decreased from Rs. 10.51 Lacs to Rs. 7.49 Lacs. There is no change in investments during the year.

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.

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.

Independent Auditor's Report

To the Members of
WOODSVILLA LIMITED

We have audited the accompanying financial statements of **WOODSVILLA LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the financial statements read with significant accounting policies and notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, we report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

FOR MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 007351N

PLACE: NEW DELHI
DATE: May 30, 2014

sd/-
(N K GUPTA)
PARTNER
MEMBERSHIP NO. 085713

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of WOODSVILLA LIMITED on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The management has carried out physical verification of its Fixed Assets during the year and no discrepancies have been noticed in respect thereof.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) According to the information and explanations given to us, the stock of securities and inventories at the Resort have been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to explanations given to us, the procedure of physical verification of stock of securities and inventories at Resort followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) The Company is maintaining proper and adequate records of inventories and no discrepancy was noticed between the physical stock of securities and book records.
- (iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956.
- (b) The Company has taken unsecured loans from two of its directors. The amount of loans outstanding as at March 31, 2014 was Rs. 7.82 lacs. The terms and conditions of the loans taken are not prejudicial to the interests of the Company.
- (iv) In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of shares, plant and machinery, equipment and other assets and sale of shares and assets. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to explanations given to us, the transactions with parties with whom transactions exceeding value of rupees five lacs have been entered into during the financial year are at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of subsection (1) of section 209 of the Companies Act, 1956.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no statutory dues, which have not been deposited on account of any dispute.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) According to the information and explanations given to us and based on documents and records produced to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- (xiv) In respect of dealing /trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities have been held by the Company in its own name except where they have been sent for transfer.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) Based on information and explanations given to us by the management, no term loans were obtained by the Company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet and Cash Flow statement of the Company, we report that no funds raised on short term basis have been used for long term investment and no long term funds have been used to finance short term assets (excluding permanent working capital)
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any monies from public issues during the year.

- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit..

**FOR MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 007351N**

**PLACE: NEW DELHI
DATE: May 30, 2014**

**sd/-
(N K GUPTA)
PARTNER
MEMBERSHIP NO. 085713**

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF WOODSVILLA LIMITED

1. We have audited the accompanying Statement of Financial Results ("the Statement") of **WOODSVILLA LIMITED** ("the Company") for the year ended 31st March, 2014, being submitted by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement has been prepared by the Company on the basis of related annual financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:-
 - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchange and
 - (ii) gives a true and fair view of the net profit and other financial information of the quarter ended 31st March'2014 as well as year to date results for the period from 1st April'2013 to 31st March, 2014.
4. Further, we also report that we have, on the basis of the book of account and other records and information and explanations given to us by the management, also verified the number of the shares as well as percentage of shareholding in respect of aggregate amount of public shareholding, as furnished by the company in terms of clause 35 of the listing agreement and found the same to be correct.

**FOR MANV & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN NO. 007351N**

**PLACE: NEW DELHI
DATE: May 30, 2014**

**sd/-
(N K GUPTA)
PARTNER
MEMBERSHIP NO. 085713**

WOODSVILLA LIMITED
Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	30,070,000	30,070,000
Reserves and Surplus	2	7,368,261	7,042,028
Non-Current Liabilities			
Long term Borrowings	3	782,278	1,468,055
Deferred tax liabilities (Net)		1,422,669	1,406,909
Long term provisions	4	103,449	264,582
Current Liabilities			
Trade payables	5	347,203	376,389
Other current liabilities	6	1,323,010	2,099,727
Short-term provisions	7	38,015	68,470
Total		41,454,885	42,796,160
ASSETS			
Non-current assets			
Fixed assets	8		
Tangible assets		19,741,281	20,098,354
Non-current investments	9	991,647	991,647
Long- term loans and advances	10	204,962	139,510
Current assets			
Inventories	11	18,707,761	19,456,311
Trade receivables	12	101,501	287,309
Cash and cash equivalents	13	749,402	1,050,960
Short-term loans and advances	14	958,331	772,069
Total		41,454,885	42,796,160

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The accompanying notes 1 to 23 are an integral part of Financial Statements

As per our report of even date attached.

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

Sd/-
N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

WOODSVILLA LIMITED

Sd/-
VIPIN AGGARWAL
(TOR)

Sd/-
MR. S.M.SAINI
(DIRECTOR)

PLACE : NEW DELHI
DATE : MAY 30, 2014

WOODSVILLA LIMITED

Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	For the Year ended 31.03.2014 (Rs.)	For the Year ended 31.03.2013 (Rs.)
Gross Income			
Revenue from operations	15	6,527,885	7,923,580
Other Income	16	789,379	567,272
Total Revenue		7,317,264	8,490,852
Expenses:			
Cost of materials consumed	17	1,270,679	1,676,553
Employee benefit expense	18	2,146,946	2,432,443
Financial costs	19	82,802	107,475
Depreciation and amortization expense	20	811,949	793,581
Other expenses	21	2,662,896	3,387,175
Total Expenses		6,975,272	8,397,227
Profit before extraordinary items and tax		341,992	93,625
Extraordinary Items			
Income from sale of shares		-	-
Profit before tax		341,992	93,625
<u>Tax expense:</u>			
Current tax	22	-	-
Deferred tax		15,759	(69,297)
Profit for the year		326,233	162,921
Earning per equity share:			
(1) Basic		0.11	0.05
(2) Diluted		0.11	0.05

The accompanying notes 1 to 23 are an integral part of Financial Statements

As per our report of even date attached.

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

Sd/-
N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

WOODSVILLA LIMITED

Sd/-
VIPIN AGGARWAL
DIRECTOR)

Sd/-
MR. S.M.SAINI
(DIRECTOR)

PLACE : NEW DELHI
DATE : MAY 30, 2014

WOODSVILLA LIMITED

Cash Flow Statement For The Year Ended March 31, 2014

	(Amount in Rs.) 31.03.2014	(Amount in Rs.) 31.03.2013
(A) Cash Flow From Operating Activities		
i) NET PROFIT BEFORE TAX & EXTRAORDINARY ITEMS	341,992	93,625
ADJUSTMENTS FOR:		
Add: Depreciation and amortisation expenses	811,949	793,581
Interest paid	82,802	107,475
ii) Operating Profit Before Working CAPITAL CHANGES	1,236,743	994,680
ADJUSTMENTS FOR :		
Decrease/ (Increase) in inventories	748,550	83,279
Decrease/ (Increase) in trade receivables	185,809	233,525
Decrease/ (Increase) in loans and advances	(251,714)	848,411
(Decrease)/ Increase in trade payables and other liabilities	(997,491)	(3,686,539)
iii) Cash Generated From Operations	921,897	(1,526,644)
Income tax	-	-
iv) Cash Flow Before Extraordinary Items	921,897	(1,526,644)
Income from sale of shares	-	-
iv) NET FLOW FROM OPERATING ACTIVITIES	921,897	(1,526,644)
(B) Cash Flow From Investing Activities		
Addition to fixed assets	(454,876)	(385,066)
Sale of Investments	0	1,900,000
NET CASH USED IN INVESTING ACTIVITIES	(454,876)	1,514,934
(C) Cash Flow From Financing Activities		
Increase/(Decrease) in secured loans	-	-
Interest & financial charges	(82,802)	(107,475)
Increase/(Decrease) in unsecured loans	(685,777)	(1,407,274)
Dividend Paid including Dividend Tax	-	-
NET CASH FROM FINANCING ACTIVITIES	(768,579)	(1,514,749)
CASH EQUIVALENTS (A+B+C)	(301,559)	(1,526,460)
Add: Cash & cash equivalents at the beginning of the period	1,050,960	2,577,419
Cash and cash equivalents at the end of the period	749,401	1,050,960

The accompanying notes 1 to 23 are an integral part of Financial Statements

As per our report of even date attached

ON BEHALF OF BOARD OF DIRECTORS

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

Sd/-
N.K. GUPTA
(PARTNER)
MEMBERSHIP NO : 085713

sd/-
VIPIN AGGARWAL
(DIRECTOR)

sd/-
S.M.SAINI
(DIRECTOR)

PLACE : NEW DELHI
DATE : MAY 30, 2014

WOODSVILLA LIMITED

Notes to the Financial Statements

1 Share Capital

	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	Amount (Rs.)	Numbers	Amount (Rs.)
<u>Authorized Capital</u>				
Equity Shares of Rs 10/- each	55,000,000	550,000,000	55,000,000	550,000,000
	55,000,000	550,000,000	55,000,000	550,000,000
<u>Issued/subscribed/paid up Share Capital</u>				
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	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	% Held	3/31/2014 No's held	% Held	3/31/2013 No's held
Vipin Aggarwal	40.84	1,228,070	40.84	1,228,070
Meena Aggarwal	26.81	806,030	26.81	806,030

2 Reserves & Surplus

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
----------------------------------------------------------------------------------------------------------------	--	---------	--	---------

General Reserve

At the beginning of the year	3,360,319		3,360,319	
Add: Transfer from surplus in Statement of Profit and Loss	-	3,360,319	-	3,360,319

Surplus in Statement of Profit and Loss

At the beginning of the year	3,381,709		3,218,788	
Add: Profit for the Year	326,233		162,921	
Less: Transfer to General Reserve	-		-	
At the end of the year		3,707,942		3,381,709
Total		7,368,261		7,042,028

As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
---------------------------	---------------------------

3 Long-term Borrowings

Unsecured

Loans from Related Parties	782,278	1,468,055
Total	782,278	1,468,055

Terms of Repayment

(Rate of interest of Borrowings for Rs.7.82 lacs is @11% p.a. , and amount is re-payable after 2 Years)

WOODSVILLA LIMITED

Notes to the Financial Statements

4 Long-Term Provisions

Provision for Retirement Benefits

Retirement benefits

Total

As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
103,449	264,582
103,449	264,582

5 Trade Payables

Due to Micro, Small and Medium Enterprises

Others*

Total

As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
-	-
347,203	376,389
347,203	376,389

* Includes payable to related party during Current Year Rs.45,000/-
Previous Year Rs 8,692/-

6 Other Current Liabilities

Advance received for Woodsvilla Residency Apartments

Advance received from Costumers

Other Payables:

Statutory Dues

Total

As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
1,202,452	1,669,349
92,842	357,286
27,716	73,092
1,323,010	2,099,727

7 Short-term Provisions

Current portion of long-term employee benefits

Retirement benefits

Current taxation

Total

As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
38,015	68,470
-	-
38,015	68,470

WOODSVILLA LIMITED

Notes to the Financial Statements

Note 8 : Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
(i)	<u>Tangible Assets</u>											
1	<u>Land</u>											
	Resort Land	0%	2,090,145	-	-	2,090,145	-		-		2,090,145	2,090,145
2	<u>Building</u>											
	Resort Building	1.63%	19,443,568	-	-	19,443,568	4,291,889	316,930	-	4,608,819	14,834,749	15,151,679
3	<u>Plant and Equipment</u>											
	Resort Machinery	4.75%	1,120,472	-	-	1,120,472	704,730	53,222	-	757,952	362,520	415,742
	Plant & Machinery	4.75%	1,542,022	412,270	-	1,954,292	558,899	90,506	-	649,405	1,304,887	983,123
4	<u>Furniture & Fixtures</u>											
	Furniture	6.33%	158,376	-	-	158,376	42,315	7,812	-	50,127	108,249	116,061
	Resort Furniture	6.33%	2,599,424	31,128	-	2,630,552	2,245,273	166,303	-	2,411,576	218,976	354,151
5	<u>Vehicles</u>											
		9.50%	1,722,750	3,478	-	1,726,228	1,065,232	154,623	-	1,219,855	506,373	657,518
6	<u>Office Equipment</u>											
		4.75%	401,245	8,000	-	409,245	82,483	19,383	-	101,866	307,379	318,762
7	<u>Other (Specify)</u>											
	Computer	16.21%	520,575	-	-	520,575	509,402	3,169	-	512,571	8,004	11,173
	Total		29,598,577	454,876	-	30,053,453	9,500,223	811,949	-	10,312,172	19,741,281	20,098,354
	(Previous Year)		29,213,511	385,066	-	29,598,577	8,706,643	793,581	-	9,500,223	20,098,354	

WOODSVILLA LIMITED

Notes to the Financial Statements

	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
9 Non Current Investments		
(Long Term Investments, Valued at Cost)		
<u>Unquoted - Non Trade</u>		
Government Securities		
Indira Vikas Patras	65,000	65,000
National Savings Certificates	10,000	10,000
A	75,000	75,000
<u>Quoted-Trade</u>		
Investment in Equity Instruments		
Darshan Oils Ltd.	5,400	5,400
(1800 equity shares of Rs.10 each fully paid)		
Frontier Springs Ltd.	152	152
(100 equity shares of Rs.10 each fully paid)		
Premier Auto Electric Ltd.	50	50
(50 equity shares of Rs.10 each fully paid)		
Inland Printers Ltd.	700	700
(100 equity shares of Rs.10 each fully paid)		
Dhanlaxmi Bank	893,708	893,708
(5525 equity shares of Rs.10 each fully paid)		
Jindal Steel & Power Ltd.	15,083	15,083
(9500 equity shares of Rs.10 each fully paid)		
U.S. 64 Scheme (UTI)	1,554	1,554
(100 equity shares of Rs.10 each fully paid)		
B	916,647	916,647
Total (A+B)	991,647	991,647
Aggregate market value of Quoted Shares as on 31st March	2,876,407	3,046,065
	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
10 Long-term Loans and Advances		
<u>Unsecured, Considered Good :</u>		
Security Deposit	93,765	93,765
Others:		
MAT Credit Entitlement	111,197	45,745
Total	204,962	139,510
	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
11 Inventories		
(At Lower of cost and net realisable value)		
Raw Materials (Restaurant Stock).	348,755	413,035
Others		
Residency Apartment Stock	18,359,006	19,043,276
Total	18,707,761	19,456,311

WOODSVILLA LIMITED

Notes to the Financial Statements

	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
12 Trade Receivables		
<u>Unsecured, Considered Good :</u>		
Outstanding for more than six months	76,381	59,376
Others*	25,120	227,933
Total	101,501	287,309
* Includes recoverable from related party "NIL" Previous Year Rs 9,898/-		
	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
13 Cash & Cash Equivalent		
Balances with Banks		
Current accounts	489,904	693,544
Cash on Hand	259,498	357,416
Total	749,402	1,050,960
	As at 31.03.2014 (Rs.)	As at 31.03.2013 (Rs.)
14 Short-Term Loans and Advances		
Unsecured, Considered Good		
Loans & Advances to related parties	15,548	78,109
Others:		
Advance Tax/TDS	297,933	263,102
Staff Advances	559,519	332,786
Advance to Supplier	43,800	61,690
Other Advances	41,531	36,382
Total	958,331	772,069

WOODSVILLA LIMITED

Notes to the Financial Statements

	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
15 Revenue from operations		
Room tariff	4,833,589	5,681,898
Restaurant sales	1,694,296	2,241,682
Other receipts from operations	-	-
Total	6,527,885	7,923,580
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
16 Other income		
Dividend	1,500	16,700
Interest / investment income	354,995	309,524
Misc Receipts	432,884	241,048
Total	789,379	567,272
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
17 Cost of Material Consumed		
Opening stock	413,035	715,331
Fuel expenses	225,981	348,007
Food non-perishable	508,790	516,515
Food-perishable	471,628	509,735
	1,619,434	2,089,588
Less: Closing stock	348,755	413,035
Total	1,270,679	1,676,553
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
18 Employment Benefit Expense		
Salaries	1,923,385	2,109,760
Gratuity	- 45,554	113,246
Staff welfare	263,865	192,937
Staff Training	5,250	16,500
Total	2,146,946	2,432,443
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
19 Financial Cost		
Bank interest and charges	4,124	9,450
Interest on directors deposits	78,678	98,025
Total	82,802	107,475

WOODSVILLA LIMITED

Notes to the Financial Statements

	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
20 Depreciation & Amortisation Expense		
Depreciation	811,949	793,581
Total	811,949	793,581
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
21 Other expenses		
Advertisement & publicity	48,056	135,181
Business promotion	11,754	61,330
Other Marketing & Selling expenses	5,977	27,211
<u>Auditors' remuneration:</u>		
(i) Audit fees	22,472	22,472
(ii) Tax Audit Fee	-	-
(iii) Out of Pocket Expense	-	-
Books and periodicals	3,626	3,588
Conveyance	54,783	58,156
Donation	-	50,000
Electricity and water	593,159	718,360
Gardening expenses	500	270
Housekeeping	114,210	20,219
Insurance	84,010	82,286
Laundry charges	125,489	114,538
Membership and subscriptions	35,952	13,697
Miscellaneous expenses	60,823	68,462
Interest on TDS & Service Tax	3,084	52
Printing and stationery	174,830	145,150
Rent, rates & taxes	239,793	227,843
Repairs and maintenance	540,492	945,889
Retainership & Prof charges	5,618	20,480
Telephone and postage	134,927	207,245
Travelling	40,128	55,623
Vehicle maintenance	239,433	296,957
Other expenses	123,780	112,166
Total	2,662,896	3,387,175
	For the year ending 31.03.2014 (Rs.)	For the year ending 31.03.2013 (Rs.)
22 Tax Expenses		
Current Tax		
i) Income Taxes	65,452	15,230
ii) MAT Credit Entitlement	- 65,452	- 15,230
Total	-	-

23 (A) SIGNIFICANT ACCOUNTING POLICIES**(i) ACCOUNTING CONVENTION**

The financial statements are prepared under the historical cost convention in accordance with applicable Accounting Standards and presentational requirements of the Companies Act, 1956, on the basis of going concern and on an accrual basis unless otherwise stated..

(ii) USE OF ESTIMATES

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans, provision for income taxes and the useful life of fixed assets. Contingencies are recorded when it is probable that a liability will be incurred and the amount can be reasonably estimated. Actual results could differ from such estimates.

(iii) REVENUE RECOGNITION

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

(iv) EXPENDITURE

All expenses are accounted for on accrual basis.

(v) FIXED ASSETS, DEPRECIATION & IMPAIRMENT

Fixed assets are stated at cost including those related to acquisition, less accumulated depreciation. The Company follows the straight line method of depreciation in respect of all its assets at the rates prescribed by Schedule XIV of the Companies Act, 1956. Depreciation is calculated on a pro-rata basis from the date of additions, except in the case of assets costing up to Rs.5,000/- each, where each such asset is fully depreciated in the year of purchase.

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, an impairment loss, that is the amount by which the carrying amount of assets exceeds its recoverable amount, is provided in the books of account.

(vi) INVESTMENTS

Long term investments are carried at cost. Provision is made for diminution in value, other than temporary, on an individual basis.

Current investments are carried at the lower of cost or fair value, determined on a category-wise basis.

(vii) INVENTORIES

Stock of consumables at restaurant and stock of residency apartments valued at lower of cost or net realisable value, ascertained on weighted average purchase price.

(viii) 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.

(ix) PROVISION FOR INCOME TAX AND DEFERRED TAX

Provision for Minimum Alternate Tax (MAT) amounting to Rs. 0.65 lacs has been made under section 115JB of the Income Tax Act, 1961

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In consonance with Accounting Standard-22, "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India, the Company has recognized deferred tax liability for the year ended March 31, 2014 of Rs.0.16/- Lakh in the Statement of Profit & Loss. Breakup of net deferred tax Liability as on 31.03.2014 is as follows

(Amount in Rs.)		
Particulars	Deferred tax Liability as on 31.03.2014	Deferred tax Liability as on 31.03.2013
Deferred Tax Liability has been arrived at as follows:		
Depreciation	1,466,381	1,509,823
Gratuity	(43,712)	(102,913)
Net Deferred tax Liability	1,422,669	1,406,910

(x) 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

WOODSVILLA LIMITED

23 (B) NOTES TO ACCOUNTS

Additional Notes to the Financial Statements

(i) The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure

(ii) 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.

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

(iv) Earning per share

	AS AT 31.03.2014	AS AT 31.03.2013
(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)	326,233	162,921
(c) Basic & Diluted earning (in rupees) per shares	0.11	0.05

(v) Remuneration to Auditors

	2013-14 Rupees	2012-13 Rupees
(i) Audit fees	22,472	22,472
(ii) Tax Audit fees	-	-
(iii) Out of pocket	-	-
	22,472	22,472

(vi) Segment Reporting : based on the guiding principles given in Accounting Standard on Segment Reporting (AS-17), 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 AS-17 in this regard are not applicable

(vii) Additional information pursuant to the provisions of clauses 3.4, and 4D of part II of Schedule VI to the Companies Act, 1956. to the extent applicable :

(a) With regard to clause 3(ii) of part II of Schedule VI to the Companies Act, 1956, in respect of its activities related to sale and purchase of securities held as stock-in-trade, the Company does not fall under the category of clause 3(ii)(a) "Manufacturing Company" or clause 3(ii)(b) "Trading Company" or clause 3(ii)(c) "Company rendering or supplying services" but falls under the category "Other Companies" as given in clause 3(ii)(e). As such, quantitative data for opening and closing stock, purchases and sales have not been given.

(b) Transactions in Foreign Currency (Rs. In lacs)

	2013-14	2012-13
(i) Foreign Currency Outflow	NIL	NIL
(ii) Foreign Currency Inflow	NIL	NIL

(viii) Related Party Disclosures under Accounting Standard (AS-18)

(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)

Mrs. Shakuntala Rani (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

Keshav Leasing Private Limited

Pravik Estates Pvt Ltd

Genesis Properties Private Limited

Club 9 Vacations Private Limited

Club 9 Holidays Private Limited

Mangosteen Private Limited

AVI Exim Pvt Ltd

Avsarr Quest Pvt Ltd

Fusion Suites Private Limited

Neset Consultants 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
Revenue Transactions:				
Sales of goods / services				
Club 9 Vacations Pvt Ltd			0.00	0.38
Rent & other expenses paid				
Mrs.Shakuntala Rani (Director)	1.80	1.35		
Club 9 Vacations Pvt Ltd			0.16	1.90
Vipin Aggarwal & Associates			0.40	3.21
Shri Sai Kirpa Society			0.00	0.50
Avsarr Quest Pvt Ltd			0.06	0.49
Interest paid				
Mrs.Meena Aggarwal	0.07	0.13		
Mrs.Shakuntla Rani	0.22	0.18		
Va Sons HUF	0.49	0.31		
Maj Gen Virendra Singh	0.00	0.36		
Outstanding balance as at year end:				
Long Term Borrowing				
Mrs.Meena Aggarwal	4.26	0.00		
Mrs.Shakuntla Rani	0.00	6.06		
Va Sons HUF	3.56	8.62		
Trade Receivables				
Club 9 Vacations Pvt Ltd			0.00	0.10

Short-Term Loans and Advances				
Avsarr Quest Pvt Ltd			0.00	0.78
Vipin Aggarwal & Associates			0.16	0.00
Trade Payables				
Mrs.Shakuntala Rani	0.45	NIL		
Vipin Aggarwal & Associates			0.00	0.09

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

(x) 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.

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.

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

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

As per our report of even date attached.

ON BEHALF OF BOARD OF DIRECTORS

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

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

sd/-
VIPIN AGGARWAL
(DIRECTOR)

sd/-
S.M.SAINI
(DIRECTOR)

PLACE : NEW DELHI
DATE : MAY 30, 2014

WOODSVILLA LIMITED

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

FORM OF PROXY

I/ Weofin the district ofbeing a member / members of Woodsvilla Limited, hereby appoint..... of..... in the district of as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the 26th September 2014, at 10.00 A.M. and any adjournment thereof.

Signed this _____ day of September 2014.

Signature _____

Affix Re. 1.00

Ledger Folio No. _____

Revenue

Number of shares held _____

Stamp

Notes: i) The proxy need not be a member

ii) The proxy duly signed across Re.1.00 revenue stamp should reach the Regd. Office of the Company, not less than 48 hours before the time fixed for the meeting.

WOODSVILLA LIMITED

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

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting being held at 14, Radhe Mohan Drive, Fatehpur Beri, Mehrauli, New Delhi-110074 on 26th September, 2014 at 10.00 A.M.

1. Full name of the shareholder
2. Ledger Folio No.
3. No. of shares held
4. Signature of shareholder or proxy holder

To be used only when first named shareholder is not attending (please give full name of 1st Joint holder
Mr./Mrs.

Note: Please complete this attendance slip and hand it over at the entrance of the meeting hall.

BOOK POST

If undelivered, please return to :

WOODSVILLA LIMITED

Registered Office :

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