

36th
Annual Report
2023-24

WOODSVILLA LIMITED

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VISION

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|-----------------------------|-----------------------------|
| 1. VIPIN AGGARWAL | Director |
| 2. MEENA AGGARWAL | Whole time - Director & CEO |
| 3. SANWAR MAL SAINI | Independent Director |
| 4. RAVINDER MOHAN MANCHANDA | Independent Director |

CHIEF EXECUTIVE OFFICER

MEENA AGGARWAL

CHIEF FINANCIAL OFFICER

SUDHANSU KUMAR NAYAK

COMPANY SECRETARY

VINEETA AGRAWAL

REGISTRAR & SHARE TRANSFER AGENT

MAS SERVICES LIMITED
T-34, 2ND FLOOR, OKHLA INDUSTRIAL AREA
– PHASE II
NEW DELHI – 110020

STATUTORY AUDITORS

RAKESH RAJ & ASSOCIATES
CHARTERED ACCOUNTANTS
825, SECTOR 21A,
FARIDABAD 121005

INTERNAL AUDITORS

ASHU GOGIA & ASSOCIATES
CHARTERED ACCOUNTANTS
N-43, 2ND FLOOR, DR. MUKHERJEE NAGAR,
NEW DELHI – 110009

SECRETARIAL AUDITORS

CKA & Associates
Address:- 193, 1st floor, Shakti Khand-III,
Indirapuram, Ghaziabad, Uttar Pradesh-
201010

REGISTERED OFFICE

E-4 DEFENCE COLONY, NEW DELHI –
110024

NOTICE OF 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of **WOODSVILLA LIMITED** will be held on Sunday, 29th September, 2024 at 05:00 P.M. to transact through Video Conferencing ("VC")/ Other Audio-Visual Means("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Meena Aggarwal (DIN: 00084504), the Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. **Reappointment of Mr. Ravinder Mohan Manchanda as Independent Director**

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Ravinder Mohan Manchanda (DIN: 08578188), Independent director of the company, whose period of office is liable to expire on 27/09/2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, be reappointed as an Independent director of the company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years commencing from 29/09/2024 till 29/09/2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may

be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Vineet Gupta as Independent Director

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Vineet Gupta (DIN: 05296400) is appointed as Independent director of the company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of the Companies Act, 2013 and rules made thereunder, be appointed as an Independent director of the company, not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from 29/09/2024 till 29/09/2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For WOODSVILLA LIMITED

SD/-

VINEETA AGRAWAL
Company Secretary

Regd. Office:
Membership No. A50630
E-4, IInd Floor, Defence Colony, New Delhi
Dated: 05/09/2024

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its latest Circular No. 09/2023 dated September 25, 2023, 10/2022 dated 28th December, 2022 read with previous circulars issued by MCA being Circular No. 14/2020, Circular No.17/2020, Circular No. 20/2020, Circular No. 2/2021, Circular No. 2/2022 ("MCA Circulars") pursuant to latest Circular No. SEBI/HO/CF D/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by Securities and Exchange Board of India ("SEBI") read together with previous circulars issued by SEBI in this regard being Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/C1IR/2023/4 issued by SEBI (hereinafter collectively referred to as "MCA Circulars or SEBI Circulars or the Circulars"), Annual General Meeting (AGM) is allowed be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at common venue till 30th September, 2024. The Board of Directors of the Company has decided to adopt the above circulars issued by MCA and SEBI in conducting Annual General Meeting of the Company through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM, which may not require physical presence of members at a common venue. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM is provided by our RTA i.e. MAS Services Limited.
2. ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THOUGH VC/OAVM IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7th October, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62, DATED MAY 13, 2022, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Woodsvillaresort@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. In accordance with MCA Circulars, the notice of the 36th AGM and the Annual Report 2023-2024 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and the Annual Report 2023-2024 will also be available on the Company's website www.woodsvilla.in and on the websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com), and on the website of Mas Service Limited at www.masserv.com. A member may also demand the hard copy of the same via writing us at

5. Members are requested to update their KYC in their folio(s), register their email addresses, and bank account details for receipt of dividend etc. or may intimate any changes if required. The process of registering/changing the same is mentioned below.

Physical Holding	<p>Register/update the details in prescribed Form ISR-1 and other relevant forms with Company's Share Transfer Agent i.e.</p> <p>M/s MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi- 110020 Tel: +91 11-41320335 Fax: +91 11-26387384 E-mail: info@masserv.com</p> <p>The said forms and relevant provisions of SEBI circular (circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, as amended) are available on the Company's website at the link www.woodsvilla.in.</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.</p>

Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest for receiving the investor communications including Annual Report 2023-24 along with AGM Notice, by following the process referred above.

For temporary registration of email for the purpose of receiving of AGM Notice along with annual report for 2023-24, members may write to www.woodsvilla.in.

6. As per MCA circulars, members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. The notice of AGM is being sent to those members/beneficial owners whose name appears in the register of members/list of beneficiaries received from the depositories as on 30/08/2024.
8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the user id and password is given separately. The remote e-voting facility is in addition to e-voting that will take place at the 36th AGM being held through VC/OVAM.
9. Members joining the meeting through VC/OVAM; who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-

voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OVAM; but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.

10. As required under the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), particulars relating to Mrs. Meena Aggarwal, Director, retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
11. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
12. Mr. Kundan Agrawal, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process (at AGM) in a fair and transparent manner.
13. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting or a person authorized by him in that behalf, within 2 (two) working days of conclusion of the meeting. The results declared along with the scrutinizer's report shall be displayed at the Registered Office of the Company as well as placed on the website of the Company, www.woodsvilla.in, on the websites of Stock Exchanges, www.bseindia.com and on the website of e-voting agency i.e. www.evotingindia.com.
14. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at woodsvillaresort@gmail.com or vna1974@gmail.com at least one week before the meeting on or before 4th September, 2024. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

(company email id). The same will be replied by the company suitably.

16. All documents referred in the notice along with Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection electronically till the date of AGM. Any member seeking the inspection of the same may write is at woodsvillaresort@gmail.com or vna1974@gmail.com.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar at vna1974@gmail.com.
18. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
19. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given below.
 1. **PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**
 1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
 2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) a) The Company has engaged services of National Securities Depository Limited ("NSDL") for the purpose of providing facility for e-voting and VC platforms for joining the meeting. The remote e-voting period commences on Thursday 26th September 2024 (09.00 am) and ends on Saturday 28th September 2024 (05.00 p.m.) No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2024 may cast their vote by remote e-voting. Shareholders who have already voted prior to

the meeting date would not be entitled to vote at the meeting venue.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on

	<p>login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful</p>

login through their Depository Participants (DP)	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

	<p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; woodsvillaresort@gmail.com or yva1974@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.
 In the "Name" field - Put your USERID as informed in e-email..
 In the "last name" field - Enter your Name
 In the "Email ID" field - Put your email ID
 In the "Event password" field - Put the password as "nsdl@1234"
- (ii) Click join now button.
- (iii) Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.
- (iv) Event will start and you will be in the AGM through Video conferencing.
- (v) You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the WebEx meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
 ✓ Windows 7, 8 or 10

- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download WebEx application from play store

NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

All grievances connected with the AGM process including the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

ANNEXURE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 36th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Mrs. Meena Aggarwal (DIN: 00084504)
Brief Resume	Dr. Meena Aggarwal, Director of Woodsvilla Limited had done Ph.D. Mathematics from IIT Delhi and qualified as Doctorate in 1976. She has over 42 years of total working experience and she had started Woodsvilla Limited (earlier know as Cost Plus Credit Capital Pvt. Ltd.) in 1998 and continuously managing successfully.
Nature of his Expertise in specific functional areas	Hospitality Service
Relationship with Directors and Key Managerial Personnel	Wife of Vipin Aggarwal (Director)
Number of shares held in the Company	18,12,060 Equity Shares
Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None

Name of the Director	Mr. Ravinder Mohan Manchanda (DIN: 08578188)
Brief Resume	Mr. Ravinder Mohan Manchanda had done his B Com (H) from Delhi University in 1974 and qualified as an advocate completing his LLB degree in 1978 from Delhi University. Apart from legal practice for the last 14 years starting from 2010, he also has past experience of 15 years in PSU and 23 years in senior administrative, finance and tax fields in various reputed Schools of Delhi.
Nature of his Expertise in specific functional areas	Administration, Finance, Legal & Taxation
Relationship with Directors and Key Managerial Personnel	None

Number of shares held in the Company	Nil
Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None

Name of the Director	Mr. Vineet Gupta (DIN: 05296400)
Brief Resume	Mr. Vineet Gupta is the founding partner of M/s VRSK & Associates in 1991. He is a qualified Chartered Accountant & also qualified DISA from ICAI. He has a vast experience of conducting audits like Concurrent Audit of Banks, Internal audits, Investigation audits, Government audits, Inspection audits besides Statutory and Internal Audits of Organizations in Private sector. He had pointed out anomaly in the system of deduction of TDS in case of cumulative deposits in which was widely accepted by various banks & Reserve Bank of India. He has also pointed out anomaly in payment of Service Tax/GST by banks on Fees of Advocates. He has also registered with Insolvency and Bankruptcy Board of India and Registered Valuer for Security and Financial Assets.
Nature of his Expertise in specific functional areas	Taxation, Audit , Finance & Valuation
Relationship with Directors and Key Managerial Personnel	None
Number of shares held in the Company	Nil
Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None

DIRECTORS' REPORT

Dear Members,

The Board of Directors have the pleasure of presenting the 36th Annual Report together with the Audited Financial Statements, Auditors' Report and the Director's Report on the business and operations of the Company, for the financial year ended 31st March, 2024.

1. FINANCIAL PERFORMANCE

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

Particulars	Amount (in Rs.)	
	Financial Year 2023-24	Financial Year 2022-23
Net Sales/ Income from Operations	68,81,076	88,69,847
Other Income	1,88,243	6,29,571
Total Income	70,69,320	94,99,418
Cost of material consumed	16,86,937	24,90,500
Employee Benefit expenses	12,36,941	12,75,309
Other expenses	29,84,419	44,79,538
Total expenses	59,08,297	82,45,347
Profit before Interest, Depreciation & Tax	11,61,023	12,54,070
Less: Finance Cost	17,746	40,766
Profit before Depreciation & Tax	11,43,277	12,13,304
Less: Depreciation	10,27,218	10,08,205
Profit (Loss) before Tax	1,16,059	2,05,099
Add/(Less): Tax	(1,95,713)	(13,50,131)
Other comprehensive Income/Loss	31,54,553	18,74,725
Net Profit/(Loss) after Tax	30,74,898	7,29,693
Balance b/f from the Balance Sheet	1,32,52,260	1,25,22,567
Balance c/f to the Balance Sheet	1,63,27,158	1,32,52,260

2. FINANCIAL HIGHLIGHTS

The revenue from operations of the Company during the financial year 2023-24 has decreased from Rs. 88,69,847/- in financial year 2022-23 to Rs.68,81,076/- in the relevant year. Your Company has recorded a decrease of 22.42% in the revenue from

operation of the Company during the financial year 2023-24. In spite of tough competition and ever-increasing technological advancements like online bookings etc., your Company has managed to sustain its position in the industry.

3. DIVIDEND

In order to conserve cash and ensure liquidity for the operations for the Financial Year 2023-24, the Board of Directors decided not to recommend any dividend to the shareholders for the Financial Year 2023-24.

4. SHARE CAPITAL

The Authorized Share Capital of your Company is Rs. 5,50,00,000/- divided into 1,10,00,000 equity shares @ Rs. 5/- each and the paid-up share capital of your Company is Rs. 3,00,70,000/- divided into 60,14,000 equity shares @ Rs. 5/- each. There was no change in the share capital structure of the Company during the financial year ended 31st March, 2024.

5. RESERVES

Your directors do not propose to transfer any amount to the Reserves for the financial year ended 31st March, 2024.

6. DEPOSITS

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

7. SUBSIDIARY/ASSOCIATE & JOINT VENTURE COMPANIES

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

8. LISTING

The equity shares of the Company continue to be listed on the BSE Limited. We confirm that Annual Listing Fees for the financial year 2023-24 has already been paid within the stipulated time period.

9. 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, 2024, the applicable Accounting Standards had been followed along with proper explanation 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 ended March 31, 2024 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 for the Financial Year ended March 31, 2024 of the Company 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.

10. DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)

a) Retire by Rotation

Mrs. Meena Aggarwal (DIN: 00084504) 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 her, your Directors recommend her re-appointment.

b) Appointments and Cessation of Director during Financial Year 2023-24

During the period under review, there were no new appointments or cessations. However, Mr. Vipin Aggarwal (DIN: 00084395), was retired by rotation and re-appointment at the Annual General Meeting of the Company held on September 30, 2023.

c) Declaration of Independent Directors

At the first meeting of the Board of Directors for the Financial Year 2023-24 held on 30/05/2023 the Independent Directors have confirmed, as required under sub section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence required under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board, after undertaking due assessment of the veracity of the declaration submitted by the Independent Directors under sub section (6) of Section 149 of the Companies Act, was of the opinion that the Independent Directors meet the criteria of independence, are independent from Management and have necessary integrity, expertise, skills and experience required for their role appointment as Independent Director.

All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of two (2) year from the date of inclusion of their names in the

data bank. The Independent Directors, whosoever is required, shall undertake the said proficiency test.

Further, pursuant to the provisions of Section 149(8) read with Schedule IV of the Act a meeting of the Independent Directors is required to be convened without the presence of Non-Independent Directors and Members of the Management.

Accordingly, the meeting of the Independent Directors was held on 13/02/2024.

d) Women Director

In terms of the provision of section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and disclosure Requirements) Regulation, 2015, your Company has complied with the requirement of having at least one Women Director on the Board of the Company. Mrs. Meena Aggarwal, Director & Chief Executive Officer is the Women director of the Company.

e) Appointment and cessation of KMP

During the year under review, there was no changes in Key Managerial Personnel of the Company.

As on the date of the report, the Key Managerial Personnel of your Company are as under:-

S.No.	Name	Designation
1	Mrs. Meena Aggarwal	Chief Executive Officer
2.	Mrs. Meena Aggarwal	Whole time Director
3	Mr. Sudhansu Kumar Nayak	Chief Financial Officer
4	Ms. Vineeta Agrawal	Company Secretary & Compliance Officer

11. BOARD MEETINGS

During the financial year 2023-24, 5 (Five) meetings were held on 30/05/2023, 12/08/2023, 01/09/2023, 11/11/2023 and 13/02/2024. Here gap between two Board Meetings did not exceed 120 days as mentioned in Regulation 17(2) of the Listing Regulations.

12. COMMITTEES OF THE BOARD

The Board of your Company have constituted 5 (Five) Committees as mentioned below in accordance with the provisions of the Companies Act, 2013 read with Listing Regulations:

a) Audit Committee

The primary objective of the Audit Committee is to monitor and provide an

effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor and the statutory auditor and notes the processes and safeguards employed by each of them and also assesses the adequacy and reliability of the internal control systems and risk management systems. The Audit Committee further reviews processes and controls including compliance with laws, Whistle Blower Policy and related cases thereto, functioning of the Prevention of Sexual Harassment at Workplace Policy and guidelines and internal controls.

The internal auditor reports functionally to the Audit Committee. The Executive Director(s) and Senior Management of the Company also attend the Meetings as invitees whenever required to address concerns raised by the Committee Members. All the recommendation of the Committee were accepted by the Board.

The audit committee met Five (4) times during the year under review on 30/05/2023, 12/08/2023, , 11/11/2023 and 13/02/2024. 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. Ravinder Mohan Manchanda	Member

b) Nomination & Remuneration Committee

The purpose of the Nomination and Remuneration Committee includes formulating criteria for determining qualifications, positive attributes and independence of Directors and recommending to the Board of Directors, a policy relating to the remuneration of the Directors and Key Managerial Personnel, overseeing the Company's process for appointment of Senior Management and their remuneration, devising criteria for performance evaluation of the Board of Directors (including Independent Directors).

The NRC also discharges the Board's responsibilities relating to compensation of the Company's Executive Directors and Senior Management.

The Nomination & Remuneration Committee met Five (4) times during the year under review on 30/05/2023, 12/08/2023, , 11/11/2023 and 13/02/2024. The composition of the Committee is as under-:

S.no.	Name of the Members	Designation
1	Mr. Ravinder Mohan Manchanda	Chairman
2	Mrs. Meena Aggarwal	Member
3	Mr. Sanwar Mal Saini	Member

c) Stakeholders Relationship Committee

Mainly, the Stakeholders Relationship Committee is responsible for resolving complaints related to transfer/transmission of shares, non- receipt of annual report and non-receipt of declared dividends, general meetings, approve issue of new/duplicate certificates and new certificates on split/consolidation/renewal etc., approve transfer/transmission, dematerialization and other related shareholder issues.

The Stakeholders Relationship Committee met Five (4) times during the year under review on 30/05/2023, 12/08/2023, 11/11/2023 and 13/02/2024.. The composition of the Committee is as under-:

S.no.	Name of the Members	Designation
1	Mr. Sanwar Mal Saini	Chairman
2	Mr. Vipin Aggarwal	Member
3	Mr. Ravinder Mohan Manchanda	Member

d) Risk Management Committee

Risk Management Committee is focused on enterprise risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The Risk Management Committee met Five (4) times during the year under review on 30/05/2023, 12/08/2023, , 11/11/2023 and 13/02/2024. The composition of the Committee is as under-:

S.no.	Name of the Members	Designation
1	Mr. Ravinder Mohan Manchanda	Chairman
2	Mr. Vipin Aggarwal	Member
3	Mr. Sanwar Mal Saini	Member

e) Corporate Social Responsibility and Sustainability Committee

The Company did not fall under the purview of the criteria specified for applicability of Corporate Social Responsibility ("CSR") under Section 135 for the year under review. Therefore, the provisions of Section 135 of the Act were not applicable on the Company.

13. POLICY ON QUALIFICATION AND REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience, and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. During the financial year under review.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of directors and other matters as provided under subsection (3) of Section 178 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Policy also lays down broad guidelines for evaluation of performance of Board as a whole, Committees of the Board, individual Directors including the chairperson and the Independent Directors. The Policy encourages the appointment of women at senior executive levels and thereby promoting diversity. The Policy is designed to attract, recruit, retain and motivate best available talent.

There was no change carried in such policy during the year under review.

The web link of the Remuneration Policy is http://www.woodsvilla.in/nomination_remuneration_policy.html

14. 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.

The Directors expressed their satisfaction with the evaluation process.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 read with Schedule V of the Listing Regulations, the Management Discussion and Analysis Report are presented in a separate section forming part of this Annual Report in Annexure- A.

16. CORPORATE GOVERNANCE REPORT

The provisions relating to the Corporate Governance as enumerated under the Regulation 15 of Listing Regulations 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.

17. 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 Listing Regulations, a Vigil Mechanism/Whistle Blower policy 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 Audit Committee. No complaints were received under Vigil Mechanism & Whistle Blower Policy during the financial year 2023-24.

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 is generally dealt in regular course of business and has to be taken care of is seasonal sale and weather conditions.

19. 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 Act. 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.

All related party transactions are mentioned in the notes to the financial statements.

20.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.

21.MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of your Company occurred between the end of the financial year till the date of this report.

22.EXTRACT OF ANNUAL RETURN

A copy of annual return of the Company is available on the website of the Company. Web link of the same is <https://woodsvilla.in/pdf/MGT-7-202324.pdf>.

23.PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your Company has not made any Loan or given any Guarantees and the details of investments made 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 Act during the financial year under review.

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

During the period under review, 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.

25. CHANGE IN NATURE OF BUSINESS, IF ANY

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

26. 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 there under. 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.

27. AUDITORS

(a) STATUTORY AUDITORS AND THEIR REPORT

At the 34th Annual General Meeting of the Shareholders of your Company held on 30th September, 2022, M/s Rakesh Raj & Chartered Accountants, was appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting on such remuneration, as may be approved by the Board.

There are no qualifications, reservations or adverse remarks made by M/s Rakesh Raj & 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.

(b) SECRETARIAL AUDITORS AND AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s CKA & Associates, Company Secretaries, Delhi, to act as the Secretarial Auditor of your Company for the financial year 2023-24. 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 2023-24, which is provided as an Annexure-B to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark and is self-explanatory in nature

(c) 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 Ashu Gogia & Associates, Chartered Accountants as the Internal Auditor for the financial year 2023-24.

(d) 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.

28. 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.

(A) CONSERVATION OF ENERGY –

a. Steps taken or impact on conservation of energy;

Considering the nature of activities in which the Company operates, energy consumption is in accordance to the normal business practices and does not require any specific installations. In its regular course of business, the Company is always vigilant to conserve the resources and continuously implements measures required to save energy.

b. Steps taken by the Company for utilizing alternate sources of energy;

The Company focuses on improving energy efficiency, increasing the use of renewable/ alternate source of energy in form of solar energy etc.

c. Capital investment on energy conservation equipment: NIL

(B) TECHNOLOGY ABSORPTION –

a. Efforts made towards technology absorption;

The business activities of the Company are not specific to any technology requirements.

b. Benefits derived as a result of the above efforts:

N.A.

- c. Information regarding technology imported, during the last 3 years:** N.A.
d. Expenditure incurred on Research and Development: N.A.

(C) Foreign Exchange Earnings and Outgo –

- (a) Foreign Exchange Earnings :** Nil
(b) Foreign Exchange Out go : Nil

29. PARTICULARS OF EMPLOYEES / PERSONNEL

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as Annexure- C to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Further, the Report is being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, any shareholder interested in obtaining a copy thereof may write to the Company Secretary of the Company at woodsvillaresort@gmail.com

30. SECRETARIAL STANDARDS

During the year company has complied with the Secretarial Standards- I and II issued by the Institute of Company Secretaries of India.

31. THE DETAILS OF AN APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the period under review.

32. THE DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The above clause was not applicable on the company for the period under review.

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

VIPIN AGGARWAL

Director

DIN: 00084395

MEENA AGGARWAL

*Wholetime Director
& CEO*

DIN: 00084504

PLACE: New Delhi

DATE: 05.09.2024

Annexure A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Economy-Performance and Perspectives

The hospitality industry in India is a dynamic and diverse sector that encompasses various segments such as hotels, restaurants, travel and tourism, event management, and more. As one of the fastest-growing industries in the country, it plays a significant role in contributing to India's economy and creating employment opportunities.

Opportunities:

1. **Growing Tourism:** India's rich cultural heritage, diverse landscapes, and historical monuments attract a large number of domestic and international tourists. This offers significant opportunities for hotel industry to cater to the increasing demand.
2. **Business Travel:** With India emerging as a global business hub, there is a rising demand for business hotels and conference facilities, providing opportunities for growth and investment in this segment.
3. **Technological Advancements:** Adopting technological advancements such as online booking platforms, mobile apps for hospitality services, and personalized experiences can enhance customer engagement and loyalty.
4. **Focus on Experiential Travel:** Travelers are now seeking unique and authentic experiences, and businesses that can offer experiential stays, local cuisine, and cultural activities stand to benefit.

Threats, Risks & Concerns:

1. **Economic Volatility:** The hospitality industry is sensitive to economic fluctuations. During economic downturns, there may be a decrease in both business and leisure travel, impacting revenue and profitability.
2. **Competition:** The industry is highly competitive, with both local and international players vying for a share of the market. Businesses need to constantly innovate and offer exceptional services to stay ahead.
3. **Regulatory Challenges:** Dealing with complex and often changing regulatory frameworks, such as licensing, permits, and tax regulations, can be challenging for hospitality businesses.
4. **Seasonal Fluctuations:** Certain tourist destinations experience seasonal fluctuations, leading to varying demand throughout the year, which may affect the sustainability of businesses in those areas.

5. Infrastructure Issues: Inadequate infrastructure, particularly in smaller towns and remote areas, can hinder the growth and development of hospitality businesses in those regions.

6. Security Concerns: Safety and security issues can impact tourism and deter potential travelers, requiring businesses to invest in robust security measures.

OUTLOOK

In conclusion, the hospitality industry in India offers numerous opportunities for growth and success due to the country's diverse attractions and increasing tourism. However, it also faces inherent risks that require businesses to be adaptable, innovative, and resilient in their strategies to thrive in this ever-evolving market.

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

Industrial relations remained cordial 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

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 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.

Material developments in Human Resources:

Material development in human resources for hotels is crucial to ensuring the hospitality staff is well-trained, motivated, and equipped with the necessary skills to provide excellent service to guests. Here are some specific areas of material development in human resources for hotels:

Standard Operating Procedures (SOPs): Create comprehensive manuals that outline the

hotel's standard operating procedures for various departments, such as the front desk, housekeeping, food and beverage, and maintenance.

On boarding Kits: Prepare comprehensive on boarding kits for new employees, including welcome materials, company culture information, and an overview of their job responsibilities.

Language Training: If the hotel serves an international clientele, offer language training materials to help staff communicate effectively with guests from various regions.

Career Development Plans: Provide materials that outline career paths within the hotel, offering guidance on advancement opportunities and skill development.

Regularly updating and refreshing these materials based on employee feedback, industry trends, and guest expectations is essential to ensure the hotel's human resources strategy remains effective and aligned with the organization's goals. Additionally, integrating interactive and engaging elements into the training materials can enhance the learning experience and retention of information.

Total number of people employed was 9 employees during the year under review.

GOING CONCERN

In the opinion of the Board, 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.

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT AND KEY CHANGES IN RATIOS

In the preparation of the financial statements, the Company has followed the Accounting

Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The key financial ratios of the Company where there has been significant change (25% or more) and change in Return on Net Worth are summarized below along with detailed explanation:

Sr. No	Particulars	2023-24	2023-24	Change (%)	Detailed explanation, if there is any significant change, i.e., 25% or more
1	Debtor Turnover Ratio	0.01	0.04	(75)	Debtor Turnover ratio has improved due to due to more proactive efforts by management to recover dues.
2	Inventory Turnover Ratio	0.01	0.01	-	-----
3	Interest Coverage Ratio	-	-		-
4	Current Ratio	27.28	20.32	34	Current assets has increased due to an increase in Cash & cash equivalents and also due to certain advances to suppliers.
5	Debt Equity Ratio	-	0.01	(100)	Due to no debt in Company
6	Operating Profit Margin	0.02	0.02	-	-----
7	Net Profit Margin	1.64	2.16	(24)	-----
8	Return on Net worth	(0.21)	(3.06)	(93.14)	Net profit margin has increased since the company has earned better profit after taxes in current year as compared to previous year.

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.



Annexure B

CKA & Associates
Company Secretaries

Address:- 193, 1st floor, Shakti Khand-III,
Indirapuram, Ghaziabad, Uttar Pradesh-201010

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[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.

- d) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, generally 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, 2024 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) 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;
- 5) 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (i) Indian Stamp Act, 1899;
- (j) Indian Contract Act, 1872;
- (k) Income Tax Act, 1961 and indirect tax laws;
- (l) Reserve Bank of India Act, 1934;
- (m) Applicable Labor Laws; and
- (n) 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 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 following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in 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. But some documents, minutes, statutory registers, files are needed to be maintained in more improvised and updated. Company management could take steps for maintaining more proper compliance system. **Minutes of the meetings should be in compliance with the Secretarial standards laid down by ICSI. Management is taking appropriate steps to updated statutory registers of the company.**
- All decisions at Board Meetings and Committee Meetings are carried out by unanimously/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 had received all the necessary information and documents from the company. So, as per the due-diligence done by us of the available records and documents of company, maintenance of minutes of board meeting and committees and Statutory Registers of the company are in compliance with the applicable secretarial standards and various provisions of The Companies Act, 2013 to great extent, however further improvement will be appreciated.
- **As per the Regulation 3(5) of SEBI (PIT) Regulations, 2015, the company could maintain the Structured Digital Database software in a more effective manner.**
- 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.

Disclaimer:-

- The secretarial audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

For CKA & Associates
Company Secretaries
FRN: S2020UP762100
Place: Ghaziabad
Date: 16/08/2024

SD/-

Charu
Company Secretary
Membership No.:-F10853
C.P. No.23703
UDIN: F010853F000984958

ANNEXURE C**STATEMENT OF DISCLOSURE OF REMUNERATION**

*Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1)
Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

S. No.	Requirements	Disclosure	
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year	None of the Director took any kind of remuneration from the company.	
		The median remuneration of all the employees of the company was Rs. 50,373/-	
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year.	None of the Director taking any kind of remuneration from the company. So, there is no percentage increase in remuneration.	
		Name of the employee	% increase in Remuneration
		Mr. Sudhansu Kumar Nayak – CFO	0
		Ms. Vineeta Agrawal – CS	0
3	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2023-24, the percentage decrease in the median remuneration of employees as compared to previous year was approximately 45.55 %.	
4	The number of permanent employees on the rolls of Company.	There were 12 employees as on March 31, 2024	
5	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There was no increase in managerial remuneration.	
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, it is confirmed.	

FOR AND ON BEHALF OF THE BOARD

VIPIN AGGARWAL

Director

DIN: 00084395

MEENA AGGARWAL

Wholetime Director & CEO

DIN: 00084504

PLACE: New Delhi

DATE:05.09.2024